

## **Motivated statement of proposal at the AGM 2011 in respect of Board of Directors of Sectra AB**

In accordance with the principles adopted by the AGM 2010, the Chairman of the Board approached the four largest shareholders in the autumn 2010 to establish a Nomination Committee that should prepare matters for the AGM 2011.

The Nomination Committee was given the following composition:

- Carl-Erik Ridderstråle, Chairman of the Board of Directors (convener)
- Jan-Olof Brüer, group chief executive of Sectra AB and the company's largest shareholder
- Gündor Rentsch, representing Frithjof Qvigstad
- Thomas Ehlin, representing Nordea Fonder

Jan-Olof Brüer was elected chairman of the Nomination Committee. The members of the Nomination Committee together represent approximately 34% of the votes in Sectra AB.

### **The Nomination Committee's proposal in respect of Board of Directors**

The Nomination Committee proposes:

- That the Board of Directors shall comprise of six members without any deputy directors.
- Re-election of Erika Söderberg Johnson, Christer Nilsson, Anders Persson, Torbjörn Kronander and Carl-Erik Ridderstråle.
- Election of Jakob Svärdröm.
- That Carl-Erik Ridderstråle shall be re-elected as Chairman of the Board.

### **Motivated statement**

The Nomination Committee has held 10 meetings in advance of the AGM 2011. In addition to having reviewed the Board of Director's evaluation of their own work, the Nomination Committee has had conversations with the members of the Board of Directors. This review shows that the Board of Directors' work has been active and carried out with great commitment and with a high attendance rate.

The Nomination Committee has also reviewed the statements by the Chairman of the Board and the Managing Director regarding the company's activities, objectives and strategies before the delivery of their proposal.

The Nomination Committee is of the opinion that the current Board of Directors is well-functioning and meets such demands and requirements of different competence, business experience and distribution according to gender that can be expected from a Board of Directors in a specialized niche company as Sectra. The Nomination Committee is, however, convinced that Jakob Svärdröm further will contribute with experience and knowledge on development of business offers within the software industry.

In view of the evaluation made, the Nomination Committee proposes the election of six members of the Board of Directors. The proposal meets the requirements of independency set out in the Swedish Code of Corporate Governance (Sw. *Svensk kod för bolagsstyrning*). Five of the members of the Board of Directors are independent in relation to both the company and company management and five are independent in relation to the company's major shareholders.

More information about the proposed member of the Board of Directors Jakob Svärdröm can be found in **appendix 1** and information regarding the members of the Board of Directors who are proposed for re-election, including the Nomination Committee's assessment of the independency of each of the members of the Board of Directors, is available on the company's [website](#).

## **Appendix 1**

**Jacob Svärdröm**, born 1964

Jacob Svärdröm is Managing Partner for KTH Seed Capital and KTH Chalmers Kapital. He has previously held key positions in IBM, Intenia and Stream Serve. Jacob Svärdröm is appointed as board member of several boards related to the business he is responsible for.

Jacob Svärdröm does not have any assignments for the company.

Independent in relation to the company: Yes

Independent in relation to major shareholders: Yes

Equity interest in Sectra: 0