

Motivated statement of proposal at the AGM 2012 in respect of Board of Directors of Sectra AB

In accordance with the principles adopted by the AGM 2011, the Chairman of the Board approached the three largest shareholders in the autumn 2011 to establish a Nomination Committee that should prepare matters for the AGM 2012.

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 one of 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 35.9 % 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
 - Anders Persson
 - Carl-Erik Ridderstråle
 - Christer Nilsson
 - Erika Söderberg Johnson
 - Jakob Svärdröm
 - Torbjörn Kronander
- That Carl-Erik Ridderstråle shall be re-elected as Chairman of the Board.

Motivated statement

The Nomination Committee has held five meetings in advance of the AGM 2012. 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 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 proposal meets the requirements of independency set out in the Swedish Code of Corporate Governance (Sw. *Svensk kod för bolagsstyrning*).