

REASONED STATEMENT OF THE NOMINATION COMMITTEE IN RESPECT OF THE ANNUAL GENERAL MEETING OF COOR SERVICE MANAGEMENT HOLDING AB ON APRIL 28, 2016

The nomination committee of Coor consists of Pontus Pettersson (Cinven through Cinoor S.a.r.l.), chairman of the nomination committee, Jan Särilvik (Nordea Fonder), Ulrika Danielson (Andra AP-fonden), Henrik Didner (Didner & Gerge Fonder) and the chairman of the board Anders Narvinger. Due to changes in the ownership of the company Åsa Nisell (Swedbank Robur Fonder) was replaced by Henrik Didner (Didner & Gerge Fonder) on December 18.

Shareholders have been able to contribute suggestions to the nomination committee via e-mail. No suggestions have been received.

Ahead of the AGM, the nomination committee has held six meetings at which minutes were kept, with continuous contacts between these meetings. The nomination committee has interviewed two board members, including the chairman of the audit committee, and it has received a report on Coor's business from President and CEO Mikael Stöhr.

Ahead of the AGM, the nomination committee proposes that the number of board members shall be increased with one person, i.e. consist of eight board members and no deputies. Bernt Magnusson, who has been a part of Coor's board of directors since 2005, has declined re-election, and as new board members the nomination committee proposes Mats Granryd and Heidi Skaaret. Søren Christensen, Mats Jönsson, Monica Lindstedt, Anders Narvinger, Kristina Schauman and Mikael Stöhr are proposed to be re-elected. As chairman of the board the nomination committee proposes re-election of Anders Narvinger.

Mats Granryd (born in 1962) has been Director General of GSMA, a global industry organization for mobile operators, since 2016. He was President and CEO of Tele 2 between 2010–2015, and previously held a number of senior positions within Ericsson, including president of the company's UK operations. Mats Granryd is a board member of Envac.

Heidi Skaaret (born in 1961) has been Group COO of the Norwegian finance group Storebrand ASA since 2012. She was president of Lindorff Norway in 2008–2012 and IKANO Bank Norway in 2001–2008. Heidi Skaaret is chairman of the board of directors in Storebrand Bank ASA and director of Cognizant Technology Solutions Lithuania. She was a director of Storebrand in 2010–2012.

The nomination committee has, by way of a systematic procedure and with assistance from an external recruitment firm, searched for two additional board members. The goal has been to provide the board of directors with the overall competence and experience required to continue to lead the company's operations optimally. The nomination committee proposal also takes into account versatility as well as breadth of experience and background, and complies with the stipulations of the Swedish Corporate Governance Code regarding independence. Furthermore, the nomination committee has also taken into account the number of board assignments in other companies of each board member. In particular the strategy, objectives and the requirements that the future development of Coor will impose on the board have been observed.

The nomination committee strives for equal gender distribution on the board. Three of the proposed board members are women and five of the proposed board members are men, corresponding to 37.5 per cent and 62.5 per cent, respectively. The nomination committee notes that the distribution between women and men is improved by the

proposed board composition but finds it important that future nomination committees continue to work actively to reach an equal gender distribution on the board.

Finally, the nomination committee has concluded that the proposed board of directors meets applicable requirements regarding independence. Mats Jönsson and Mikael Stöhr have been considered independent in relation to major shareholders of the company but not in relation to the company and the company's senior executives. Søren Christensen has been considered independent in relation to the company and the company's senior executives but not in relation to major shareholders of the company. The remaining proposed board members have been considered independent in relation to both the company and the company's senior executives and to major shareholders of the company.
