

The nomination committee's proposal to the general meeting 2020 of NCAB Group AB (publ)

The nomination committee of NCAB Group AB ("NCAB") before the general meeting 2020 is composed of Jannis Kitsakis (representing Fourth AP Fund and acting as chairman of the nomination committee), Christian Salamon (chairman of the board of directors of NCAB), Per Hesselmark (R12 Kapital AB), Henrik Schmidt (Montanaro Asset Management), Henrik Söderberg (C WorldWide Asset Management) and Kristofer Flack (SEB Investment Management).

The nomination committee's proposal for the chairman of the annual general meeting

The nomination committee proposes that attorney at law Emma Norburg from Advokatfirma DLA Piper is appointed chairman of the annual general meeting.

The nomination committee's proposal for appointment of the board of directors and chairman of the board of directors and remuneration for the board of directors

The nomination committee hereby proposes the following regarding the board of directors of NCAB:

- that the board of directors shall consist of seven directors appointed by the general meeting without deputy directors,
- that all current directors, Christian Salamon, Hans Ramel, Hans Ståhl, Per Hesselmark, Jan-Olof Dahlén, Magdalena Persson and Gunilla Rudebjer are re-elected for the period until the next annual general meeting has been held,
- that Christian Salamon is re-elected as chairman of the board and
- that the remuneration to the board of directors remains unchanged and is set to SEK 2 775 000 to be allocated with SEK 700 000 to the chairman of the board and SEK 350 000 to each of the directors of the board who are not employees of the group, SEK 150 000 to the chairman of the audit committee and SEK 50 000 to each of the members of the audit committee who are not employees of the group and SEK 25 000 to each of the members of the remuneration committee who are not employees of the group.

A presentation of the proposed directors is set out below. The nomination committee's explanatory statement will be made available on the NCAB's website, www.ncabgroup.com.

The nomination committee's proposal for appointment of auditor and remuneration to the auditor

The nomination committee proposes re-election of ÖhrlingsPriceWaterhouseCoopers AB. The auditing firm has declared that if the annual general meeting resolves in accordance with the proposal, Johan Engstam will be appointed as auditor in charge.

Remuneration to the auditors is proposed to be paid according to approved account.

The nomination committee's proposal is in conformity with the audit committee's recommendation.

The nomination committee's proposal for nomination committee before the annual general meeting 2021

The nomination committee proposes that nomination committee before the annual general meeting 2021 shall be appointed according to the attached proposal.

Stockholm May 2020
NCAB Group AB (publ)
The nomination committee

Presentation of the proposed directors of the board

CHRISTIAN SALAMON

Born 1961. Chairman since 2007.

Education: M.Sc. in Engineering Physics from the KTH Royal Institute of Technology, Stockholm and an MBA from Harvard Business School, Boston, USA.

Other current assignments: Chairman of OSM Holding AB and the Sweden-America Foundation, Board member of Altor Fund Manager AB, and advisor to eEquity.

Shareholding: 549,315 shares via the 100 per cent owned Gogoy AB.

Independent: Independent in relation to the company and its executive management and independent of the company's main owners.

JAN-OLOF DAHLÉN

Born 1942. Board member since 2007.

Education: M.Sc. in Engineering from the Chalmers University of Technology in Gothenburg and a M.Sc. in Business and Economics from the Gothenburg School of Business, Economics and Law and has studied at the Carnegie Mellon University in the USA

Other current assignments: Chairman of Millistream Market Data AB and Magic Formula Sweden AB.

Shareholding: 60,000 shares.

Independent: Independent in relation to the company and its executive management and independent of the company's main owners.

PER HESSELMARK

Born 1971. Board member between 2007 and 2010 and returned to the Board in 2016.

Education: M.Sc. in Business and Economics from the Stockholm School of Economics.

Other current assignments: Chairman of MEWAB Holding AB and Nimbus Boats Sweden AB, as well as Board member of Aditro Group AB, Oriflame Holding AG and OSM Holding AB.

Shareholding: No own shares but holds 10.1 per cent of shares and 35.7 per cent of votes in R12, which owns 3,899,970 shares corresponding to 23.15 per cent of the capital in NCAB.

Independent: Independent in relation to the company and its executive management and dependent of the company's main owners.

MAGDALENA PERSSON

Born 1971. Board member since 2017.

Education: M.Sc. in Business Administration and a Licentiate of Economics and Management from Linköping University.

Other current assignments: Chairman of Iver AB and of Nexon Asia Pacific, owner and Board member of Myrtel Management AB as well as Board member of Intrum (publ).

Shareholding: 2,000 shares.

Independent: Independent in relation to the company and its executive management and independent of the company's main owners.

HANS RAMEL

Born 1964. Board member since 2007.

Education: M.Sc. in Business and Economics from the Stockholm School of Economics.

Other current assignments: Chairman of Twilfit AB, Board member of af Jochnick Foundation, Aditro Group AB and OSM Holding AB.

Shareholding: No own shares but holds 10.7 per cent of shares and 36.0 per cent of votes in R12, which owns 3,899,970 shares corresponding to 23.15 per cent of the capital in NCAB.

Independent: Independent in relation to the company and its executive management and dependent of the company's main owners.



GUNILLA RUDEBJER

Born 1959. Board member since 2017.

Education: M.Sc. in Business and Economics from the Stockholm School of Economics.

Other current assignments: Board member of Ambea AB (publ), Oriflame Holding AG, OptiGroup AB and Skistar AB (publ).

Shareholding: 6,666 shares.

Independent: Independent in relation to the company and its executive management and independent of the company's main owners.

HANS STÅHL

Born 1955. Board member and CEO since 2007.

Education: –

Other current assignments: –

Shareholding: 873,860 shares.

Independent: Dependent in relation to the company and its executive management and independent of the company's main owners.

The information pertaining to shareholdings refers to 31 December 2019.