

## **The nomination committee's motivated opinion regarding proposals for the board of directors of AcadeMedia AB (publ)**

The nomination committee of AcadeMedia AB (publ) ahead of the annual shareholders' meeting 2017 consists of Rune Andersson (Mellby Gård), Erika Henriksson (Marvin Holding Limited) and Marianne Nilsson (Swedbank Robur), with the chairman of the board of directors Ulf Mattsson co-opted. Rune Andersson is the chairman of the nomination committee.

### ***The nomination committee's work***

Ahead of the annual shareholders' meeting 2017, the nomination committee has had seven meetings where minutes were kept and has in addition thereto had informal contacts on several occasions. The nomination committee has been provided with a report from AcadeMedia's CFO on the status of the company. The chairman of the board has also provided a report on the performed evaluation of the board of directors' work. The nomination committee has discussed the evaluation of the board of directors' work. Particular focus has been given to the board composition and how the members of the board operate as a group. The nomination committee has also evaluated the level of fees to the board and compared it to board fees of comparable companies.

### ***The nomination committee's proposals***

The nomination committee proposes the following:

- that the board of directors shall consist of seven members elected by the shareholders' meeting without deputy members,
- that the members of the board of directors Erika Henriksson, Silvija Seres and Anders Bülow are re-elected (Ulf Mattsson, Harry Klagsbrun and Helen Fasth Gillstedt have declined re-election),
- that Johan Andersson, Thomas Berglund, Pia Rudengren and Håkan Sörman are elected members of the board of directors, and
- that Anders Bülow is elected as the chairman of the board and that Thomas Berglund is elected as the deputy chairman of the board.

### ***Motivated opinion***

The nomination committee has, as basis for its work, been provided with an evaluation of the board of directors and its work. The evaluation is based on a questionnaire to all board members and has been compiled and reported back to the board of directors by the chairman of the board. The size of the board of directors and its composition with regard to e.g. experience of the industry and other necessary qualifications has been discussed.

The nomination committee has, in its work ahead of the annual shareholders' meeting, had an objective to ensure that the board, as a group, has the necessary competence and experience with regard primarily to AcadeMedia's operations and developing stage, and to be able to continue to lead the company in a successful manner. The nomination committee has particularly taken into account the board of directors' need for diversity and variety in terms of competence, experience and background, in consideration of, *inter alia*, the



# AcadeMedia

company's position as a welfare company, its strategic development, direction and control. The nomination committee has discussed diversity perspectives based on the perception that it is essential in the board composition and the nomination committee aims for equal distribution between genders.

The nomination committee is of the opinion that the proposed board of directors consists of a broad and diversified group of qualified individuals, who are motivated and fit for the work required by the board of directors of AcadeMedia. The nomination committee is also of the opinion that the board members complement each other well in terms of qualification and experience. The proposed board, to be appointed at the shareholders' meeting, consists of four men and three women, i.e. 43 percent women, which the nomination committee views as satisfactory.

The nomination committee complies with the Swedish Corporate Governance Code (the "Code"). When assessing the independence of the proposed board members, the nomination committee has found that the proposed composition of the board of the company fulfills the requirements regarding independence set forth in the Code. In relation to the composition of the board of directors, the provisions of rule 4.1 of the Code have been applied as diversity policy and with regard to the objectives of that policy.

Presentations of the individuals proposed for election and re-election, respectively, are available at <https://corporate.academediase/en/> under *Annual General Meeting 2017*.

---

Stockholm, 18 October 2017  
AcadeMedia AB (publ)  
The nomination committee

