

THE NOMINATION COMMITTEE'S REASONED STATEMENT ON ITS PROPOSAL FOR MEMBERS OF THE BOARD OF DIRECTORS OF CARIO AB (PUBL)

The Nomination Committee in anticipation of the 2016 AGM consists of Robert Furuholm (Nordic Capital Fund VI), Steven Dyson (Apax Europe VI Fund Group), Per Hesselmark (R12 Kapital), Per Collén (Fjärde AP-fonden), Bo Lundgren (Swedbank Robur fonder) and the Chairman of the Board Anders Narvinger. Robert Furuholm is the Chairman of the Nomination Committee.

The Nomination Committee proposes re-election of the Board members Anders Narvinger, Gunnar Németh, Gun Nilsson and Fredrik Näslund, and new election of Birgitta Stymne Göransson, Pascale Richetta, Michael Flemming and Arnaud Bosquet. Neal Dignum and Håkan Winberg have declined re-election. The Nomination Committee also proposes re-election of Anders Narvinger as Chairman of the Board and Gunnar Németh as Vice Chairman of the Board.

For information on the proposed new Board members, see below the reasoned statement.

Ahead of the 2016 AGM, the Nomination Committee has held 8 meetings at which minutes were kept.

The Nomination Committee has in its work ahead of the AGM had as objective to complement the Board so that it all in all has the competence and experience necessary to continue to lead the company successfully. The Nomination Committee has in its deliberations and in consideration of Cario's position as one of Europe's leading healthcare companies especially taken into account the Board's need for diversity and versatility in terms of competence, experience and background considering, inter alia, the strategic development, management and control of the company. In connection therewith matters relating to independence and diversity, including gender distribution, have been highlighted. The Nomination Committee strives to achieve greater diversity on the Board, for example by having the objective of a more even gender distribution. The Nomination Committee notes that the gender distribution significantly improves by the now proposed composition of the Board, but finds it important that future nomination committees continue to work actively to reach an equal gender distribution on the Board.

The Nomination Committee follows the recommendations set out in the Swedish Code of Corporate Governance (the "Code"). When assessing the independence of the proposed Board members, the Nomination Committee has found that the proposed composition of the Board of Cario AB meets the requirements regarding independence set forth in the Code.



Birgitta Stymne Göransson (born 1957) is currently working as Senior Industrial Advisor and as non-executive Board member in a series of Nordic companies, among others Elekta, Sophiahemmet, Medivir (Chairman) and BioInvent. She has served as CEO of Memira and of Semantix. During her career, Birgitta has held several executive management positions in Swedish companies such as Telefon, Åhléns, KF and Gambro and has worked at McKinsey & Company. Birgitta Stymne Göransson holds an MSc in Chemical Engineering and Biotechnology from KTH Royal Institute of Technology in Stockholm and an MBA from Harvard Business School in the US.

Pascale Richetta (born 1959) is currently Executive Vice President at the biopharma company UCB in Belgium. Previously, she was Vice President Western Europe and Canada at the pharmaceutical company AbbVie and she has also held several executive management positions in Abbott Laboratories in France and Belgium, Glaxo Smith Kline in France and the UK, as well as Beaufour-Ipsen and Servier in France. Pascale Richetta is a Doctor of Medicine from the University of Poitiers in France.

Michael Flemming (born 1957) is executive business advisor and Board member of Medicover Holdings. Michael has an extensive career within the healthcare industry. He has held various executive management positions in the South African company Afrox Healthcare, including the position as Managing Director of Afrox Healthcare Limited (subsequently Life Healthcare Group Limited). Michael Flemming holds a Bachelor of Commerce degree from the University of the Witwatersrand and a Bachelor of law and BProc degrees from the University of South Africa (UNISA) as well as an AMP from Harvard Business School in the US.

Arnaud Bosquet (born 1983) is a Vice President at Apax Partners LLP, based in London. He served as a board member in Capio from 2012 to 2013. Prior to joining Apax Partners LLP, Arnaud worked in Deutsche Bank's Investment Banking division. Arnaud Bosquet holds an MBA with Distinction from INSEAD and an MSc in General Engineering from École Centrale de Lille, France.