

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

The Nomination Committee in anticipation of the 2018 AGM consists of Mikael Moll (Zeres Capital), Per Hesselmark (R12 Kapital), Per Colleen (Fjärde AP-fonden), Bo Lundgren (Swedbank Robur fonder), Jarl Särilvik (Nordea Funds) and the Chairman of the Board Michael Wolf. Mikael Moll is the Chairman of the Nomination Committee.

The Nomination Committee proposes re-election of the Board members Michael Wolf, Michael Flemming, Gunnar Németh, Hans Ramel, Pascale Richetta, Joakim Rubin, Gunilla Rudebjer and Birgitta Stymne Göransson. The Nomination Committee also proposes re-election of Michael Wolf as Chairman of the Board.

Ahead of the 2018 AGM, the Nomination Committee has held 3 meetings at which minutes were kept.

It is the opinion of the Nomination Committee that the Board work in Capiro works very well and that the existing Board, considering the company's operations, phase of development and other relevant circumstances has the competence and experience necessary to continue to lead the company successfully. The Nomination Committee has also assessed that the proposed Board members will be able to devote the necessary time required to fulfil their tasks as Board members in Capiro. The Nomination Committee has in its deliberations and in consideration of Capiro'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 has applied rule 4.1 of the Swedish Corporate Governance Code (the "Code") as diversity policy in its nomination work. 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 considers that a breadth and versatility as regards age, nationality, educational background, gender, experience and competences is represented among the proposed Directors of the Board. The Nomination Committee believes that diversity is vital and that it is important that future nomination committees continue to work actively to achieve a gender balance in the Board. The proposed Board comprises three women and five men (equivalent to 37.5 and 62.5 per cent, respectively), which means that the Board of Capiro, as proposed by the Nomination Committee, almost meets the Swedish Corporate Governance Board's ambition of at least 40 per cent of each gender for Swedish listed companies after the General Meetings in 2020.

The Nomination Committee follows the recommendations set out in the Code. When assessing the independence of the proposed Board members, the Nomination Committee has found that the proposed composition of the Board of Capiro AB meets the requirements regarding independence set forth in the Code.
