



The nomination committee's proposals for the annual shareholders' meeting 2020 in Ambea AB (publ)

The nomination committee of Ambea AB (publ) ahead of the annual shareholders' meeting 2020 consists of Erik Malmberg (Actor SCA), Carl Gustafsson (Didner & Gerge Fonder AB), Charlotta Faxén (Lannebo Fonder AB), and the chairman of the board of directors Lena Hofsberger. Erik Malmberg is the chairman of the nomination committee.

Shareholders representing approximately 50 percent of all voting rights in the company are behind the nomination committee's members (as of December 31, 2019).

Shareholders have been able to submit proposals to the nomination committee according to the instructions on Ambea's webpage.

The nomination committee proposes the following for the annual shareholders meeting 2020:

Appointment of the chairman of the annual shareholders' meeting

The nomination committee proposes that Charlotte Levin shall be appointed chairman of the annual shareholders' meeting.

Determination of the number of members of the board of directors and the number of auditors

The nomination committee proposes that the number of members of the board of directors as elected by the shareholders' meeting shall continue to be seven, with no deputy members, and that the number of auditors shall be one, with no deputy auditors.

Determination of fees for members of the board of directors and auditors

The nomination committee proposes that the fees to the board of directors shall be paid in the total amount of SEK 3,005,000 for the time until the end of the next annual shareholders' meeting, with SEK 700,000 to the chairman of the board of directors and with SEK 300,000 to each of the other board members. Furthermore, the nomination committee proposes that SEK 110,000 shall be paid to each chairman of the audit committee, remuneration committee and quality and sustainability committee, respectively, and that SEK 35,000 shall be paid to each of the other committee members. The board fee levels remain unchanged from last year.

Fees to the auditor shall be paid in accordance with approved invoice.

Election of the members of the board of directors and auditor

The nomination committee proposes the re-election of Lena Hofsberger, Daniel Björklund, Anders Borg, Gunilla Rudebjer, Lars Gatenbeck, Mikael Stöhr, and Liselott Kilaas as members of the board of directors. Lena Hofsberger is proposed to be re-elected as chairman of the board of directors. Information about the persons proposed by the nomination committee to be re-elected board members is available at www.ambea.com/investor-relations.

The nomination committee proposes that Ernst & Young AB is re-elected as auditor, which is in accordance with the audit committee's recommendation. Should the nomination committee's proposal for auditor be adopted, Ernst & Young AB has announced that authorised public accountant Staffan Landén will be appointed auditor in charge.

Principles for the appointment of a nomination committee

The nomination committee proposes that the shareholders' meeting resolves on unchanged principles for the appointment of a nomination committee in accordance with the following. However, the proposal entails that the principles shall apply until further notice.

The company's nomination committee shall be composed of the chairman of the board of directors and a representative for each of the three largest shareholders based on the shareholding in the company as of 31 August each year. Should one of the three largest shareholders refrain from appointing a representative to the nomination committee, the right shall pass to the shareholder that, excluding these three shareholders, has the largest shareholding in the company. The chairman of the board of directors shall convene the nomination committee. The member representing the largest shareholder shall be appointed chairman of the nomination committee unless otherwise unanimously agreed by the nomination committee. The members of the nomination committee shall be announced no later than six months prior to the annual shareholders' meeting.

Should a change in ownership, which occurs after 31 August the year before the annual shareholders' meeting and not later than three months prior to the annual shareholders' meeting, entail that one or more of the shareholders that have appointed representatives to the nomination committee no longer are among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives. Should a member resign from the nomination committee before its work is completed, and it is considered necessary, the shareholder who has appointed such representative should appoint a new member. If this shareholder no longer is one of the largest three shareholders, a new member shall be appointed in the above order. Shareholders who have appointed a representative to the nomination committee shall have the right to dismiss such member and appoint a new representative as a member of the nomination committee.

The nomination committee shall perform the duties of the nomination committee as set out in the Swedish Corporate Governance Code. The term of office for the nomination committee ends when a new nomination committee has been appointed. Remuneration shall not be paid to the members of the nomination committee. The Company shall pay any necessary expenses that the nomination committee may incur in its work.

The nomination committee's motivated opinion

Ahead of the annual shareholders' meeting 2019, the nomination committee has held three formal meetings and has in addition thereto had a number of informal coordinating meetings. The nomination committee has held interviews with all proposed board members who are independent in relation to Ambea's larger shareholders and a number of other persons relevant to the nomination committee's work. The nomination committee has been provided with a report from the chairman of the board of directors on the strategy and current status of the company. The chairman of the board

of directors 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 director's work, the board of directors' size and its composition with regard to e.g. industry experience and other necessary qualifications. Particular focus has been given to the board composition and how the members of the board of directors operate as a group. The nomination committee has also evaluated the level of fees to the board of directors and compared it to board fees of other peers. The audit has been discussed with the chairman of the audit committee.

The nomination committee has, in its work ahead of the annual shareholders' meeting, had an objective to ensure that the board of directors, as a group, has the necessary competence and experience with regard to, in particular, Ambea's operations and stage of development, and to be able to continue to lead the company in a successful manner. The company's geographic expansion and implemented acquisitions have particularly been taken into account. The nomination committee has also particularly considered the board of directors' need for diversity and variety in terms of competence, experience and background, in consideration of, inter alia, the company's position as a welfare company, its strategic development, government 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 Ambea. 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 of directors consists of four men and three women, i.e. 43 percent women, which the nomination committee deems adequate. The nomination committee notes that Ambea has an equal distribution between genders also in the company's group management.

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 directors of the company fulfills the requirements regarding independence as set out 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 such policy, which has led to the nomination committee's proposal to the annual shareholders' meeting in respect of the election of board of directors.

Stockholm, April 2020
Ambea AB (publ)

The nomination committee