

## **THE REASONED OPINION OF THE NOMINATION COMMITTEE IN RESPECT OF THE PROPOSED BOARD OF DIRECTORS IN INDUSTRIAL AND FINANCIAL SYSTEMS, IFS AB (PUBL)**

The nomination committee proposes that Anders Böös, Ulrika Hagdahl, Bengt Nilsson, Birgitta Klasén, Neil Masom and Alastair Sorbie be re-elected to the board of directors. Jacob Palmstierna, a member of the board of IFS since 2004, has declined re-election. The nomination committee proposes that no new director be elected as replacement.

The nomination committee further proposes that Anders Böös remain chairman of the board and Bengt Nilsson remain deputy chairman.

The nomination committee considers the proposed directors well suited to constitute the board of the company during the coming term of office.

The nomination committee is of the opinion that the composition of the board in respect of the competence, experience and background of the board directors elected by the AGM thus meets the requirements of the company's business, stage of development and other conditions. The composition is also suited to meet the needs of the company's operations. In this respect, the nomination committee has taken into consideration the company's strategic development, international operations, and management and control as well as the demands that such factors place on the competence and composition of the board of directors. The nomination committee has also taken into account the continuous need of renewal on the part of the board and the need for diversity with respect to experience, international and national background and gender, continuity in core competence, and the addition of new competence.

The nomination committee has also compiled a long-term competence profile for the board, based on which the nomination committee has carried out its work of searching for new candidates for board directorship. The purpose of this is to ensure long-term competence management and succession planning for future nomination committees.

The nomination committee has discussed the independence of the board directors. The opinion of the nomination committee is that the proposal concerning the composition of the board fulfills the requirements of the Nasdaq OMX Stockholm AB and the Swedish Code of Corporate Governance, in its previous wording and in the wording that applies as of February 1, 2010, pertaining to the independence of board directors. Of the proposed board directors, the nomination committee assesses all of the directors, with the exception of one, the CEO of the company, are to be considered independent in relation to the company and its executive management. In connection with this, the nomination committee would particularly like to emphasize that Bengt Nilsson, in his capacity as former president and CEO of the company, has previously not been considered independent in relation to the company and its management. As Bengt Nilsson's assignment in this respect was terminated more than five years ago and there are no other circumstances that in the opinion of the nomination committee give rise to any other assessment, the nomination committee deem that he now be considered independent in relation to the company and its management.

Furthermore, the composition of the board of directors fulfills the requirement that at least two of the directors who are independent in relation to the company and its management are independent in relation to the major stockholders in the company.

The nomination committee has collated the following information about the proposed candidates:

### **ANDERS BÖÖS**

*Chairman of the board*

Chairman of the board of Cision AB. Member of the board of Investment AB Latour, Haldex AB, Niscayah AB, East Capital Baltic Property Fund AB and Newsec AB. Former appointments include CEO of Drott AB and HQ Bank AB.



Shareholding: 396,300 Series A and 8,934 Series B shares

Born: 1964. Elected 2003.

Anders Böös is considered independent in relation to the company and its management, but not independent in relation to the principal owner of the company.

### **BENGT NILSSON**

*Deputy chairman of the board*

Member of the board of BoNil AB, Pagero AB, e-cactus AB, Greenfield AB, GreenTrade AB, Hikka Group AB, Hikkadua Investments AB, Homes and Villas Ltd, Ides AB, Norelia AB, IQ Object AB and Pointer AB.

Education: Studies at Linköping Institute of Technology.

One of the founders of IFS, and of European Flight Service & European Maintenance Service. Former president and CEO of IFS.

Shareholding: 408 413 Series A and 173 263 Series B shares

Born: 1955. Elected 1983.

Bengt Nilsson is considered independent in relation to the company and its management, but not as independent in relation to the principal owner of the company.

### **ULRIKA HAGDAHL**

*Board director*

Investment Manager, Cancale Förvaltnings AB.

Member of the board of Beijer Electronics AB, AB Idre Golf Ski & Spa, and Kopylovskoye AB.

Education: M.Sc. (Eng)

Founder of Orc Software AB; former CEO and member of the board of Orc Software AB.

Shareholding: 30,000 Series B shares

Born: 1962. Elected: 2003.

Ulrika Hagdahl is considered independent in relation to the company, its management and its major stockholders.

### **ALASTAIR SORBIE**

*Board director, president and CEO*

Education: B.Sc. (Hons).

Former managing director of IFS EMEA

Shareholding: 6,776 Series B shares

Born: 1953. Elected: 2006.

Alastair Sorbie is not considered independent in relation to the company and its management, but as independent in relation to the major stockholders in the company.

### **BIRGITTA KLASÉN**

*Board director*

Senior IT Advisor for Swedish and international corporate management



Member of the board of Assa-Abloy AB, BISNODE AB and Acando AB

Education: M.Sc. in Applied Physics from the Royal College of Technology, Stockholm, B.A. from Stockholm University (business economic, psychology and sociology) and management training courses (Ruter Dam, IFS and IMD).

Former member of the board of OMX AB and Telelogic AB and CIO at EADS, Pharmacia & Upjohn and Telia. Prior to this, a long period that included various management positions at IBM, including deputy CEO of IBM's wholly owned outsourcing subsidiary, Responsor AB.

Shareholding: 5,000 Series B shares

Born: 1949. Elected: 2009.

Birgitta Klasén is considered independent in relation to the company, its management and its major stockholders.

### **NEIL MASOM**

*Board director*

Company Director

Member of the board of a government-owned company in the UK.

Education: B.Sc.(Eng) Hons. Imperial College, London 1981

Former chairman of the board of IFS Defence Ltd and CEO for Logistics and Information Systems in BAE Systems plc.

Shareholding: -

Born: 1959. Elected: 2009.

Neil Masom is considered independent in relation to the company, its management and its major stockholders.

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The nomination committee consists of Gustaf Douglas, chairman, Ulf Strömsten (Catella Kapitalförvaltning), Lars Bergkvist (Lannebo Fonder), Bengt Nilsson and Anders Böös (chairman of the board of IFS).

The proposals of the nomination committee are supported by stockholders who together represent approximately 55 percent of the total number of votes in the company, including the Douglas family, Förvaltnings AB Wasatornet, Anders Böös via associated companies, Bengt Nilsson via associated companies, Catella Kapitalförvaltning and Lannebo Fonder.