

## **The nomination committee's in Doro AB (publ) motivated statement for the annual general meeting 2013**

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### **Background**

In accordance with a resolution passed at the annual general meeting 2012, the chairman of the board Bo Kastensson was appointed member of the nomination committee and has, after consultation with the electorally major shareholders as per 1 September of the company, appointed two additional members.

The nomination committee consists of:

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|-----------------------------|--------------------------------|
| - Tedde Jeansson (chairman) | <i>Originat AB</i>             |
| - Arne Bernroth             | <i>Nordea Investment Funds</i> |
| - Bo Kastensson             |                                |

The nomination committee has been assigned to present proposals for Doro AB's annual general meeting 2013 in the following matters:

- chairman of the annual general meeting 2013,
- number of members of the board,
- election of chairman of the board and other board members,
- remuneration to each of the members of the board and remuneration for committee work, and
- election of auditor and remuneration to the auditor.

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

*Chairman of the annual general meeting 2013*

Bo Kastensson

*Election of chairman of the board and other board members*

The nomination committee has, from the chairman of the board, received a report on how the board of director's work has been carried out. The board of director's size and composition has been discussed in terms of *inter alia* experience and qualifications.

The nomination committee proposes that the number of board members elected by the general meeting shall be six with no deputies

The nomination committee proposes re-election of the following board members: Bo Kastensson, Jérôme Arnaud, Jonas Mårtensson, Karin Moberg and Charlotta Falvin. Fredrik Hedlund is proposed for election as a new board member, and is described further below. Bo Kastensson is proposed to be re-elected as chairman of the board.

Fredrik Hedlund started his career with Ahrens & Partners Growth Consultants and Scandinavian Mediahouse before moving on to spend ten years with Sony Ericsson, where he, between 2010 and 2012, was Head of Strategy, Corporate Vice President. After leaving Sony Ericsson in august 2012 he became Associate Partner at Applied Value. Fredrik Eklund holds a Master of Business Administration from Halmstad University and University of Humberside in England.

Particulars regarding the proposed board members are available at the company's website.

The proposal for the composition of the board of Doro AB meets the requirements for independence of directors with respect to the Swedish Code of Corporate Governance. All of the members of the board are considered independent in relation to the company's major shareholders. All of the members of the board, except for the CEO Jérôme Arnaud, are considered independent in relation to the company and

the executive management. The nomination committee is of the opinion that the proposed composition of the board of directors with regard to the company's operations, phase of development, strategy and other relevant circumstances is appropriate and exhibits diversity and breadth of qualifications, experience and background.

*Remuneration to the board*

The remuneration to the board of directors, until the time of the end of the next annual general meeting, is proposed to be in accordance with the following. The chairman receives SEK 350 000 and other members not employed by the company receives SEK 150 000 each.

*Election of auditor and remuneration*

Ernst & Young AB, with Göran Neckmar as auditor in charge. It is proposed that fees to the auditors for the period until the end of the next annual general meeting shall be paid in accordance with invoicing approved by the company.

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The nomination committee  
*April 2013*