

The nomination committee's proposals to the annual general meeting in Doro AB (publ) on 3 May 2016

In accordance with a resolution passed at the annual general meeting 2015, the nomination committee to present proposals to the annual general meeting 2016, comprise of the following representatives of the major shareholders: Mark Shay, representing Accendo Capital SICAV SIF, Helmut Schweiger, through own holding, and Bengt Belfrage, representing Nordea Investment Funds and also chairman of the nomination committee and, in addition, the chairman of the board, Bo Kastensson. The nomination committee represents approximately 17 percent of the votes and outstanding shares in Doro AB.

The nomination committee proposes that the annual general meeting resolve in accordance with the following.

Chairman of the annual general meeting

The nomination committee proposes the chairman of the board, Bo Kastensson, as chairman of the annual general meeting.

Number of board members elected by the general meeting

The nomination committee proposes that the number of board members elected by the general meeting shall be seven (currently seven).

Remuneration to the board members elected by the general meeting and to members of the board committees

The nomination committee proposes that remuneration shall be paid in accordance with the following:

- SEK 450,000 to the chairman of the board (currently SEK 350,000)
- SEK 200,000 each to members of the board of directors not employed by the company (currently SEK 150,000)
- No remuneration shall be paid for committee work.

Remuneration to the auditors

The nomination committee proposes that remuneration to the auditors shall, in accordance with previous years, be paid in accordance with invoicing approved by the company.

Election of board members

The nomination committee proposes re-election of Jérôme Arnaud, Lena Hofsberger, Karin Moberg, Jonas Mårtensson and Henri Österlund an election of Johan Andsjö and Magnus Mandersson. Bo Kastensson has informed the nomination committee that he will not stand for re-election.

The nomination committee proposes that Magnus Mandersson is elected as chairman of the board.

Magnus Mandersson is deputy CEO and Head of Global Services at Ericsson AB, and board member of the Interogo Foundation, which is part of the IKEA Group ownership structure. He has previously been CEO of Tele2 Europe and COO of Millicom International S.A. and has

held senior positions within IKEA in Asia and Europe. He holds a B.Sc. in Business Administration from Lund University. Magnus Mandersson owns no shares in Doro and is considered independent in relation to the company and its major shareholders.

Johan Andsjö was during the period October 2012 - December 2015, Group CEO and member of the board of the mobile operator Salt (formerly known as Orange Switzerland). Previously, he was the CEO of Yoigo, the Telia-owned mobile operator in Spain, and he held senior positions within Telia's mobile operations. He holds a B.Sc. from the Royal Institute of Technology (KTH) in Stockholm. Johan Andsjö owns no shares in Doro and is considered independent in relation to the company and its major shareholders.

Election of auditors

The nomination committee proposes that the accounting firm Ernst & Young AB is re-elected as auditor for a period of one year.

Motivated opinion with respect to the nomination committee's proposal for board election

The nomination committee has, as basis for its proposal regarding the board of directors, received a report from the chairman about how the board's work has been conducted and considered the Board's evaluation of its work, as well as conducted interviews with individual board members. The nomination committee has discussed the qualifications, experience and background required of the board of Doro AB, with regard to the company's position and direction of its strategic development. Questions regarding independence and diversity in the board composition have also been discussed as well as the appropriate number of members for an effective work process. The proposed board of directors consists of 5 men and 2 women, corresponding to 29% female board members.

The nomination committee considers that the proposed board of directors has an appropriate composition with regard to the direction of the company's operations, its stage of development and its position in general.

The nomination committee's proposal for board of directors meets the independence requirements of the members as set forth in Nasdaq Stockholm's Rulebook for Issuers and the Swedish Code of Corporate Governance.

The nomination committee's proposals for remuneration to the board of directors and its committees is based on the increased responsibility, work effort and qualifications required of Doro AB's board of directors as the company in recent years has grown in size and complexity. The nomination committee has conducted an analysis to confirm that the proposals are in line with the remuneration to boards of directors in comparable listed companies.

Information about all board members proposed for election to Doro AB's board of directors

A presentation of the persons proposed by the nomination committee to be re-elected board members is available at www.doro.co.uk and a presentation of the persons proposed for election is set out above.

Proposal for tasks of the nomination committee and principles for the appointment of the nomination committee

The nomination committee (NC) proposes that the annual general meeting resolve on the following principles for the appointment of the NC for the annual general meeting 2017.

The NC shall comprise of three members that represent the company's largest shareholders according to number of voting rights. The chairman of the board of Doro shall be an adjunct member of the NC.

The largest shareholders according to number of voting rights shall be determined based on a transcript from Euroclear Sweden AB showing the registered shareholders, as of the last trading day in September, and such shareholders shall promptly thereafter be contacted by the company's chairman of the board.

In the event that any one of the three largest shareholders abstains from the right to appoint a representative to the NC, or not within one week of the aforementioned contact provides notice, then that right shall befall the shareholder that has the next largest shareholding per the date above. The names of the shareholder representatives and the names of the shareholders they represent shall be disclosed at the latest six months before the annual general meeting. The NC's mandate period shall continue until a new NC is formed. The chairman of the NC shall be, unless the NC decides otherwise, the representative of the largest shareholder according to voting rights.

The NC shall remain unchanged unless:

- (i) a representative wishes to resign prematurely, in which case such a request shall be sent to the chairman of the NC (or, in the case of the chairman of the NC resigning, to another representative of the NC) and the receipt of such request implies that the request has been served,
- (ii) a nominated shareholder wishes to change its representative on the NC to another person, where such a request (containing the two relevant names) shall be sent to the chairman of the NC (or, in the case of a change of chairman of the NC, to another representative in the NC), and the receipt of such request implies that the request has been served,
- (iii) a nominating shareholder sells all or parts of its holding in Doro, whereupon such shareholder no longer is one of the three largest shareholders according to number of voting rights, in which case a new member shall be appointed according to the same principles as set out above, or
- (iv) the NC within its free judgment decides to appoint, to vacant positions in the NC, shareholders or shareholder representatives in order for the NC to thereby reflect the ownership of Doro.

If a NC member leaves the NC before the committee's work is completed, the NC shall appoint a new member according to the principles above, but using a transcript of shareholders provided by Euroclear Sweden AB as soon as possible after the departure of the leaving member. Changes to the NC shall be disclosed publicly immediately.

No remuneration shall be paid to members of the NC for their work in the committee. As needed, the company shall reimburse reasonable expenses related to the NC's work as well as for external consultants that the NC deems necessary for the NC to be able to complete its work.

The NC shall provide to the annual general meeting:

- (i) proposal of chairman at the annual general meeting,
- (ii) proposal of board of directors,
- (iii) proposal of chairman of the board of directors,
- (iv) proposal of remuneration to the board of directors, allocated among the chairman of the board of directors, board members, and any compensation for committee work,
- (v) proposal of company auditor or auditors, and proposal of compensation to the auditor(s).

Stockholm, March 2016

The nomination committee of Doro AB