

Auditors' report in accordance with Chapter 8, § 54 of the Swedish Companies Act (2005:551), regarding compliance with the guidelines for remuneration to senior executives.

To the Annual General Meeting of the Shareholders in Semcon (publ), org. no. 556539-9549

We have audited whether the Board of Directors and CEO of Semcon AB (publ) have complied with the guidelines for remuneration to senior executives during 2015 (financial year 2015-12-31), which were approved by the Annual General Meeting on 28 April 2015 and the Annual General Meeting on 28 April 2014 respectively.

Responsibilities of the Board of Directors and the CEO

The Board of Directors and the CEO are responsible for compliance with these guidelines and for such internal control as the Board of Directors and the CEO determine is necessary to enable compliance with these guidelines.

Auditor's responsibility

Our responsibility is to express an opinion, based on our audit, to the Annual General Meeting as to whether the guidelines have been complied with. We conducted our audit in accordance with FAR' s standard RevR 8 *Audit of Remuneration to Senior Executives in Listed Companies*. This standard requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the guidelines have, in all material aspects, been complied with.

Our audit has included a review of the organisation for and the documentation supporting the remuneration to senior executives, as well as new decisions related to compliance with the guidelines. Our procedures have also included testing a sample of payments during the year to senior executives. The procedures selected depend on the auditor's judgment, including the assessment of the risks of whether the guidelines have not, in all material aspects, been complied with. In making those risk assessments, the auditor considers internal control relevant to the compliance of the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We consider that our audit procedures provide a reasonable basis for our opinion, as set out below.

Opinion

In our opinion, the Board of Directors and the CEO of Semcon AB (publ) have, during 2015 (financial year 2015-12-31), complied with the guidelines for remuneration to senior executives, which were approved by the Annual General Meeting on 28 April 2015 and the Annual General Meeting on 28 April 2014 respectively.

Göteborg, 23 March 2016

Deloitte AB

Hans Warén
Authorized Public Accountant