

Statement by the Nominations Committee concerning its proposals for the Board.

Composition of the Nomination Committee

In accordance with the decision made by Semcon AB's [publ], corporate identity number 556539-9549, ["Semcon" or the "company"] 2016 Annual General Meeting, Tore Bertilsson, the Chairman of the Board, contacted in September 2016, in order of priority, the largest shareholders in Semcon in terms of voting rights in Semcon as of 31 August, to establish a Nominations Committee. The Nominations Committee's composition was made public in a press release on 15 September 2016, after which this information has been available on the company's website.

The Nominations Committee consisted of the following members:

Ulf Gillberg, JCE Group Aktiebolag
Evert Carlsson, Swedbank Robur Fonder
Mats Andersson, Nordea Investment Funds
Tore Bertilsson, Chairman of the Board of Semcon [co-opted]

In accordance with the decision made by the 2016 Annual General Meeting, the member nominated by the largest shareholder in terms of voting rights will be the Chairman. JCE Group Aktiebolag is Semcon's largest shareholder, making Ulf Gillberg the Nominations Committee's Chairman. The shareholders that appointed members to the Nominations Committee represented at the time of its creation around 37.9 per cent of the votes associated with all the shares in the company. Swedbank Robur Fonder has sold all of its shares in the company following the completion of the Nominations Committee's work, whereby the Nominations Committee represented 34.0 per cent of votes associated with all the shares in the company.

Presentation of the work of the Nominations Committee

The Nominations Committee held three minuted meetings and between meetings kept in contact by telephone and email. As a basis for its work concerning proposals regarding Board members, the Nominations Committee had access to the evaluation carried out by the Board and was privy to the Chairman of the Board's accounts for the Board's work and Semcon's business activities and objectives. In addition, the Nominations Committee has spoken with all the proposed members.

For assessing to what extent the proposed Board members meet the requirements that will be imposed on the Board over the coming mandate

period, the company's situation and future alignment has been discussed. This has been carried out mainly emphasizing the Board members' respective industry experience, international experience, business acumen and financial expertise and experience.

The Nominations Committee works in accordance with requirements set out in the Swedish Corporate Governance Code and considered all issues incumbent on the Committee to consider in accordance with the Code. The Nominations Committee has therefore discussed and considered whether the Board meets the stipulated requirements. The Nominations Committee has specifically considered its aim for an even gender distribution on the Board and that the Board's composition should be characterized by diversity and breadth in terms of expertise, experience and background. The Nominations Committee applied Item 4.1 of the Swedish Corporate Governance Code as its diversity policy when preparing proposals for the election of Board members, which corresponds to the diversity policy used by the company.

On Semcon's website, under the heading *Corporate Governance* is a specific *Nominations Committee* section, where Semcon's shareholders have been given the opportunity to communicate with the Nominations Committee. No proposals have been received by the Nominations Committee, but an open letter was received from the Swedish Shareholders' Association with regard to other assignments carried out by the proposed Board members.

Statement by the Nominations Committee concerning its proposals for the Board

Following an evaluation, the Nominations Committee has determined that the work of the Board has been effective. The expertise and experience considered important for Semcon are represented on the Board. The Nominations Committee believes the Board members have the expertise that is important for Semcon's business, stage of development and general conditions.

The Nominations Committee proposes the re-election of Tore Bertilsson, Marianne Brismar, Jan Erik Karlsson, Jeanette Saveros and Karl Thedéen as Board members. The Nominations Committee proposes the re-election of Tore Bertilsson as Chairman of the Board.

The Nominations Committee's proposal entails that the number of Board members will remain unchanged at five with no deputies.

The Nominations Committee has specifically considered the Board's structure in terms of the need for versatility, expertise and experience in accordance with the Swedish Corporate Governance Code.

The Nominations Committee has also considered that a gender balance should be sought where the proportion of women on the Board over the last four years has amounted to 40 per cent. This year's proposal also means that the proportion of women on the Board is 40 per cent.

The Nominations Committee applied Item 4.1 of the Swedish Corporate Governance Code as its diversity policy and with reference to this, the Nominations Committee deems that the Board members offer a diversity and breadth in terms of expertise, experience and background. The Nominations Committee sees the issue of diversity as important and considers it vital that future Nominations Committees continue to actively work to satisfy these perspectives on the Board.

There has been some discussion about the independence of the Board members and the Nominations Committee's assessment is that the proposal meets current requirements for members' independence, previous experience of Board positions in listed companies and accounting or auditing expertise.

The Nominations Committee has considered the open letter sent by the Swedish Shareholders' Association in December 2016. The Nominations Committee's assessment based on recommendations in the Swedish Corporate Governance Code that the proposed Board members who have a number of other Board assignments in addition to Semcon have substantial expertise and lengthy experience of Board assignments, which is expected to benefit the company and ensure that assignments can be carried out effectively. Accordingly, these Board members are considered to have the necessary time and diligence to safeguard the interests of the company and its owners. In light of this, these Board members continue to be considered highly suitable for Board work in Semcon.

Against this background, the Nominations Committee deems the Board, in accordance with the proposal, to be suitably structured, considering Semcon's business, future development and general conditions.

Further information about the proposed Board members is available in the Nominations Committee's proposals, available on Semcon's website, www.semcon.com.

Semcon AB's [publ] Nominations Committee, March 2017