

The Nomination Committee Proposals to the Annual General Meeting 2017

The Nomination Committee's motivated proposals to the annual general meeting 2017

The Nomination Committee, as of 8 March 2017 composed of *Viktor Henriksson*, appointed by Carnegie funds and chairman of the Nomination Committee, *Joachim Spetz*, appointed by Swedbank Robur, *Ulf Hedlundh*, appointed by Svolder AB, *Peter Lundkvist*, appointed by Tredje AP-fonden, and *Ulf Gundemark*, chairman of the board of Nordic Waterproofing Holding A/S, present the following proposals;

- that Ulf Gundemark is appointed chairman of the general meeting,
- that a remuneration of SEK 2,400,000 shall be paid to the members of the board of directors allocated as follows, SEK 500,000 to the chairman of the board, SEK 325,000 to the deputy chairman of the board and SEK 275,000 to each of the remaining board members, and that the fee for 2017 shall be unchanged compared to 2016 for the various roles,
- that remuneration to the members of the Audit Committee shall be paid as follows, SEK 100,000 to the chairman and SEK 50,000 to the remaining members,
- that remuneration to PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab shall be paid in accordance with an approved account,
- to re-elect PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab as auditor until the close of the next annual general meeting, in accordance with the audit committee's recommendation,
- that the board of directors shall be comprised of seven board members,
- that the following members of the board of directors shall be re-elected, Ulf Gundemark (also to be re-elected as chairman of the board of directors), Holger C. Hansen, Christian Frigast, Jørgen Jensen and Riitta Palomäki. Furthermore, the Nomination Committee proposes that Mats O. Paulsson and Kristina Willgård be elected. Vilhelm Sundström has declined re-election.

The work of the Nomination Committee and reasoned opinion regarding the Nomination Committee's proposal for the board of directors

The Nomination Committee has had five meetings. The Nomination Committee has studied a conducted review of the board and spoken with a representative for the executive management of the company. The Nomination Committee's chairman has spoken with the members of the board of directors and the company's auditor.

The Nomination Committee motivates its proposal for the board of directors as follows:

The Nomination Committee has aspired to present at the annual general meeting a proposal which includes persons with appropriate experience and competence in fields that are crucial to the company. Diversity as regards to age, gender, education, professional background and other factors have been taken into account. The company has applied the diversity policy which is stated in rule 4.1 of the Swedish Corporate Governance Code, when compiling its proposal for a new board of directors. The Nomination Committee has also assessed the size of the board and any possible need for renewal.

The Nomination Committee has concluded that the proposed board of directors meets all stated objectives and proposes a re-election of Ulf Gundemark (also to be re-elected as chairman of the board), Holger C. Hansen (also to be re-elected as deputy chairman), Christian Frigast, Jørgen Jensen and Riitta Palomäki. Vilhelm Sundström has declined re-election. Furthermore, Nomination Committee proposes that Mats O. Paulsson and Kristina Willgård be elected as new members of the board. In sum, the Nomination Committee believes that the proposed board has the qualifications, experience and breadth appropriate to the Nordic Waterproofing's operations, phase of development and other relevant circumstances.

The Nomination Committee proposes no changes to the principles for appointment of the nomination committee.

Presentation of the proposed board members:

Ulf Gundemark, born: 1951.

Education: Master of Science in Electronics from Chalmers University of Technology, Gothenburg

Other current assignments: Member of the boards of AQ Group AB, Constructor Group AS, GUMACO AB, Papyrus Holding AB, Scandi Standard AB (publ), Solar A/S and Lantmännen ek för.

Previous assignments: Chairman of Bridge to China AB, Chairman and board member of Lindab International AB and Ripasso Energy Systems AB, and board member of Lönne International AS

Independent in relation to major shareholders: Yes

Independent in relation to the Company: Yes

Current share ownership in Nordic Waterproofing (own and closely related): 20,000

Holger Carsten Hansen, born: 1969.

Education: Bachelor of Science in Economics from Copenhagen Business School

Other current assignments: CEO of HCH Consult ApS and a member of the executive board of AH Wood Invest ApS, Hampen Ejendomsselskab ApS, HCH Invest ApS, Klipleve Ejendomsselskab ApS, Palsgaard Gruppen ApS and Tåsinge Ejendomsselskab ApS. Chairman of Clopethan A/S, F. Junckers Industrier A/S, Junckers Holding AS, Scanpharm A/S and HCB Invest ApS, deputy chairman of Lilleheden A/S and member of the board of Delete Group Oy and Drico Intressenter Holdco AB.

Previous assignments: Chairman of Butiksindretning Herning A/S and CEO of Nordic Waterproofing

Independent in relation to major shareholders: Yes

Independent in relation to the Company: No

Current share ownership in Nordic Waterproofing (own and closely related): 100,704.

Povl Christian Lütken Frigast, born: 1951.

Education: Master of Science from the University of Copenhagen and a Bachelor in banking from Wharton Business School, University of Pennsylvania

Other current assignments: Managing Partner in Axcel, Chairman of Axcelfuture, Deputy chairman of Pandora A/S and Danish Venture Capital Association and member of the board of Denmark-America Foundation

Previous assignments: Deputy chairman of Torm A/S and member of the board of Esko-Graphics Holding A/S

Independent in relation to major shareholders: Yes

Independent in relation to the Company: Yes

Current share ownership in Nordic Waterproofing (own and closely related): 23,000

Jørgen Jensen, born: 1968.

Education: Master of Science in Economics from Aarhus University.

Other current assignments: CEO of Widex A/S, board member and CEO of JFJ Invest ApS, and board member of DFDS A/S

Previous assignments: Chairman of Alto Danmark A/S and several companies in the Nilfisk Group

Independent in relation to major shareholders: Yes
Independent in relation to the Company: Yes
Current share ownership in Nordic Waterproofing (own and closely related): 20,976

Mats O. Paulsson, born: 1958.

Education: Master of Science in Engineering from Lund University of Technology, Sweden
Other assignments: Member of the boards Acando AB, BTH Bygg AB, AB Bösarps Grus & Torrbruk AB and WinGroup AG.
Previous assignments: CEO of Bravida AB, CEO of Strabag Scandinavia AB and CEO of Peab Industri AB.
Independent in relation to major shareholders: Yes
Independent in relation to the Company: Yes
Current share ownership in Nordic Waterproofing (own and closely related): 0

Riitta Palomäki, born: 1957.

Education: Master of Science (Economics) from Turku School of Economics and Business Administration.
Other current assignments: Executive Vice President and CFO of Uponor Oyj, member of the Board of Directors and chair of the Audit Committee at Componenta Oyj.
Previous assignments: CFO of Kuusakoski Group and various managerial positions in Konecranes and ABB Finland.
Independent in relation to major shareholders: Yes
Independent in relation to the Company: Yes
Current share ownership in Nordic Waterproofing (own and closely related): 0

Kristina Willgård, born: 1965.

Education: Graduate Business Administrator, Lund University, Sweden.
Other assignments: CEO of AddLife AB, Chairman of the board of AddLife Development AB, member of the board of Mediplast AB, Serneke Group AB and assignments as board member and partner in Willgård AB.
Previous assignments: CFO of Addtech AB, Finance Director at Ericsson AB, CFO of Netwise AB, CFO at Acando AB and auditor at Arthur Andersen, among other managerial positions.
Independent in relation to major shareholders: Yes
Independent in relation the company and its management: Yes
Current share ownership in Nordic Waterproofing (own and closely related): 0

Nordic Waterproofing in short

Nordic Waterproofing is one of the leading actors in the market of sheets for waterproofing in Northern Europe. The company offers high quality products and solutions for sheets for waterproofing in Sweden, Denmark, Norway, Belgium, Poland, Great Britain, and Germany. Nordic Waterproofing also provides installations services through its wholly-owned subsidiary in Finland and through partly-owned franchise companies in Denmark. Nordic Waterproofing markets its products and solutions under nine trademarks with several years history, whereof the majority are amongst the most established and well known trademarks for sheets for waterproofing in their respective markets, for example Matak, Trebolit, Phønix Tag Materialer, Kerabit, Nortett och SealEco. Nordic Waterproofing Holding A/S is listed in the Mid-Cap segment on Nasdaq Stockholm, in short NWG.

More information on Nordic Waterproofing is available on www.nordicwaterproofing.com