

The Nomination Committee Proposals to the Annual General Meeting 2018

The Nomination Committee's reasoned proposals to the annual general meeting 2018

The Nomination Committee, as of October 2017 composed of Viktor Henriksson, appointed by Carnegie fonder and chairman of the Nomination Committee, Joachim Spetz, appointed by Swedbank Robur, Ulf Hedlundh, appointed by Svolder AB, Michael Green, appointed by Handelsbanken Funds, and Ulf Gundemark, chairman of the board of Nordic Waterproofing Holding A/S, presents the following proposals;

- that Ulf Gundemark is appointed chairman of the general meeting,
- that a remuneration of SEK 1,875,000 shall be paid to the members of the board of directors allocated as follows, SEK 500,000 to the chairman of the board and SEK 275,000 to each of the board members, and that the fee for 2018 shall be unchanged compared to 2017 for the various roles,
- that additional remuneration of SEK 200,000 to the members of the Audit Committee shall be paid as follows, SEK 100,000 to the chairman and SEK 50,000 to each of 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 six (6) 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), Jørgen Jensen, Riitta Palomäki, Mats O. Paulsson and Kristina Willgård. Furthermore, the Nomination Committee proposes that Allan Jørgensen be elected. Christian Frigast has declined re-election. The qualifications of Allan Jørgensen is further described below. In short the nomination committee's view is that Allan Jørgensen will bring a solid experience and leadership knowledge from the Nordic construction industry.

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 and conducted review of the board and interviewed representatives for the executive management of the company. The Nomination Committee's chairman has interviewed 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. In addition, the Nomination Committee has with the board discussed the importance of the company conducting a structured and developing sustainability work. 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), Jørgen Jensen, Riitta Palomäki, Mats O. Paulsson and Kristina Willgård. Christian Frigast has declined re-election. Furthermore, the Nomination Committee proposes that Allan Jørgensen be elected as new member 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 re-nominated and nominated candidates:

Ulf Gundemark, born: 1951.

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

Other current assignments: Member of the boards of AQ Group AB, GUMACO AB, OptiGroup AB, Ripasso Energy 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 board member of Scandi Standard AB (publ) and 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): 26,500

Jørgen Jensen, born: 1968.

Education: Master of Science in Economics from Aarhus University, Denmark

Other current assignments: CEO of Widex A/S, board member and CEO of JFJ Invest ApS, board member and member of the audit committee of DFDS A/S and member of the advisory board for Maersk Container Industries A/S

Previous assignments: President and CEO of Nilfisk-Advance A/S, Chairman of Alto Danmark A/S and several companies in the Nilfisk Group, member of the board and the audit committee of Auriga A/S and member of the board of TCM 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): 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 of Win Group AG, Eleda Holding AB, Nordisk Bergteknik AB, Modulbetong i Lund AB and Bösarps Grus & Torrbruk AB.

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): 15,000

Riitta Palomäki, born: 1957.

Education: Master of Science (Economics) from Turku School of Economics and Business Administration.

Other current assignments: member of the board of directors, chairman of the audit committee and member of the remuneration committee at HKScan Oyj, member of the advisory council and deputy chairman of the audit committee at OP Cooperative.

Previous assignments: Executive Vice President and CFO of Uponor Oyj, member of the board of directors and chairman of the audit committee at Componenta Oyj, 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): 3,000

Kristina Willgård, born: 1965.

Education: Master of Science in Economics, 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 board member in Will Gård 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

Allan Jørgensen, born: 1965.

Education: Bachelor of Commerce, Accounting, Copenhagen Business School, Denmark.

Other assignments: CEO of Dovista A/S, chairman of the board of directors of Velfac A/S, chairman of the board of directors of Rational Vinduer A/S, chairman of the board of directors of Svenska Fönster AB, member of the boards of directors of OH Industri A/S, Huscompagniet A/S and Pankas A/S.

Previous assignments: CEO of Kemp & Lauritzen A/S, COO of NCC AB, CEO of Eurodan-huse A/S, chief accountant with Eurodan-huse A/S, auditor with PricewaterhouseCoopers 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): 0

For further information, please contact:

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About Nordic Waterproofing

Nordic Waterproofing is one of the leading providers in the waterproofing market in northern Europe. The Company provides high-quality products and solutions for waterproofing in Sweden, Finland, Denmark, Norway, Belgium, the Netherlands, Poland, the United Kingdom and Germany. Nordic Waterproofing also provides installation services through wholly-owned subsidiaries in Finland and through part-owned franchise companies in Denmark. The Company markets its products and solutions under nine brands, all with an extensive heritage, most of which are among the most established and well-recognized brands in waterproofing in their respective markets, such as Matakki, Trebolit, Phønix Tag Materialer, Kerabit, Nortett, SealEco, SPT-Painting and Taasinge Elementer. Nordic Waterproofing is listed in the Mid Cap segment on Nasdaq Stockholm with the stock ticker NWG.

For more information about Nordic Waterproofing, visit www.nordicwaterproofing.com