

The Nomination Committee's statement regarding proposal for the Board of Directors of Investor AB at the Annual General Meeting, May 5, 2021, including an account of how the Nomination Committee has conducted its work

Background

In accordance with a resolution by Investor's Annual General Meeting, a Nomination Committee was announced on September 18, 2020, constituted by the four largest shareholders or group of shareholders controlling the largest number of votes that desired to appoint a representative and the Company's Chair of the Board. The members of the Nomination Committee are Michael Treschow (Wallenberg Foundations, Chair of the Nomination Committee), Anders Oscarsson (AMF and AMF Funds), Lars Isacson (SEB Foundation), Ramsay Brufer (Alecta) and Jacob Wallenberg (Chair of the Board). The four representatives of the shareholders jointly represent approximately 65 percent of the votes for all shares in Investor.

The Nomination Committee's proposal regarding the Board of Directors

The Nomination Committee proposes the following:

- Eleven members of the Board of Directors and no deputy members of the Board of Directors.
- The following persons are proposed for re-election as members of the Board of Directors:

Gunnar Brock	Grace Reksten Skaugen
Johan Forssell	Hans Stråberg
Magdalena Gerger	Jacob Wallenberg
Tom Johnstone, CBE	Marcus Wallenberg
Sara Mazur	
- Lena Treschow Torell has declined re-election.
- Election of Isabelle Kocher and Sven Nyman as new members of the Board of Directors.
- Re-election of Jacob Wallenberg as Chair of the Board of Directors.

Statement including an account of how the Nomination Committee has conducted its work

The Nomination Committee has prepared proposals to the 2021 Annual General Meeting regarding:

- Chair of the Meeting;
- Members of the Board of Directors;
- Chair of the Board of Directors;
- Compensation to the members of the Board of Directors
- Auditors;
- Compensation to the Auditors; and
- To the extent deemed necessary, proposal regarding amendments of the current instruction for the Nomination Committee.

The Nomination Committee has before the Annual General Meeting 2021 held six meetings at which the minutes were recorded. In between these meetings, the Nomination Committee have also stayed in contact.

Shareholders have been given the opportunity to submit proposals to the Nomination Committee. The Nomination Committee has received and considered a nomination proposal for a Board candidate from a shareholder.

In order to assess the demands imposed on the Board as a consequence of the Company's current position and future direction, the Nomination Committee has discussed the size and composition of the Board, e.g. in terms of competence, industry and international experience, and diversity. The Nomination Committee has also made an evaluation regarding each Board member's possibility to devote the necessary time and commitment for the Board assignment. The Nomination Committee has noted that the members have a high Board meeting attendance and that they are well prepared at the meetings. The Nomination Committee has also assessed the appropriateness of the number of members of the Board. An important basis for the assessment has been the principle that the composition of the Board shall reflect and allow scope for the various competences and experiences that Investor's active ownership philosophy and long-term ownership involvement require.

As a base for its work, the Nomination Committee has, inter alia, taken part of an evaluation of the Board and its work and a report by the Chair of the Board regarding the Company's business, objectives and strategies.

In view of the above, and considering that Lena Treschow Torell has declined from re-election, the Nomination Committee proposes the election of Isabelle Kocher and Sven Nyman as new members of the Board of Directors of Investor and re-election of the remaining members of the Board of Investor.

Isabelle Kocher was born in 1966 and is a French citizen. Isabelle Kocher is a member of the Board of the non for profit organizations Le Cercle des Économistes, RAISE and The B Team. Isabelle Kocher was CEO of Engie S.A. between 2016 and 2020, one of the world largest energy production and services group. Before her role as CEO of Engie, Isabelle Kocher had a long career within Engie (formerly GDF-Suez) at different executive roles including Head of Strategy, CEO of Lyonnaise des Eaux, Chief Financial Officer and Chief Operating Officer. Before her career in Engie, Isabelle Kocher held various positions in the French Ministry of Finance, including Industrial Advisor to the French Prime Minister. Isabelle Kocher's previous Board assignments include, among others, Director of the Board of Arkema S.A., AXA S.A., Engie S.A. and Suez S.A.. Isabelle Kocher is a graduate from Ecole Normale Supérieure (Ulm), she holds a PhD (Agrégation) of Physics and is a graduate from the Ecole des Mines de Paris.

Isabelle Kocher has broad leadership and business experiences in running a multinational energy company as well as deep knowledge in the field of sustainability both from private and

public sector. Isabelle Kocher is considered to be independent in relation to Investor and Investor's executive management as well as to Investor's major shareholders.

Sven Nyman was born in 1959 and is a Swedish citizen. Sven Nyman is Vice Chair of the Board of Skandinaviska Enskilda Banken AB, Director of the Board of Ferd Holding AS, Axel and Margaret Ax:son Johnson Foundation, the Stockholm School of Economics and the School of Economics Association, as well as member of the Nobel Foundation Investment Committee. During the period 2002-2020, Sven Nyman was founder, CEO as well as Chair of the Board of RAM Rational Asset Management AB and RAM ONE AB. During the period 1984-2002, Sven Nyman held various executive roles within Investor AB and its partly-owned companies, and was in addition CEO and founder of Arbitech AB, at the time the leading Derivatives Market-Maker in Sweden, as well as of Lancelot Asset Management AB. Sven Nyman has also held positions as Financial Analyst and Portfolio Manager. Sven Nyman's previous Board assignments include, among others, Director of the Board of Alecta, Diligentia AB, Gambro AB and OM AB. Sven Nyman has a M.Sc. in Economics and Business Administration from the Stockholm School of Economics, Sweden.

Sven Nyman has a broad and deep knowledge in the field of capital markets as well as many years of significant experience from financial business. Sven Nyman is considered to be independent in relation to Investor and Investor's executive management as well as to Investor's major shareholders.

The Nomination Committee is of the opinion that Isabelle Kocher and Sven Nyman will add valuable expertise and experience to the Board of Directors and are very well suited as members of the Board of Directors of Investor.

The Nomination Committee is of the opinion that the proposed composition of the Board has an appropriate composition and size and reflects diversity and good variety regarding qualifications and experiences within areas of strategic importance to Investor. The Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as diversity policy in its nomination work. The Nomination Committee has considered the importance of a well functioning composition of the Board when it comes to diversity and breadth, as relates to i.a. gender, nationality, age and industry experiences. In respect of gender balance four are women and six are men of the proposed non-executive Board members.

The proposal for the composition of Investor's Board meets the requirements of the Swedish Code of Corporate Governance regarding independence of Directors. Several of the Board members are Directors of Investor's holdings and receive Board compensation from these companies. This consideration is not considered to entail a dependence of these members on Investor or its Management. Investor is an industrial holding company and work actively through the Boards of its holdings to identify and drive value-creating initiatives. The work of the Board in Investor's holdings is the core of Investor's engaged ownership model. For Investor, where a fundamental component is to have the right Board in each company, it is natural that members of Investor's Board and Management have Board assignments in Investor's holdings.

The Nomination Committee has discussed the level and structure of the Board compensation. The basic principle is that the level of Board compensation shall be competitive in order to attract and retain individuals with the best possible competence and experience. When assessing the level of compensation, the Nomination Committee has also taken part of comparisons with other companies on Nasdaq Stockholm. The Nomination Committee is of the opinion that an increase of the Board compensation in accordance with the proposal is reasonable. The proposal corresponds to the original proposal discussed by the Nomination Committee to be submitted to the Annual General Meeting 2020 which, due to the developments and effects of the corona pandemic, was never submitted (instead unchanged Board compensation was proposed at the Annual General Meeting 2020).

The Nomination Committee also proposes unchanged structure of the Board compensation of which the nominated member of the Board shall be entitled to elect to receive 50 percent of the proposed compensation before taxes, excluding compensation for committee work, in the form of synthetic shares and 50 percent in cash, instead of receiving 100 percent of the compensation in cash. The Nomination Committee has also resolved to recommend the Board to establish a policy regarding Board members' acquisitions and holdings of Investor's shares with the same wording as last year.

The Nomination Committee has been presented the Audit and Risk Committee's evaluation of Deloitte AB's audit work and the Audit and Risk Committee's proposal for Auditor and Audit fee. The Nomination Committee proposes re-election of the registered auditing company Deloitte AB as Auditor for the period until the end of the Annual General Meeting 2022 and that the Auditors' fees shall to be paid upon approval of their invoice. Deloitte AB has informed that, subject to the approval of the proposal from the Nomination Committee regarding Auditor, the Authorized Public Accountant Jonas Ståhlberg will continue as the auditor in charge for the audit. The Nomination Committee's proposal is consistent with the Audit and Risk Committee's recommendation.

The Nomination Committee has also reviewed current instructions for the Nomination Committee, which were resolved by the Annual General Meeting 2011, and has decided that no changes will be proposed.

Detailed information about persons proposed as members of the Board of Investor may be found on Investor's website, www.investorab.com.

March 2021

The Nomination Committee of Investor AB (publ)