

The Nomination Committee of Investor AB's motivated opinion regarding proposal of the Board of Directors at the Annual General Meeting, May 6, 2014

Background

In accordance with a resolution by Investor's Annual General Meeting, a Nomination Committee was announced on October 4, 2013, consisting of the representatives of the four largest shareholders or group of shareholders controlling the largest number of votes that desired to appoint a representative and the Company's Chairman of the Board. The members of the Nomination Committee are Jacob Wallenberg (Chairman of the Board), Hans Wibom (Wallenberg foundations, Chairman of the Nomination Committee), Peder Hasslev (AMF), Lars Isacson (SEB Foundation), and Ramsay Brufer (Alecta). The four representatives of the shareholders jointly represent approximately 60 percent of the votes for all shares in Investor.

The Nomination Committee's proposal regarding the Board of Directors of Investor

The Nomination Committee proposes the following:

- Thirteen 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:

Dr. Josef Ackermann	O. Griffith Sexton
Gunnar Brock	Hans Stråberg
Sune Carlsson	Lena Treschow Torell
Börje Ekholm	Jacob Wallenberg
Tom Johnstone	Marcus Wallenberg
Grace Reksten Skaugen	Peter Wallenberg Jr
- The Member of the Board of Directors, **Carola Lemne**, has declined re-election.
- Election of **Magdalena Gerger** as new Member of the Board of Directors.
- Re-election of Jacob Wallenberg as Chairman of the Board of Directors.

Motivated opinion

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 Member of the Board of Director's possibility to devote the necessary time and commitment for the Board assignment. An important basis for the assessment has been the principle that the composition of the Board of Directors 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 i.a. had an evaluation of the Board of Directors and its work and reviewed the Chairman of the Board of Director's report regarding the Company's business, objectives and strategies.

Considering that one Member of the Board of Directors has abstained from re-election, and in view of the evaluation made, the Nomination Committee proposes the election of Magdalena Gerger as new Member of the Board of Directors of Investor and re-election of the remaining Board of Directors of Investor.

Magdalena Gerger is a Swedish citizen and was born in 1964. Magdalena Gerger is President and Chief Executive Officer of Systembolaget AB, Chairman of the Board of Directors of IQ-initiativet AB, Member of the Board of Directors of Husqvarna AB, and Member of the Research Institute of Industrial Economics (IFN), and of The Royal Swedish Academy of Engineering Sciences (IVA).

Magdalena Gerger has a broad experience of inter alia business development, marketing, branded corporate strategy, communications, and consumer/retail products. Magdalena Gerger assumed her position as President and Chief Executive Officer of Systembolaget AB 2009. She was Vice President and responsible for Fresh Dairy, Marketing and Innovation for Arla Foods 2005 – 2009, Management consultant in Futoria AB 2004, Category Director in Nestlé UK Ltd 2000 – 2003, Marketing Director in ICI Paints 1998 – 2000 and in a division of Procter & Gamble 1996 – 1997. Magdalena Gerger is considered as 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 Magdalena Gerger will add valuable expertise and experience to the Board of Directors and is very well suited as Member of the Board of Directors of Investor.

The Nomination Committee is of the opinion that the proposed composition of the Board of Directors reflects diversity and good variety regarding qualifications and experiences within areas of strategic importance to Investor, such as industrial business development, corporate governance and the financial and capital market. The Nomination Committee has considered the importance of a well functioning composition of the Board of Directors when it comes to diversity, as relates to i.a. gender, nationality and industry experiences. The Nomination Committee believes that diversity is vital and that it is important that coming Nomination Committees continue to work actively to increase primarily the number of female directors of the Board.

The proposal for the composition of Investor's Board of Directors meets the requirements of the Swedish Code of Corporate Governance regarding independent Members of the Board. Several of the Members of the Board of Directors are also Members of the Board of Directors of Investor's holdings and receive Board remuneration from these companies. It is the opinion of the Nomination Committee that such remuneration does not entail a dependency on Investor or Investor's executive management for such Members of the Board of Directors of Investor. 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 of Directors in Investor's holdings is the core of Investor's active 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 of Directors and Management have Board assignments in Investor's holdings.

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

March 2014

The Nomination Committee of Investor AB (publ)