

Nomination Committee's proposals for resolutions to the 2016 Annual General Meeting

Ahead of the 2016 Annual General Meeting the Nomination Committee has consisted of the following members: Mikael Aru, Orkla (Nomination Committee chairman) (until 20 March 2016); Jannis Kitsakis, Fjärde AP-fonden (Nomination Committee chairman since 21 March 2016); Anders Algotsson, AFA Försäkring (since 21 March 2016); Claes Murander, Lannebo Fonder (until 10 March 2016); and Anders G. Carlberg (Chairman of the Board).

The Nomination Committee proposes the following to the 2016 Annual General Meeting:

Election of a chairman for the General Meeting

The Nomination Committee proposes that Anders G. Carlberg be elected as chairman for the General Meeting.

Resolution on the number of Board members

The Nomination Committee proposes that the Board of Directors, for the period until the conclusion of the next Annual General Meeting, consist of seven members elected by the General Meeting with no deputies.

Resolution on fees payable to the Board members

The Nomination Committee proposes that the fees payable for the period until the conclusion of the next Annual General Meeting remain unchanged at SEK 500,000 for the Chairman of the Board and SEK 275,000 for the other Board members elected by the General Meeting. A fee of SEK 80,000 will be payable to the chairman of the Audit Committee and SEK 40,000 to the other members, SEK 50,000 to the chairman of the Remuneration Committee and SEK 25,000 to the other members. All employee representatives on the Board are to receive SEK 40,000 each for the corresponding period.

Election of the Board of Directors and Chairman of the Board

The Nomination Committee proposes that Anders G. Carlberg, Terje Andersen, Carina Andersson and Ragnhild Wiborg be re-elected and that Katarina Lindström, Peter Carlsson and Hans Porat are elected as new Board members. Bertil Villard has declined re-election. Anders G. Carlberg is proposed to be re-elected as Chairman of the Board.

Information on the Board members proposed for re-election is available on the company's website, www.granges.com. Information on the proposed new Board members is provided below.

Katarina Lindström

Born: 1965.

Master of Science (Material Science) (KTH Royal Institute of Technology).

Senior Vice President, Operations and Supply Chain Management, Volvo Group Trucks Operation.
Elected member of the Swedish Royal Engineering Academy.

Previous positions: Various management positions at Volvo since 1988; led the Maintenance Department in the Skövde Engine plant, Program Manager for the engines at Volvo Powertrain, Senior Vice President, Global Manufacturing of Volvo Powertrain and other.

Shareholding: 0 shares

Hans Porat

Born: 1955.

Master of Science (Metallurgy/Materials) (KTH Royal Institute of Technology).

Board member of Nolato AB, Lindab International and Autoropa AB.

Previous positions: Various executive positions at ABB, Vice President of Trelleborg AB, President of Gadelius Japan, President and CEO of Nolato AB.

Shareholding: 0 shares

Peter Carlsson

Born: 1970.

Bachelor of Science (Economics) (Luleå University of Technology).

CEO and president of Amplify Operations. Board member of Metso, Orbital Systems and Ketra Lightning.

Previous positions: Vice President Supply Chain and Chief Procurement Officer at Tesla Motors, Senior Vice President and Chief Procurement Officer at NXP Semiconductors, Head of Sourcing at Sony Ericsson.

Shareholding: 0 shares

Resolution on the number of auditors, fees for the auditors and election of auditor

The Nomination Committee proposes that the company will have one auditor without a deputy, that the fee for the auditor be paid according to approved invoices and that the registered audit company Ernst & Young AB be re-elected as auditor. Ernst & Young AB has informed the Nomination Committee that, if the Committee's proposal is adopted by the General Meeting, Authorised Public Accountant Erik Sandström, will be appointed as chief auditor.

The Nomination Committee's statement motivating its proposal of Board of Directors of Gränges AB (publ)

The Nomination Committee proposes that Anders G. Carlberg, Terje Andersen, Carina Andersson and Ragnhild Wiborg be re-elected and that Katarina Lindström, Peter Carlsson and Hans Porat is elected as new Board members. Bertil Villard has declined re-election. The Committee also proposes that Anders G. Carlberg be re-elected as Chairman of the Board.

The Nomination Committee's proposal is thus that, during its upcoming term, the Board of Directors will consist of seven elected members with no deputies. According to the Articles of Association the Board of Directors, in addition to the employee representatives, is to consist of at least four and no more than eight members. The appointment of deputies is not required, but the General Meeting has the option to appoint up to four deputies.

Since the Nomination Committee was constituted in the autumn of 2015, it has met on six occasions. At the first meeting of the Nomination Committee, the Chairman of the Board gave a presentation on the operations, objectives and strategies of the company and on the work of the Board during the past year. The Chairman of the Board also presented the internal, written evaluation of the Board that he commissioned in the autumn of 2015. The result of this evaluation was predominantly positive. The independent members of the Nomination Committee, who are not members of the Board, have also carried out interviews with some of the Board members. The Nomination Committee has also had contact with the CEO of the company, who has presented the operations of the company.

The Nomination Committee can conclude that the positive results of the internal, written evaluation of the Board, was confirmed by the interviews that the Committee carried out with individual members of the Board. The Nomination Committee also concludes that the Board members'

attendance at Board meetings has been high. The Nomination Committee has made the assessment that the work on the Board has functioned very well during the year and has been carried out with great commitment. The work has been characterized by an open and constructive dialogue and a very well-functioning cooperation between the Chairman of the Board, the Board, the committees and the CEO and his Management Team.

Ahead of the 2016 Annual General Meeting the Nomination Committee has made an assessment of whether the composition of the current Board is appropriate in size, breadth and diversity with regard to qualifications, age, gender, background and experiences, and also meets the requirements made on the Board considering the company's current and future situation. An assessment has also been made of each individual Board member's ability to devote enough time and commitment to its work on the Board.

Since the company, after little more than a year being listed, has established and ensured necessary routines and has the ambition to expand both geographically and in its product range, the Nomination Committee has worked to attract complementing fields of expertise and to secure future continuity in the Board. The Nomination Committee has especially looked for different experiences from the automotive industry and from global companies.

The Nomination Committee has concluded that the members elected by the General Meeting and the proposed new members of the Board represent a wide range of competencies with solid and deep financial and industrial expertise as well as significant international experience, including from the Chinese and North American markets which are important for the company. The Nomination Committee has also determined that the Board members have a great understanding and knowledge of the company's specific needs and circumstances in the highly competitive market in which it operates.

The Nomination Committee notes that three out of seven of the proposed Board members are women, amounting to around 43 percent and thereby surpassing the Swedish Corporate Governance Board's long-term goal of around 40 percent representation of the least represented gender on the boards of listed companies by 2020. The Nomination Committee will continue to strive for gender balance on the Board and in future recruitment processes work to identify suitable candidates of both genders.

The Nomination Committee also notes that its proposal means that all of the Board members are independent of the company and its executive management as well as of major shareholders in the company.