

The nomination committee's in DORO AB (publ) motivated statement for the annual general meeting 2015

Background

In accordance with a resolution passed at the annual general meeting 2014, the chairman of the board Bo Kastensson was appointed member of the nomination committee and has, after consultation with the electorally major shareholders as per 1 September 2014 of the company, appointed two additional members.

The nomination committee consists of:

- | | |
|-----------------------------|--------------------------------|
| - Tedde Jeansson (chairman) | <i>Originat AB</i> |
| - Arne Bernroth | <i>Nordea Investment Funds</i> |
| - Bo Kastensson | |

The nomination committee has been assigned to present proposals for Doro AB's annual general meeting 2015 in the following matters:

- chairman of the annual general meeting 2015,
- number of members of the board,
- election of chairman of the board and other board members,
- remuneration to each of the members of the board and remuneration for committee work, and
- election of auditor and remuneration to the auditor.

The nomination committee's proposals

Chairman of the annual general meeting 2015

Bo Kastensson

Election of chairman of the board and other board members

The nomination committee has, from the chairman of the board, received a report on how the board of director's work has been carried out. The board of director's size and composition has been discussed in terms of *inter alia* experience and qualifications.

The nomination committee proposes that the number of board members elected by the general meeting shall be seven with no deputies.

The nomination committee proposes re-election of the following board members: Bo Kastensson, Jérôme Arnaud, Jonas Mårtensson, Karin Moberg and Charlotta Falvin. Fredrik Hedlund has decided not to stand for re-election. Lena Hofsberger and Henri Östlund are proposed as new members on the board of directors. Bo Kastensson is proposed to be re-elected as chairman of the board.

Lena Hofsberger has an MBA from Gothenburg University. She is the chairman of the board of directors of the health care group Ambea Vård och Omsorg AB, member of the board of directors of *inter alia* Stockholm Care AB and Max Hamburgerrestauranger AB. In addition, she is a senior advisor in the private equity firms Triton Partners and KKR and she also makes own investments in smaller companies. Her previous assignments include CEO of Aleris AB, Select Service Partner AB (SSP) and head of division at SAS Service Partner.

Henri Östlund has an MSc from Helsinki School of Economics and is a founder and partner of Accendo Capital, which today is the largest shareholder in Doro. He is the chairman of the board of directors of Okmetic Oyj and a member of the board of directors of Talentum Oyj. Previously, he was the chairman of the board of directors of Interquest, member of the board of directors of Comptel Oyj,

partner at Conventum Corporate Finance Finland, partner at Triton in London and Associate at Doughty Hanson in Stockholm.

Particulars regarding the proposed board members are available at the company's website.

The proposal for the composition of the board of Doro AB meets the requirements for independence of directors with respect to the Swedish Code of Corporate Governance. All of the members of the board are considered independent in relation to the company's major shareholders. All of the members of the board, except for the CEO Jérôme Arnaud, are considered independent in relation to the company and the executive management. The nomination committee is of the opinion that the proposed composition of the board of directors with regard to the company's operations, phase of development, strategy and other relevant circumstances is appropriate and exhibits diversity and breadth of qualifications, experience, gender and background.

The nomination committee's statement in respect of the proposal for election of the board

According to the nomination committee's assessment, the work on the board of directors has been in working order.

Lena Hofsberger is one of Scandinavia's foremost leaders in the field of developing service based business models and she has an extensive experience in the health care industry. Her experience in creating shareholder value through building groups with strong organic growth combined with acquisitions and her experience from service as a business model and value creation in an international environment is considered to be of great value for Doro. – Henri Östlund has created a successful private equity business, Accendo Capital, which today is the largest shareholder in Doro. His experience from several private equity firms combined with his active role on the board of directors within the software-, service- and telecom industries is considered beneficial for Doro in the phase of continued growth, both organic and through acquisitions, as well as the continuation to create shareholder value.

Together with the members proposed for re-election the new board of directors is considered to have a broad competence capable of addressing the development of the company's business and creating value for the shareholders.

Remuneration to the board

The remuneration to the board of directors, until the time of the end of the next annual general meeting, is proposed to be in accordance with the following. The chairman receives SEK 350,000 and other members not employed by the company receives SEK 150,000 each.

Election of auditor and remuneration

The nomination committee proposes re-election of Ernst & Young AB. It is proposed that fees to the auditors for the period until the end of the next annual general meeting shall be paid in accordance with invoicing approved by the company.

The nomination committee
March 2015