



Press release

Malmö, 16 April 2019

In accordance with the notice to attend the Annual General Meeting (“AGM”), published 29 March 2019, the Nomination Committee hereby submits its proposals to the AGM of Doro AB (publ) on 3 May 2019 (Items 2, 12, 13, 14 and 15)

Prior to the annual general meeting 2019 the nomination work has been conducted by a nomination committee consisting of Mark Shay, representing Accendo Capital SICAV SIF and chairman of the nomination committee, Christoffer Häggblom representing Rite Ventures, Erik Durhan, representing Nordea Fonder and, in addition, the chairman of the board, Johan Andsjö as an adjunct member. The nomination committee proposes the following for items 2, 12, 13, 14 and 15.

Chairman of the annual general meeting: Attorney of Law Paula Eninge (item 2)

Number of board members and deputies and, in addition number of auditors:

The number of board members is proposed to be five (5) with no deputies (currently six). Furthermore the nomination committee proposes that the number of auditors is to be one (1) without any deputy (item 12).

Remuneration to the board members: The remuneration to the board of directors, until the time of the end of next annual general meeting, is proposed to be in accordance with the following: The chairman of the board 600 000 kronor (currently 450 000) to the vice chairman of the board 350 000 kronor (currently 300 000) and other members not employed by the company will receive 250 000 kronor (currently 200 000). The increase in the remuneration is proposed in order to reflect the market compensation levels for publicly listed companies and as a result of the complexity and more time-consuming board work connected to the company’s strategic development, including acquisitions. No remuneration shall be paid for work within a committee.

Remuneration to the auditors:

The remuneration to the auditors for the period until the end of next annual general meeting is proposed in accordance with invoicing approved by the company (item 13).



Election of chairman of the board and other members of the board and in addition, auditors:

Re-election is proposed of Henri Österlund, Josephine Salenstedt and Niklas Savander. Johan Andsjö, Lena Hofsberger and Jonas Mårtensson have declined re-election. Proposed for election as new members are Lennart Jacobsen and Towa Jexmark. Lennart Jacobsen is proposed as chairman of the board (item 14).

Presentation of the proposed new elections:

Lennart Jacobsen (born 1966) is an independent board member and board chairman with a background in financial services for consumers. Lennart was until 2016 Head of Retail Banking, Country Senior Executive for Sweden and Executive Vice President at Nordea. The Retail Banking division had more than 10 million customers in the Nordic countries and 20,000 employees. Lennart holds an M.Sc. degree in electrical engineering from KTH Royal Institute of Technology and began his career in the IT sector for a nine-year period. He then worked for 17 years in the financial industry with a focus on products and services for consumers, including the development of digital channels. Lennart is a member of the board of Qliro Group AB (publ), chairman of the board of its subsidiary Qliro AB, and an investor and board member in several smaller, privately held companies.

Towa Jexmark (born 1971) is CEO of Capiro Co, a wholly owned subsidiary of the Capiro Group which is developing healthcare of the future, based on innovative technology solutions and Capiro's broad offerings in primary and specialty care in Sweden and internationally. Towa has previously worked as head of medical practice development at Capiro, Head of Operations – VO Medicin at the Trelleborg Hospital, and held other healthcare leadership roles. Towa has nearly ten years of clinical experience as a physician specializing in internal medicine and is a certified physical therapist.

Auditor: Re-election of the authorised public accounting firm PwC as the auditor for a mandate period until the end of next annual general meeting. As the main responsible auditor Magnus Willfors, an authorised public accountant, will continue as the lead auditor. The proposal from the nomination committee is in accordance with the recommendation of the board (item 14).

Proposal for tasks of the nomination committee and principles for the appointment of the nomination committee:

The nomination committee ("NC") proposes that the annual general meeting resolve on the following principles for the appointment of the NC for the annual general meeting in 2020 (unchanged from the general meeting 2018).

The NC shall comprise three (3) members that represent the company's largest shareholders according to number of voting rights. The chairman of the board of Doro shall be an adjunct member of the NC. The largest shareholders according to number of voting rights shall be determined based on a transcript from Euroclear Sweden AB showing the registered



shareholders, as of the last trading day in September, and such shareholders shall promptly thereafter be contacted by the company's chairman of the board. In the event that any one of the three largest shareholders abstains from the right to appoint a representative to the NC, or fails to do so within one week of the aforementioned contact provides notice, then that right shall befall the shareholder that has the next largest shareholding per the date above. The names of the shareholder representatives and the names of the shareholders they represent shall be disclosed at the latest six months before the annual general meeting. The NC's mandate period shall continue until a new NC is formed. The chairman of the NC shall be, unless the NC decides otherwise, the representative of the largest shareholder according to voting rights.

The NC shall remain unchanged unless:

- (i) a representative wishes to resign prematurely, in which case such a request shall be sent to the chairman of the NC (or, in the case of the chairman of the NC resigning, to another representative of the NC) and the receipt of such request implies that the request has been served,
- (ii) a nominated shareholder wishes to change its representative on the NC to another person, where such a request (containing the two relevant names) shall be sent to the chairman of the NC (or, in the case of a change of chairman of the NC, to another representative in the NC), and the receipt of such request implies that the request has been served,
- (iii) a nominating shareholder sells all or parts of its holding in Doro, whereupon such shareholder no longer is one of the three largest shareholders according to number of voting rights, in which case a new member shall be appointed according to the same principles as set out above, or
- (iv) the NC within its free judgment decides to appoint, to vacant positions in the NC, shareholders or shareholder representatives in order for the NC to thereby reflect the ownership of Doro.

If a NC member leaves the NC before the committee's work is completed, the NC shall appoint a new member according to the principles above, using a transcript of shareholders provided by Euroclear Sweden AB as soon as possible after the departure of the leaving member. Changes to the NC shall be disclosed publicly immediately.

No remuneration shall be paid to members of the NC for their work in the committee. As needed, the company shall reimburse reasonable expenses related to the NC's work as well as for external consultants that the NC deems necessary for the NC to be able to complete its work.



The NC shall provide to the annual general meeting:

- (i) proposal of chairman at the annual general meeting,
- (ii) proposal of board of directors
- (iii) proposal of chairman of the board of directors
- (iv) proposal of remuneration to the board of directors, allocated among the chairman of the board of directors, board members, and any compensation for committee work,
- (v) proposal of company auditor or auditors, and proposal of compensation to the auditor(s).

Stockholm, April 2019

The nomination committee of Doro AB

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About Doro

Doro develops telecom products and services for seniors to lead full and rich lives: to do things they want to do more easily as well as the things they thought they might never do. The global market-leader in senior mobile phone, Doro offers easy-to-use mobile phones and smartphones, mobile applications, fixed line telephony with loud and clear sound. Within Doro Group, Doro Care offers social care and telecare solutions for elder and disabled persons for independent and safe living in their own homes. Doro AB is a Swedish public company and its shares are quoted on the Nasdaq OMX Stockholm exchange, Nordic List, Small Companies. Net sales of SEK 1,906 million (EUR 186 million) were reported for 2018. www.doro.com