

The explanatory statement of The Nomination Committee regarding its proposal for Board of Directors in BTS Group AB (publ) at the Annual General Meeting on May 12, 2017.

The Nomination Committee (NC) proposes the election of Anna Söderblom, and re-election of Mariana Burenstam Linder, Henrik Ekelund, Reinhold Geijer and Dag Sehlin. The NC proposes that Reinhold Geijer is appointed as chairman of the board.

The NC considers the work of the board within the BTS Group very effective, and that the board members possess the relevant expertise and experience. The NC regard the proposed board, with respect to the company's operations, stage of development, and conditions in general, a very suitable composition. The board members complement each other in their areas of expertise, and with the proposed board, continuity is maintained, which the NC considers of great importance.

The proportion of women on the board, as a result of the proposal, would amount to 33%, CEO included. If the CEO is excluded, in accordance with the EU standards, the proportion would increase to 40%.

The NC believes that the proposed new board member, Anna Söderblom, would strengthen the digital competency of the board as a whole. Anna Söderblom also has extensive experience of board work within both small and medium sized businesses.

The NC constituted in November 2016, with Anders Dahl as chairman, and has since held four committee meetings, as well as other contact between meetings. The NC has considered the board evaluation, and has interviewed several board candidates, as well as interviewing the CEO.

The nomination committee has obtained the following information concerning the proposed candidates:

Mariana Burenstam Linder

Born 1957

Member of the Board of BTS Group AB since 2004. Other assignments: Chairman of Sweden-America Foundation. Member of the board of Latour AB and Resurs Holding AB.

Shareholdings in BTS Group AB: 22,100 Class B shares.

Mariana Burenstam Linder has extensive experience from management positions in several Swedish companies. Former positions include founder and CEO of Burenstam & Partners, CEO of Ainax, Head of Enskilda Banken with global responsibility for Private Banking, deputy CEO of SEB, CIO of Trygg-Hansa and later the SEB group, CEO of ABB Financial Consulting and CEO of Nordic Management AB. Mariana Burenstam Linder graduated in business administration at the Stockholm School of Economics.

Independent of the Company and its major shareholders.

Henrik Ekelund

Born 1955

President and CEO of BTS Group AB.

Shareholdings in BTS Group AB (including companies): 816,000 Class A shares, 3,189,034 Class B shares, totally 4 005 034 shares.

Henrik Ekelund is the founder of BTS and has been its CEO since its inception in 1986. Henrik Ekelund has comprehensive experience as a board member and owner of high-growth enterprises, including Jobline AB, Image Publications AB and Universum AB. Henrik Ekelund graduated in business administration at the Stockholm School of Economics.

Not independent of the Company or its major shareholders.

Stefan Gardefjord

Born 1958

Member of the Board of BTS Group AB since 2003. President and CEO of Swedish Space Corporation.

Shareholdings in BTS Group AB: 20,000 Class B shares.

Stefan Gardefjord has been CEO of Logica Sverige AB and member of the executive management of Logica. He has since 1987 held several senior positions in the WM-data group, including CEO of different subsidiaries, business area head, and group director of marketing, sales, and information. Stefan Gardefjord graduated upper secondary school in business.

Independent of the Company and its major shareholders.

Reinhold Geijer

Born 1953

Chairman of the Board of directors of BTS Group AB since 2016.

Shareholdings in BTS Group AB: 10 000 class B shares.

Other assignments: Board member of Skandia, The Swedish Export Credit Corporation, SEK, Eterna Invest, Zacco A/S, The Sweden-American Foundation and The British-Swedish Chamber of Commerce.

Reinhold Geijer was CEO of The Royal Bank of Scotland's Nordic branch 2003-2015, and also CEO of Nordisk Renting AB 2001-2015. He has also served as CFO of Telia, CEO of Foreningssparbanken (now Swedbank), worked within Ericsson, SSAB Swedish Steel and Weyerhaeuser Company in the United States. Reinhold Geijer graduated in

business administration at the Stockholm School of Economics.

Independent of the Company and its major shareholders.

Dag Sehlin

Born 1945

Member of the Board of BTS Group AB since 2003, Chairman of the Board 2003–2008.

Shareholdings in BTS Group AB (including related parties): 16,000 Class B shares.

Dag Sehlin has long-term experience in senior positions in the Swedish financial sector. Previous positions include CFO and deputy CEO of Posten AB, deputy CEO of the OM Group, and prior to that various positions in accounting and finance at several Swedish companies. He also has long-term experience from work as an independent consultant and member of the board of various listed companies and other organizations. Dag Sehlin graduated in business administration at the Stockholm School of Economics.

Independent of the Company and its major shareholders.

Anna Söderblom

Born 1963

Active as a teacher and researcher at the Stockholm School of Economics.

Shares in BTS Group AB: 0 class B shares.

Other assignments: Chairwoman of Avega Group and Advenica AB. Member of the board of directors for Poolia AB, Excanto AB, Almi Företagspartner AB and Länsförsäkringar Liv Försäkringsaktiebolag.

Anna Söderblom has, amongst other things, worked as head of technical support, and as marketing director at Microsoft Nordic, marketing director at Posten Brev and head of investments at Industrifonden. Anna Söderblom has a degree in mathematics from the University of Lund, and is a Doctor of Economics at the Stockholm School of Economics.

Anna Söderblom is independent of the company and its major shareholders.