

The Board's statement in regard to Chapter 19 § 22 of the Swedish Companies Act

The Board has considered the issue of the repurchase of the Company's own shares and its view is that there is scope for this and that this is justified by the reasons which are stated in the Board's proposal to this effect. The proposal for the repurchase of the Company's own shares entails that the Board is authorised to acquire a maximum of as many shares as amount to a maximum of ten (10) per cent of all the shares in the Company. In view of the Board's proposal, the Board hereby makes the following statement pursuant to Chapter 19 § 22 of the Swedish Companies Act (2005: 551).

Nature, scope and risks of the business

The nature and scope of Nederman's business is stated in the articles of association and annual reports issued previously. The business operations that are carried on in the Company and the Group do not entail any risks beyond those that arise or may be expected to arise in the industry or the general risks that are associated with carrying on commercial activity. It is the Board's view that the Company's and the Group's equity, based on the current situation, will, after the possible repurchase of the Company's own share within the authorisation limit, be of adequate size in relation to the nature, scope and risks of the business.

The Board has considered the need of the Company and the Group to strengthen the balance sheet by means of a comprehensive assessment of the Company's and the Group's financial position and the Company's and the Group's ability in the short and long term to meet their obligations. For the 2018 financial year, the Company's equity ratio was 36.2 per cent and the Group's equity ratio was 36.2 per cent. Based on current conditions, the Board believes that repurchase of the Company's own shares under the proposed authorisation does not compromise the ability of the Company and the Group to make the investments that are deemed necessary, nor the Company's and the Group's ability to take future business risks and withstand potential future losses. The Board will continuously assess the Company's financial situation and will re-examine the situation in the Company prior to a possible repurchase of the Company's own shares under this authorisation. In summary, the Board believes that the Company's and Group's financial position, despite the impact of the economic slowdown and deteriorating market conditions, does not give rise to any other assumption than that the Company can be expected to meet its obligations in the short and long term. The Company and the Group have further access to both short-term and long-term credit facilities. The Board's overall assessment is that the Company and the Group have the means to handle both changes in liquidity and unexpected events.

In addition to that stated above, the Board has considered other known circumstances that may impact the Company's and Group's financial position. No circumstances have emerged that make the proposed authorisation not appear justifiable.

Justification for the authorisation to repurchase

With reference to the above and what has otherwise come to the attention of the Board, the Board believes that the proposed repurchase authorisation is justified with reference to the demands that the nature, scope and risks impose on the Company's and the Group's equity, as well as on the need of the Company and the Group to strengthen the balance sheet, liquidity and position in general.

In addition, the Board notes - before the proposed authorisation is utilised by the Board - that it is the responsibility of the Board pursuant to Chapter 19 § 29 of the Swedish Companies Act to draw up a new reasoned opinion as to whether the then current acquisition of the Company's own shares is justified in regard to the requirements of Chapter 17 § 3 second and third paragraphs of the Swedish Companies Act on the basis of the prevailing conditions.

Helsingborg, March 2019

Nederman Holding AB (publ)

The Board of Directors