

THE NOMINATION COMMITTEE'S MOTIVATED OPINION REGARDING THE PROPOSAL FOR ELECTION OF THE BOARD AT THE 2015/16 ANNUAL GENERAL MEETING

Dustin nomination committee

In accordance with the procedures for the nomination committee that was approved by the annual general meeting 2014/15, a nomination committee that consists of members appointed by the largest shareholders in Dustin Group AB (the "Company" or "Dustin") was convened; Paul Schrotti, appointed by Axel Johnson AB/Axmedia AB, Risto Siivonen, appointed by DG Holding S.à r.l./Altor Fund II GP Limited, Jannis Kitsakis, appointed by Fjärde AP-fonden, Lennart Francke, appointed by Swedbank Robur funds, and Fredrik Cappelen, chairman of the board of Dustin.

Paul Schrotti, appointed by the Company's largest shareholder, is the chairman of the nomination committee.

The nomination committee's proposal

The nomination committee proposes:

- That the board shall consist of eight members
- Re-election of all current members, except for Stefan Linder who has declined re-election
- Election of Caroline Berg and Mia Brunell Livfors as new members

The nomination committee's proposal is thus that the following persons are elected to the board of Dustin, for the period until the end of the next annual general meeting:

- Fredrik Cappelen, chairman of the board
- Caroline Berg
- Gunnel Duveblad
- Johan Fant
- Tomas Franzén
- Mia Brunell Livfors
- Mattias Miksche
- Maija Strandberg

The nomination committee's motivated statement regarding its proposal

In accordance with rules 2.6 and 4.1 of the Swedish Corporate Governance Code, the nomination committee gives the following statement prior to the annual general meeting's election of the board.

The nomination committee was convened during the summer of 2016 and has since then worked to prepare proposals to the annual general meeting. The nomination committee has held six meetings prior to the annual general meeting 2015/16, with additional contact between the meetings. The nomination committee has met and interviewed selected members, individually. The nomination committee has also received the self-assessment carried out by the board.

In its assessment of the degree to which the current board meets the requirements placed on it taking in to account Dustin's current position and future direction, the nomination committee's discussions

have focused on the composition of the board in terms of size, experience, competence, diversity and gender balance.

The nomination committee's assessment of the board's work is that the cooperation on the board works very well, which has also been confirmed in the evaluation of the board that the nomination committee has received. Except for Stefan Linder, who has declined re-election, the nomination committee propose that all current members of the board are re-elected. In order to further strengthen the board, the nomination committee proposes the election of Caroline Berg and Mia Brunell Livfors as new members – two persons with complementary areas of expertise that match priorities of Dustin. As a result, the nomination committee has also decided to propose that the number of board members are increased from seven to eight.

Caroline Berg was born in 1968 and educated in media and psychology at Middlebury College in the US. Caroline is chairman of the board of Axel Johnson, Dustin's largest shareholder, vice chairman of Nordstjernan, and member of the boards of Mekonomen, AxFast, Axfood, Axel och Margaret Ax:son Johnson's foundation and the Stockholm School of Economics' Advisory Board. She is also chairman of Erik and Göran Ennerfelts fund for Swedish youth's international studies. She has been active in the Axel Johnson group since 2005, most recently as Director of Human Development and Communications and member of the management team of the Axel Johnson group between 2006-2014. Caroline Berg brings broad experience from both listed and unlisted companies within the retail and service segment. She also has in-depth knowledge within communications, sustainable businesses and HR from her years in the management team of the Axel Johnson group.

Mia Brunell Livfors was born in 1965 and has studied business at Stockholm University. Mia Brunell Livfors is the CEO of Axel Johnson, Dustin's largest shareholder, chairman of the board of e.g. Axfood, Åhléns and Kicks, and vice chairman of Mekonomen, and member of the boards of Martin & Servera, Axel Johnson International, Stena, Efva Attling Stockholm and Svensk Handel. Previously, Mia Brunell Livfors was the CEO of Kinnevik and she has many years' experience from board work in listed companies. Mia Brunell Livfors brings experience from retail, e-commerce, telecom and media, and many years in operational management positions and board work in Swedish listed companies.

The nomination committee is of the opinion that the proposed board has desirable qualifications and experiences within the areas that are of strategic importance for the Company, such as sectorial expertise, financial and operational expertise, experience of corporate governance and capital markets and has an adequate representation of the shareholders. The nomination committee considered the need for suitable composition of the board in respect of diversity in respect of gender, nationality and expert knowledge. Of the proposed board members one-half are women and one-half men. Seven of the eight proposed members are Swedish citizens and all are Scandinavian citizens. The nomination committee considers the diversity issue to be important.

Finally, it is noted that the nomination committee has concluded that the proposed board meets the applicable independence requirements.

Information regarding the proposed board members

Information regarding the proposed board members of Dustin, including the nomination committee's assessment of each member's independence, is attached to this document, and is available on the Company's website <http://www.dustingroup.com/en/presentation-of-the-board>.

Stockholm in November 2016
THE NOMINATION COMMITTEE
DUSTIN GROUP AB (PUBL)

INFORMATION ABOUT THE PROPOSED MEMBERS OF THE BOARD

Fredrik Cappelen

Chairman of the board since 2010

Born: 1957.

Education: MSc in Business and Economics from Uppsala University. Studies in political science at Uppsala University.

Key competencies: Fredrik Cappelen brings broad experience of leading young listed companies and contributes significant retail knowledge thanks to by his previous position as CEO and board member of retail companies.

Other current assignments: Chairman of the board of Dometic Group AB, Terveystalo Oy and board member of Securitas AB and Transcom WorldWide AB.

Previous positions (the past five years): Chairman of the board of Byggmax Group AB, Sanitec Oy, Svedbergs i Dalstorp AB, Grangården AB, Munksjö AB, Munksjö Holding AB, GG Holding AB, Carnegie Holding AB and Carnegie Investment Bank AB, vice chairman of Munksjö Oy as well as board member of Cramo Oyj and WPO Service AB.

Shareholding: 432,746, through company.

Independence: Independent of the Company and management and independent of major shareholders.

Caroline Berg

Proposed new board member

Born: 1968.

Education: B.A. in Media/Communication and Psychology at Middlebury College, Vermont, USA.

Key competencies: Caroline Berg brings broad experience from both listed and unlisted companies within the retail and service segment. She also has in-depth knowledge within communications, sustainable businesses and HR from her years in the group management of Axel Johnson.

Other current assignments: Chairman of the board of Axel Johnson Aktiebolag, vice chairman of the board Nordstjernan Aktiebolag, board member of Mekonomen Aktiebolag, AxFast AB, Axfood Aktiebolag, Axel och Margaret Ax:son Johnson's foundation and Stockholm School of Economics' Advisory Board. Chairman of the board of Erik and Göran Ennerfelts fund for Swedish youth's international studies.

Previous positions (the past five years): Director of Human Development and Communication and member of the group management of Axel Johnson.

Shareholding: -

Independence: Independent of the Company and management, not independent of major shareholders.

Mia Brunell Livfors

Proposed new board member

Born: 1965.

Education: Studies in business at Stockholm University.

Key competencies: Mia Brunell Livfors brings experience from retail, e-commerce, telecom and media, and many years in operational management positions and board work in listed companies.

Other current assignment: CEO Axel Johnson Aktiebolag. Chairman of the board of Axfood Aktiebolag, Axstores AB, Åhléns AB and Kicks Kosmetikjedjan AB, and vice chairman of the board of Mekonomen Aktiebolag and board member of Martin & Servera Aktiebolag, Axel Johnson International Aktiebolag, Stena Aktiebolag, Efva Attling Stockholm Aktiebolag and Svensk Handel AB.

Previous positions (the past five years): CEO of Kinnevik AB and extensive experience of board work in Swedish listed companies.

Shareholding: -

Independence: Independent of the Company and management, not independent of major shareholders.

Gunnel Duveblad

Board member since 2016

Born: 1955.

Education: Systems Scientist, Umeå University

Key competencies: Gunnel Duveblad contributes extensive board experience thanks to her current and previous board assignments, as well as valuable competencies from the IT sector where she held several senior executive positions at IBM and was CEO of EDS in northern Europe.

Other current assignments: Chairman of the board of companies including Team Olivia AB, Global Scanning A/S, Ruter Dam Foundation and HiQ International AB. Board member of companies including PostNord AB and Sweco AB.

Previous positions (the past five years): Board member of companies including Anoto Group AB, Aditro Holding AB and SAM Headhunting Group A/S.

Shareholding: -

Independence: Independent of the Company and management and independent of major shareholders.

Johan Fant

Board member since 2016

Born: 1959.

Education: MSc in Economics from the Stockholm School of Economics.

Key competencies: Johan Fant brings broad retail experience through his board assignments at companies including Åhléns AB, Martin & Servera Aktiebolag and Axel Johnson International Aktiebolag. Johan also has extensive financial knowledge thanks to his role as CFO at Axel Johnson Aktiebolag and Boliden AB.

Other current assignments: CFO of Axel Johnson Aktiebolag. Board member of Axel Johnson International Aktiebolag, Axstores AB, Amazing Brands Stockholm AB, Åhléns AB and Martin & Servera Aktiebolag.

Previous assignments (last five years): -

Shareholding: -

Independence: Independent of the Company and management, not independent of major shareholders.

Tomas Franzén

Board member since 2013

Born: 1962.

Education: MSc in Engineering in Industrial Economics from Linköping University.

Key competencies: Through his current role as President of Bonnier and previous role as CEO of Com Hem Holding AB, among others, Tomas Franzén has extensive and wide-ranging experience of leading major companies as well as solid financial knowledge.

Other current assignments: President of Bonnier AB.

Previous positions (the past five years): CEO and chairman of the board of UPC Digital AB and Com Hem Holding AB.

Shareholding: 57,686

Independence: Independent of the Company and management and independent of major shareholders.

Mattias Miksche

Board member since 2006

Born: 1968.

Education: MSc in Business and Economics from the Stockholm School of Economics.

Key competencies: Mattias Miksche contributes extensive experience within digital enterprise thanks to his roles as CEO and board member of Glorious Games Group AB (previously Stardoll AB) and board member of companies including Avanza Bank Holding AB, PriceRunner Group AB and Sportamore AB.

Other current assignments: Chairman of the board of Glorious Games Group AB (previously Stardoll AB) and Somarketplaces AB. Board member of Avanza Bank Holding AB, PriceRunner Group AB and EuroFlorist Intressenter AB.

Previous positions (the past five years): Board member of Eniro AB and Sportamore AB.

Shareholding: 280,089.

Independence: Independent of the Company and management and independent of major shareholders.

Maija Strandberg

Board member since 2013

Born: 1969.

Education: MSc in Business and Economics from Turku School of Economics at Turku University.

Key competencies: Maija Strandberg offers experience of the sector thanks to her previous role as CEO of ALSO. Maija brings experience of Finnish business following several board assignments and managerial positions at Finnish companies.

Other current assignments: Vice President Finance of Pulp and Energy Business Line at Valmet Technologies Oy. Board member of Danske Bank Oy and VR Group Oy.

Previous positions (the past five years): Board member of companies including Vuorenmaa Yhtiöt Oy and FinnSonic Oy. Member of group management of ALSO Holding AG. CEO of ALSO Nordic Holding Oy and ALSO Finland Oy.

Shareholding: 57,686.

Independence: Independent of the Company and management and independent of major shareholders.

¹ Own or by related legal and/or physical holdings as of 31 August 2016.