

THE NOMINATION COMMITTEE'S REASONED STATEMENT ON ITS PROPOSAL FOR THE BOARD OF DIRECTORS OF MUNTERS GROUP AB

The Nomination Committee ahead of the 2019 annual general meeting ("AGM") in Munters Group AB ("Munters" or the "Company") consists of Robert Furuhjelm (Nordic Capital), Lars Wedenborn (FAM AB), Tomas Risbecker (AMF Försäkringar och Fonder), Johan Grip (Första AP-fonden) and the Chairman of the Board of Directors Magnus Lindquist. Robert Furuhjelm is the Chairman of the Nomination Committee.

The Nomination Committee's proposal for election of the Board of Directors

The Nomination Committee proposes, for the time until the end of the next AGM, re-election of the board members Magnus Lindquist, Johan Ek, Helen Fasth Gillstedt, Per Hallius, Andreas Näsvisk, Lena Olving and Kristian Sildeby, and new election of Juan Vargues. Joachim Zetterlund has declined re-election. The Nomination Committee also proposes re-election of Magnus Lindquist as Chairman of the Board of Directors.

Information regarding all board members proposed for re-election and new election is available on the Company's website, www.munters.com.

The Nomination Committee's work

The Nomination Committee has had the tasks stipulated in the Nomination Committee Instruction adopted at the 2017 AGM and has held five meetings, at which minutes were kept, ahead of the 2019 AGM. In preparing the above proposal for the Board of Directors, the Nomination Committee has reviewed the evaluation made regarding the work of the Board of Directors and its members and has considered the changes to the Board of Directors that were resolved upon at the extraordinary general meeting in December 2018, and has otherwise informed itself on the work of the Board of Directors by interviewing individual board members.

The evaluation, together with the additional information collected by the Nomination Committee, demonstrates that the current members of the Board of Directors have a solid knowledge and experience. The evaluation also demonstrates that the knowledge and understanding of the Company's operations are satisfactory among the members of the Board of Directors. Overall, the Nomination Committee has concluded that the board members have shown necessary involvement and the board work at large has been carried out in a satisfactory manner even though the Company has gone through a challenging period. To ensure that the board members together will continue to have the qualification, experience and background that is needed to, in a satisfactory manner, manage the Company's business and handle the challenges that the Company faces, the Nomination Committee however finds that there is a need to broaden the Board of Directors' knowledge within certain areas. The Nomination Committee therefore proposes election of a new board member to secure the Board of Directors' breadth and knowledge in the long term within these relevant areas of knowledge.

The Nomination Committee has in its work ahead of the 2019 AGM, and in consideration of Munters position as a global leader in energy efficient air treatment,

particularly taken into account the Board of Directors' need for diversity and breadth in terms of industrial knowledge and experience, P&L experience, and knowledge within strategic development, transforming operations and work in an international environment. In connection therewith matters relating to independence and diversity, including gender distribution, have been highlighted. The Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code (the "Code") as diversity policy in its nomination work. The Nomination Committee strives to achieve greater diversity on the Board of Directors, especially by having the objective of a more equal gender distribution. In the process of finding a new board member, the Nomination Committee has therefore sought to find a female candidate who fulfils the profile and the criteria that the Nomination Committee has set forth regarding the new board member's qualifications (see below). However, when considering all the sought after qualifications, Juan Vargues has been considered to be the best choice.

The Nomination Committee's reasoned statement on its proposal

In light of the above, it is the Nomination Committee's understanding that the work of the Board of Directors has been carried out in a satisfactory manner, especially since Magnus Lindquist and Johan Ek were elected to the Board of Directors at an extraordinary general meeting in December 2018.

The Nomination Committee believes that the current board members possess a significant breadth and diversity in terms of knowledge, experience and background. In order to continue to meet the needs imposed by the Company's business, developmental phase and other conditions, including the challenges that the Company faces in regards to increasing both growth and profitability, the Nomination Committee has sought to further broaden and secure the Board of Directors' collective knowledge. In this process, the Nomination Committee has sought to find a new candidate with industrial experience and knowledge, and among others the following experiences; (i) P&L experience, (ii) international experience, (iii) experience from transforming operations in complex and global organisations in order to improve operational efficiency, and (iv) experience of lean and takt assembly operations. The candidate should also have a good standing in the market place and a solid track record from previous executive roles. Juan Vargues fulfils the requirements and criteria of the Nomination Committee and the Nomination Committee believes that Juan Vargues will bring vast experience and knowledge that will benefit the Company and the work of the Board of Directors. He has profound industrial experience from global companies, and experience from growth and transforming operations in complex global organisations and is also a qualified leader with strong strategical knowledge and good judgement. Against this background, Juan Vargues is proposed as new board member of the Company.

Since the Company was listed on Nasdaq Stockholm as recently as in May 2017, it is the Nomination Committee's view that the need for certain continuity within the Board of Directors is of continued importance, especially considering the recent changes to the Board of Directors. The Nomination Committee has, however, deliberated on the preferred long-term development of the composition of the Board of Directors in terms of competences and the number of directors. In conjunction therewith, it has been concluded that future nomination committees should focus on reaching an equal gender distribution and to make sure that the Board of Directors retain an adequate industrial knowledge.

The Nomination Committee has also considered the issue of the number of board members. Following the changes made to the Board of Directors in conjunction with the extraordinary general meeting in December 2018, the number of board members is eight, i.e. one board member less than following the annual general meeting 2018. The Nomination Committee believes that the Board of Directors' current number of eight members is appropriate in light of, among other things, the Company's operations and its geographic market spread, and therefore proposes that the number of board members unchanged should be eight.

As regards the issue of equal gender distribution, it is the opinion of the Nomination Committee that the current gender representation, with only two out of eight board members being female, should be adjusted over time. However, for the reasons stated above, the Nomination Committee concludes that the current need to strengthen the Board of Directors within the relevant areas of knowledge and the need for continuity within the Board of Directors, is of such importance that a more equal gender distribution is difficult to achieve at the moment. In connection herewith, the Nomination Committee has also taken into account the improvement of gender distribution that in recent years has been achieved within the Company in respect of both the Board of Directors and the management. However, as mentioned above, the Nomination Committee wants to emphasize the importance of that future nomination committees continue to work actively to achieve greater diversity within the Board of Directors and particularly strives to achieve a gender balance amongst the board members.

In addition, the Nomination Committee has, in its work on preparing the proposal for the Board of Directors, evaluated each board member's independence in accordance with the Code. The Nomination Committee's assessment is that its proposed composition of the Board of Directors of Munters meets the requirements regarding independence set out in the Code.

March 2019

Munters Group AB

The Nomination Committee