

The Nomination Committee's in SSAB AB (publ) reasoned statement, including a report of the work of the Nomination Committee

In accordance with authorization granted by the annual general meeting, Board Chairman Bengt Kjell invited the four largest shareholders in terms of votes to each appoint a member to form a Nomination Committee, together with the Chairman of the board, prior to the 2019 annual general meeting. The composition of the Nomination Committee was published on the Company's website on August 6, 2018, with details of which shareholders that had appointed the members. Due to relative ownership changes during July and August, the Nomination Committee also offered Swedbank Robur Funds to appoint one member, after which Åsa Nisell joined the Nomination Committee on August 27, 2018. The Nomination Committee thus comprises the following individuals: Lars Pettersson, Industrivärden (chairman of the Nomination Committee), Annareetta Lumme-Timonen, Solidium Oy, Jan Moström, LKAB, Martin Nilsson, Catella Funds, Åsa Nisell, Swedbank Robur Funds, and Bengt Kjell (Board Chairman). Between publication of the Nomination Committee's composition and the end of the year, information was available on the Company's website as to how the shareholders were able to submit proposals to the Nomination Committee. No proposals were submitted to the Nomination Committee.

The Nomination Committee proposes the re-election of current directors Bengt Kjell, Petra Einarsson, Marika Fredriksson, Pasi Laine, Matti Lievonen and Martin Lindqvist and new elections of Bo Annvik and Marie Grönborg. Annika Lundius and Lars Westerberg have informed the Nomination Committee that they decline re-election at the Annual General Meeting. It is also proposed that Bengt Kjell be re-elected as Board Chairman.

The Nomination Committee's proposal entails that during the coming mandate period the number of board directors will continue to consist of eight directors elected by the general meeting and no alternate directors.

The Nomination Committee's first meeting pending the 2019 annual general meeting took place on August 22, 2018, with introductory discussions concerning the proposals that the Nomination

Committee is required to present to the general meeting, and at which future work was also planned. Requirement profiles as regards future directors were updated and the recruitment consultant who had previously been engaged continued its work with assisting the Nomination Committee on a long-term basis in sounding out potential directorial candidates. The Nomination Committee held six meetings. The Committee has, when preparing its proposal, applied its diversity policy as set out in Rule 4.1 in the Swedish Corporate Governance Code. The Nomination Committee has also interviewed Marika Fredriksson and Pasi Laine concerning their view on the work of the board. The CEO Martin Lindqvist has reported to the Nomination Committee on the Company's operations and strategy and was interviewed regarding the cooperation between the board and the group executive committee. The Nomination Committee has also met and interviewed the proposed board candidates Bo Annvik and Marie Grönborg.

The Board Chairman reported to the Nomination Committee on the procedure applied in the Company in conjunction with the annual evaluation of the board of directors, and the results of the evaluation. All in all, the board evaluation demonstrated well-functioning board work with members representing a breadth of expertise, with both solid industrial and financial know-how as well as knowledge of international conditions and markets. The board work is characterized by an open work climate and constructive dialogues, as well as a very positive climate of cooperation between the board, the committees and the CEO. The directors have demonstrated strong commitment with a high frequency of attendance.

At present, three of the directors elected by the general meeting are women. The Nomination Committee's proposal entails that the number of women on the board will be unchanged. The Nomination Committee works on reaching the long-term target of achieving a balanced representation of both genders on the board, in accordance with the ambition expressed by the Swedish Corporate Governance Board. The Nomination Committee will continue to endeavor to achieve an appropriate board composition which satisfies the needs of the board for diversity and breadth in terms of skills, experience and background, including gender structure. The Nomination Committee also attaches particular importance to the directors having a reasonable total workload which enables sufficient time and care to be devoted to the directorship in SSAB.

In producing proposals for fees to the board of directors and its committees, the Nomination Committee has, among other things, taken into account board fee levels in similar companies. The Nomination Committee now proposes a small increase in the fees in order to maintain a competitive fee level.

The Nomination Committee considers that a reasonable balance between, on the one hand, the need for stability and continuity in the work of the Board and, on the other hand, the need for renewal must take place in order to create the best conditions for a well-functioning board work in the long term. The Nomination Committee's proposal aims to balance these two aspects. The proposed candidate Bo Annvik has an MSc from the School of Business, Economics and Law at the University of Gothenburg, and since 2017 he is the President and CEO of Indutrade AB. The proposed candidate Marie Grönborg has an MSc from Chalmers University of Technology and since 2014 she is Executive Vice President of Perstorp AB with responsibility for the business area Specialties & Solutions. The Nomination Committee makes the assessment that both Bo Annvik and Marie Grönborg have relevant experience and knowledge in order to be able to contribute well in the board work in a listed industrial company. Both Bo Annvik and Marie Grönborg are independent in relation to the company and the company's management and in relation to the company's major shareholders. All in all, the Nomination Committee makes the assessment that the proposed candidates meet the requirements for competence and experience that the Nomination Committee has set in its requirement profiles and therefore considers that they are very well suited as board members of SSAB.

The Nomination Committee makes the assessment that Bengt Kjell's solid knowledge and long experience of board work makes him suitable to continue to serve as Board Chairman. The Nomination Committee thus considers that the composition of the proposed board is appropriate to meet the demands imposed by the operations of the Company.

Prior to the proposed election of auditor, the chairman of the Audit Committee, Marika Fredriksson, reported at a meeting during the autumn for the committee's selection process. The process started with candidates being invited to offer their services for the assignment. After analyzing the proposals received, two final candidates, EY and KPMG, were invited to a meeting with the Audit Committee to present their respective offers in more detail. Following an overall

assessment, the Audit Committee concluded that EY was the more suitable of the two candidates to fulfill the company's requirements and needs. The Audit Committee thus recommended the Nomination Committee to propose to the Annual General Meeting that the number of auditors shall be one registered auditing company and that EY is elected as auditors for one year and that remuneration for the services shall be paid according to approved invoices. In its proposal to the Annual General Meeting, the Nomination Committee has chosen to follow the Audit Committee's recommendation.

The Nomination Committee has compiled the information below regarding the proposed candidates (stated shareholdings include holdings of closely related persons and closely related companies), including the Nomination Committee's assessment of each candidate's independence in relation to the Company and major shareholders:

Bengt Kjell

Born: 1954

Board chairman since 2015.

Holding: 100,000 shares

Experience and current appointments:

MBA, Stockholm School of Economics. Chairman of Hemfosa Fastigheter AB and Nyfosa AB.

Vice Chairman of Indutrade AB and Padox AB. Director of AB Industrivärden and ICA

Gruppen AB, *et al.*

Previously Acting CEO of Industrivärden, President and CEO of AB Handel och Industri, Vice CEO of AB Industrivärden and Senior partner of Navet AB, as well as Chairman of Kungleden AB and Skånska Byggvaror Holding AB, Director of Höganäs AB, Skanska AB and Munters AB *et al.*

Independent in relation to the Company, but not independent in relation to the Company's major shareholders.

Bo Annvik

Born: 1965

Proposed for new election.

Holding: 0

Experience and current appointments:

MSc (Eng.) Business Administration. President and CEO of Indutrade AB since 2017. Previously CEO of Haldex AB, held senior positions in Volvo Cars, SKF and Outokumpu.

Independent in relation to the Company and its major shareholders.

Petra Einarsson

Born: 1967

Director since 2014.

Holding: 10,000 shares

Experience and current appointments:

MBA. President and CEO of BillerudKorsnäs AB since 2018 and Director of the Confederation of Swedish Enterprise. Previously Financial Manager at Sandvik Materials Technology, President of Sandvik Materials Technology business area and Sandvik's Strip and Tube product areas and Director of the Swedish Association of Industrial Employers and the Council of the Swedish Steel Producers' Association.

Independent in relation to the Company and its major shareholders.

Marika Fredriksson

Born: 1963

Director since 2016.

Holding: 0

Experience and current appointments:

MBA. CFO of Vestas Wind System A/S since 2013, Director of Sandvik Aktiebolag. Previously Director of ÅF AB and CFO of Gambro AB and Autoliv Inc. (Stockholm, Sweden) as well as Finance Director and Head of Strategy at Volvo Construction Equipment.

Independent in relation to the Company and its major shareholders.

Marie Grönberg

Born: 1970

Proposed for new election.

Holding: 0

Experience and current appointments:

MSc (Eng.) Chemical Engineering. EVP Perstorp Group, Business Area Specialties & Solutions.

Previously held senior positions in Perstorp Group and Formox AB.

Independent in relation to the Company and its major shareholders.

Pasi Laine

Born: 1963

Director since 2017.

Holding: 4,743 shares

Experience and current appointments:

MSc (Eng). President and CEO of Valmet Oyj since 2013. Previously held senior positions in the Metso group, including President of Pulp, Paper and Power Technology, President of Metso Automation and Director of HKScan Oyj and Tamfelt Oyj.

Independent in relation to the Company and its major shareholders.

Matti Lievonon

Born: 1958

Director since 2014.

Holding: 29,333 shares

Experience and current appointments:

BSc (Eng), eMBA, Bergsråd, D.Sc. (Tech.) h.c. Board Chairman of Fortum Abp and Director of Solvay Group. Previously President and CEO of Neste Corporation, held senior positions at UPM-Kymmene, Board chairman of Nynäs AB, Chairman of the Supervisory Board of Ilmarinen Mutual Pension Insurance Company, Vice Chairman of the Confederation of European Paper Industries, Director and Vice Chairman of Rautaruukki Corporation, Finnish Oil and Gas Federation, EUROPIA and the Confederation of Finnish Industries, Member of the Board of Chemical Industry Federation of Finland, Member of the Advisory Board of National Emergency Supply Agency (Finland) and of the Supervisory Board of the Finnish Fair Corporation, the European Business Leaders' Convention and the Finnish Business and Policy Forum EVA.

Independent in relation to the Company and its major shareholders.

Martin Lindqvist

Born: 1962

Director since 2011.

Holding: 32,732 shares

Experience and current appointments:

BSc (Econ). President and CEO of SSAB since 2011. Chairman of the Swedish Steel Producers' Association, Vice Chairman of the Swedish Association of Industrial Employers, Director of Svenska Cellulosa Aktiebolaget SCA and of the Confederation of Swedish Enterprise. Previously Head of SSAB EMEA business area, CFO of SSAB AB, CFO of SSAB Strip Products, Chief Controller at NCC and a Director of Indutrade AB.

Independent in relation to the Company's major shareholders, but not independent in relation to the Company.