

Statement of Auditor in accordance with Chapter 8, Section 54 of the Swedish Companies Act (2005:551) regarding whether the guidelines for remuneration to senior executives adopted by the Annual General Meeting of shareholders have been complied with

*To the Annual General Meeting of shareholders in Sectra AB (publ), corp identity number 556064-8304*

We have reviewed whether the Board of Directors and the President of Sectra AB (publ), have for the financial year May 1, 2016 to April 30, 2017 complied with the guidelines for remuneration to senior executives adopted by the Annual General Meetings of shareholders held on September 7, 2015 and September 6, 2016 respectively.

### **Responsibilities of the Board of Directors and the President**

The Board of Directors and the President are responsible for compliance with the guidelines and for such internal control as the Board of Directors and the President determine is necessary to ensure compliance with the guidelines.

### **Auditor's responsibility**

Our responsibility is to express an opinion, based on our review, to the Annual General Meeting of shareholders regarding whether the guidelines have been complied with. We conducted our review in accordance with FARs recommendation RevR 8 *Granskning av ersättningar till ledande befattningshavare i aktiemarknadsbolag* (Review of remuneration to senior executives in listed companies). This recommendation requires that we comply with ethical requirements and plan and perform the review to obtain reasonable assurance that the guidelines adopted by the Annual General Meeting of shareholders in all material respects, been complied with. The firm applies ISQC 1 (International Standard of Quality Control) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of the Sectra AB in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The review has involved the company's organisation for and documentation of matters pertaining to remuneration to senior executives, recent resolutions regarding remuneration and a selection of payments made to senior executives during the financial year. The procedures selected depend on the auditor's judgement, including the assessment of the risk that the guidelines have not, in all material aspects, been complied with. In making this risk assessment, the auditor considers the aspects of internal control relevant to compliance with the guidelines, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our review provides a reasonable basis for our opinion below.

### **Opinion**

In our opinion, the Board of Directors and the President of Sectra AB (publ), have, for the financial year May 1, 2016 to April 30, 2017 complied with the guidelines for remuneration to senior executives adopted by the Annual General Meetings of shareholders held on September 7, 2015 and September 6, 2016, respectively.

Stockholm, June 27 2017  
Grant Thornton Sweden AB

Mia Rutenius  
Authorised Public Accountant