



This is an literal translation of the Swedish original document

**Auditor's statement pursuant to 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 Pandox AB (publ), Corporate Identity Number 556030-7885

We have performed procedures to determine whether the Board of Directors and the Managing Director of Pandox AB (publ) have, for the year 2019, complied with the guidelines for remuneration to senior executives adopted by the annual general meetings of shareholders held on 9 April 2018 and 10 April 2019 respectively.

*Responsibilities of the Board of Directors and the Managing Director*

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

*Auditor's responsibility*

Our responsibility is to express an opinion, based on our procedures, to the annual general meeting of shareholders regarding as to whether the guidelines for remuneration to senior executives have been complied with. We conducted our procedures in accordance with FAR's recommendation, RevR 8 *Examination of remuneration to senior executives of listed companies*. This recommendation requires that we comply with ethical requirements and have planned and performed the procedures to obtain reasonable assurance that the guidelines adopted by the annual general meeting of shareholders have, in all material aspects, been complied with. The firm applies ISQC 1 (International Standard on 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 Pandox AB in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The procedures have 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 judgment, 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 the procedures performed provide a reasonable basis for our opinion below.

*Opinion*

In our opinion, the Board of Directors and the Managing Director of Pandox AB (publ) have, for the year 2019, complied with the guidelines for remuneration to senior executives adopted by the annual general meetings of shareholders held on 9 April 2018 and 10 April 2019, respectively.

Stockholm March 4, 2020

PricewaterhouseCoopers AB

Patrik Adolfson  
Authorised Public Accountant

Helena Ehrenborg  
Authorised Public Accountant