

N.B. The below English text is a translation of the Swedish original. In case of discrepancies, the Swedish original shall prevail.

COM HEM HOLDING AB (PUBL)

556858-6613

2017-03-23
Annual General Meeting
Klarabergsviadukten 90,
Stockholm, at 16.00 CET

1. Opening of the meeting

The Meeting was opened, on behalf of the Board, by the CEO Anders Nilsson.

It was noted that the secretary of the Board, the general counsel Christina Källenfors, has been appointed to keep the minutes, as secretary of the Meeting.

2. Election of the chairman of the meeting

The lawyer Björn Kristiansson was appointed chairman of the Meeting.

The Meeting resolved that audio and video recordings, apart from the Company's own, were not allowed, and that employees and other guests were authorized to attend the Meeting without any voting rights.

3. Preparation and approval of the voting list

The list in [appendix 1](#) was approved as voting list.

4. Approval of the agenda

The Boards' proposed agenda was approved, [appendix 2](#).

5. Election of persons to verify the minutes

Emma Gillberg and Johanna Ehn were appointed to verify the minutes along with the chairman of the Meeting.

6. Determination as to whether the meeting has been duly convened

Christina Källenfors informed that notice to attend the Meeting had been available on the Company's website since 20 February 2017 and published in the Swedish Official Gazette on 22 February 2017. An announcement that such notice had been issued was published in the Swedish newspaper Svenska Dagbladet on 22 February 2017. The Meeting was declared duly convened.

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7. Presentation of (a) the annual report and the auditor's report; and (b) the consolidated accounts and the auditor's report over the consolidated accounts

The annual report and the consolidated accounts for the financial year 2016, and the auditor's report and the auditor's report over the consolidated accounts, appendix 3, were presented.

The Company's auditor in charge, Tomas Gerhardsson, presented parts of the auditor's report for the parent company and the group for the financial year 2016, included in appendix 3, and reported on the audit work.

8. Report by the CEO and questions from the shareholders

The chairman of the Board, Andrew Barron, reported on the Board's work during the past year.

The CEO, Anders Nilsson, reported on the group's consolidated results and the group's developments during 2016.

Thereafter, the chairman of the Board and the CEO answered and commented on questions and notes from shareholders and representatives.

9. Resolutions on

a. adoption of the profit and loss account and the balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet

The annual general meeting adopted the income statement and the consolidated income statement for the financial year 2016 and the balance sheet and the consolidated balance sheet as per 31 December 2016, all included in appendix 3.

b. appropriation of the Company's profit as stated in the adopted balance sheet and record date for dividend

The chairman presented (i) the Board's proposal for the appropriation of the Company's profits according to the Company's adopted balance sheet, meaning that the shareholders receive a dividend of SEK 4.00 per share, equivalent to approximately SEK 741m distributed on two payment occasions of SEK 2.00 per share and dividend occasion and that the remaining profit shall be brought forward, and (ii) the Board's statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act.

The chairman noted that the statement, which the Board shall issue (Chapter 18, Section 4 of the Swedish Companies Act), is included in the material distributed to the participants at the Meeting.

The annual general meeting resolved that the funds available shall be appropriated according to the Board's proposal so that SEK 4.00 per share be paid to the shareholders and the remaining profit be brought forward.

The annual general meeting further resolved, in accordance with the Board's proposal, that the first record date for dividend is 27 March 2017 and the second

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record date is 26 September 2017. Furthermore, the chairman noted that the estimated date for payment of dividend is 30 March 2017 and 29 September 2017 respectively.

c. discharge from liability of the members of the Board and the managing director

The annual general meeting resolved to discharge the Board and the CEO from liability for the management of the Company's affairs for the financial year 2016.

It was noted that the members of the Board and the CEO did not take part in the resolution and it was recorded that all shareholders attending the Meeting supported the resolution.

10. Report on the work of the nomination committee

The chairman of the nomination committee, Pierre Stemper, reported on the nomination committee's work and proposals under items 11-13 together with the reasons for its proposals.

11. Determination of the number of members of the Board and deputy members of the Board

The annual general meeting resolved, in accordance with the nomination committee's proposal, that six directors and no deputy directors shall be appointed.

12. Determination of the number of auditors and deputy auditors

The annual general meeting resolved, in accordance with the nomination committee's proposal, that a registered audit firm shall be appointed as auditor and no deputy auditors shall be appointed.

13. Determination of the remuneration to the members of the Board and the auditor

The annual general meeting resolved, in accordance with the nomination committee's proposal, that a total remuneration of SEK 3,769,000 (3,689,000) shall be paid as follows. SEK 3,254,000 (3,214,000), whereof SEK 1,814,000 (unchanged) to the chairman of the Board and SEK 360,000 (350,000) to each of the four other members of the Board who are not employed by the Company.

SEK 515,000 (475,000) as additional remuneration for work in the committees of the Board, to be allocated as follows. SEK 130,000 (110,000) to the chairman of the audit committee and SEK 80,000 (unchanged) to each of the two other members, and SEK 105,000 (85,000) to the chairman of the remuneration committee and SEK 60,000 (unchanged) to each of the two other members of the remuneration committee.

Auditor's fees shall be paid upon approval of the invoice.

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14. Election of members of the Board and the Chairman of the Board

The chairman of the nomination committee, Pierre Stemper, reported on the nomination committee's proposals under items 14-16 together with the reasons for its proposals.

The annual general meeting resolved, in accordance with the nomination committee's proposal under items 14(a)-(g), to elect as Board members, for a term until the end of the next annual general meeting, Andrew Barron, Nicholas Stathopoulos, Joachim Ogland, Monica Caneman, Eva Lindqvist and Anders Nilsson (re-election), and to elect Andrew Barron as the chairman of the Board (re-election).

It was noted that the employees have appointed Marianne Bohlin and Thomas Kadura as Board members, with deputies Fredrika Jonson and Åsa Borgman, for a term until the end of the annual general meeting 2018.

15. Election of auditor

The annual general meeting resolved, in accordance with the nomination committee's proposal, to elect the registered audit firm KPMG AB for the period until the end of the next annual general meeting (re-election).

It was noted that the authorized public accountant Tomas Gerhardsson will continue as auditor in charge for the audit.

16. Resolution on the Board's proposal for guidelines for remuneration to senior executives

The annual general meeting resolved to adopt the guidelines in accordance with the Board's proposal, [appendix 4](#).

Åsa Wesshagen, the Swedish Shareholders' Association, stated that the Short Term Incentive (STI) is on a too high level.

17. Resolution on the Board's proposal on the offer of repurchase of warrants

The annual general meeting resolved to make an offer of repurchase to the holders of warrants of series 2014/2017 and 2014/2018, [appendix 5](#).

18. Resolution on the Board's proposal regarding a long-term share savings incentive program 2017 (LTIP 2017) and transfer of shares under LTIP 2017 and amendment to terms of LTIP 2016 and LTIP 2015 respectively

The annual general meeting resolved, in accordance with the Board's proposal under item 18(A), to implement a long-term share savings program 2017, a.k.a. LTIP 2017, for senior managers and certain other key employees within the Com Hem Group, [appendix 6](#).

The annual general meeting resolved, with the requisite majority and in accordance with the Board's proposal under item 18(B), to transfer up to 360,000 Com Hem shares under LTIP 2017, [appendix 6](#).

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The chairman noted that the annual general meeting shall not resolve on the Board's proposal under item 18(C), since items 18(B) and 18(C) were alternatives.

The annual general meeting resolved, with the requisite majority and in accordance with the Board's proposal under item 18(D), appendix 6.

19. Resolution on the Board's proposal for authorization for the Board to resolve on acquisition of own shares

The annual general meeting resolved, with the requisite majority and in accordance with the Board's proposal, to authorize the Board to, until the end of the next annual general meeting, on one or more occasions, resolve on acquisitions of shares in the Company to such extent that the Company's holding at any time does not exceed a tenth of the total number of shares in the Company. Acquisition of shares may take place on Nasdaq Stockholm. Acquisition of shares at Nasdaq Stockholm shall take place at a price within the officially quoted price range at each occasion, where the price range shall refer to the interval between the highest buying price and the lowest selling price. Payment for shares shall be made through available funds.

It was noted that the purpose of the buy-back authorization is to give the Board the possibility, during the period until the next annual general meeting, to adjust the Company's capital structure and to implement the long-term share savings program, under item 18 above.

20 Resolution on the Board's proposal on a) reduction of the share capital by way of cancellation of own shares; b) increase of the share capital by way of bonus issue; and c) reduction of the share capital by way of cancellation of own shares

The annual general meeting resolved as a joint resolution, unanimously and in accordance with the Board's proposal under item 20(a) and (b), to reduce the share capital by way of cancellation of own shares and to increase the share capital by way of a bonus issue, appendix 7.

The annual general meeting further resolved, unanimously and in accordance with the Board's proposal under item 20(c), to reduce the share capital by way of cancellation of own shares, as stated in appendix 7.

The annual general meeting also resolved, as regards items 20(a)-(c), to authorize the Board to make such minor adjustments to the above resolutions as may be required to file the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB and to take such other measures required to execute the resolutions.

21. Resolution on the Board's proposal on amendment to the Articles of Association

The annual general meeting resolved, unanimously and in accordance with the Board's proposal that § 5 "Euroclear company" in the Company's Articles of Association is amended and given the wording "The company's shares shall be registered in a CSD register pursuant to the Central Securities Depositories and Financial Instruments (Accounts) Act (SFS 1998:1479)" and that § 8 "Auditor" is amended and given the wording "The company shall have not less than one (1) and not more than two (2) auditors and not

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more than two (2) deputy auditors. As auditor and, when applicable, deputy auditor, shall an authorized public accountant or a registered public accounting firm be elected. The appointment as auditor shall apply until the close of the annual general meeting that is held during the first, second, third or fourth financial year after the election of the auditor.

22. Closing of the meeting

As there were no further matters, the chairman declared the Meeting closed.

signature page follows

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Minutes recorded by:

Christina Källenfors

Minutes verified by:

Björn Kristiansson

Emma Gillberg

Johanna Ehn

Proposed agenda for the Annual General Meeting with the shareholders of Com Hem Holding AB (publ) 23 March 2017 at 16.00 CET

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination as to whether the meeting has been duly convened
7. Presentation of:
 - (a) the annual report and the auditor's report; and
 - (b) the consolidated accounts and the auditor's report over the consolidated accounts
8. Report by the CEO and questions from the shareholders
9. Resolution on:
 - (a) adoption of the profit and loss account and the balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet;
 - (b) appropriation of the Company's profit as stated in the adopted balance sheet and record date for dividend; and
 - (c) discharge from liability of the members of the Board and the managing director
10. Report on the work of the nomination committee
11. Determination of the number of members of the Board and deputy members of the Board
12. Determination of the number of auditors and deputy auditors
13. Determination of the remuneration to the members of the Board and the auditor
14. Election of members of the Board and the chairman of the Board:
 - (a) Re-election of Andrew Barron as member of the Board;
 - (b) Re-election of Nicholas Stathopoulos as member of the Board;
 - (c) Re-election of Joachim Ogland as member of the Board;
 - (d) Re-election of Monica Caneman as member of the Board;
 - (e) Re-election of Eva Lindqvist as member of the Board;
 - (f) Re-election of Anders Nilsson as member of the Board; and

- (g) Re-election of Andrew Barron as Chairman of the Board.
- 15. Election of auditor
- 16. Resolution on the Board's proposal for guidelines for remuneration to senior executives
- 17. Resolution on the Board's proposal on the offer of repurchase of warrants
- 18. Resolution on the Board's proposal regarding a long-term share savings incentive program 2017 (LTIP 2017) and transfer of shares under LTIP 2017
- 19. Resolution on the Board's proposal for authorization for the Board to resolve on acquisition of own shares
- 20. Resolution on the Board's proposal on:
 - (a) reduction of the share capital by way of cancellation of own shares;
 - (b) increase of the share capital by way of bonus issue; and;
 - (c) reduction of the share capital by way of cancellation of own shares.
- 21. Resolution on the Board's proposal on amendment to the Articles of Association
- 22. Closing of the meeting

Resolution on guidelines for remuneration to senior executives

The Board of Directors of Com Hem Holding AB (publ) proposes that the annual general meeting resolves to adopt the following guidelines for remuneration to senior executives in Com Hem.

The total amount of remuneration for a person with a senior executive position in Com Hem shall correspond to market practice and shall be competitive in order to attract, motivate and retain key employees. The aim is to create incentives for senior executives to execute strategic plans and deliver excellent operating results and to align such persons' interests with the interests of the shareholders.

Remuneration of the CEO and other senior executives shall consist of a fixed salary, short-term incentives (STI) with variable remuneration paid annually in cash which are linked to achievement of financial targets for Com Hem and/or individual performance targets, and long-term incentives (LTIP) that are share based or share linked, in addition to pension and other customary benefits.

- The fixed salary shall be based on the senior executives' respective competence and area of responsibility. The fixed salary shall form the basis for any STI. The fixed salary is to be reviewed annually.
- STIs shall be based on performance in relation to established targets. The targets shall be individual, measurable and linked to Com Hem's financial performance and/or to specific performances (individual targets). The CEO has an annual STI target of 75 percent of the fixed salary. Provided significant out-performance of the financial targets set in the budget, and/or of individual targets, and approval by the board of directors, the STI for the CEO can amount to a maximum of 169 percent of the fixed salary. The other senior executives' have an annual STI target of up to 50 percent of the fixed salary. Provided that the financial targets and/or the individual targets are significantly out-performed, the other senior executives' STI may amount to a maximum of 113 percent of the fixed salary.
- The vesting period for LTIPs shall be at least three years. LTIPs shall always be based on shares or share linked instruments. LTIPs shall ensure a long-term commitment to the development of Com Hem. Any share based LTIP will be subject to shareholder approval before being launched.
- Other benefits may include company car, health insurance and other customary benefits. Other benefits shall not constitute a significant part of the total remuneration.
- Senior executives shall be offered individual pension plans amounting to a maximum of 30 percent of the fixed salary or in accordance with ITP (collective agreed pension plans). Subject to approval by the board of directors, senior executives residing abroad may be offered pension plans paid in cash corresponding to the premium that would otherwise be payable to insurance companies.
- In the event of termination of employment initiated by the company, the notice period for the CEO and the other senior executives shall be maximum 12 months.

If there are particular grounds for it in a specific case, the Board of Directors may deviate from the guidelines.

OFFICE TRANSLATION ONLY

Item 17 - Resolution on the Board's proposal on an offer to repurchase warrants from certain Board members and senior executives

The Board proposes that the AGM resolves to make an offer of repurchase to the holders of warrants of series 2014/2017 and 2014/2018. The warrants were issued at an extra general meeting on 2 June 2014, in connection with the Company's IPO, under two incentive schemes for a number of the Company's senior executives and Board members respectively. The warrants were issued in two series that may be exercised for new subscription of shares during the period 1 April - 30 June 2017 and 2018 respectively. The Company has the right of first refusal to the warrants, should the holders wish to transfer these. No transfer restrictions apply for shares that have been subscribed for due to the warrants. The holders of these warrants are presented in the table below.

Executive	Holding 2014/2017	Holding 2014/2018
Anders Nilsson	740,960	740,960
Andrew Barron	1,005,717	1,005,717
Jonathan James	296,384	296,384
Monica Caneman	98,795	98,795
Stefan Trampus	49,397	49,937
Eva Lindqvist	49,397	49,397
Christer E. Andersson	48,656	48,656
Total	2,289,306	2,289,306

Due to the fact that the Company is not in need of further liquidity injections, it is proposed that the holders shall be given the option to transfer warrants to the Company instead of having to exercise these for subscription with the subsequent sale of shares. The proposal only concerns the settlement of the warrants and does not entail any changes to the terms of the warrants or the schemes. The proposal (i) is cost neutral for the Company's shareholders compared to if the warrants are to be settled by issuing new shares, which after the issuance would be sold by the warrant holders, whereafter the Company would repurchase the corresponding number of shares on the market, (ii) does not entail any additional tax costs for the Company, (iii) does not entail any transaction fees for the Company, and (iv) is administratively more feasible to manage by the Company and the warrant holders.

The Board thus proposes that the AGM resolves on an offer to repurchase warrants from the holders,

- for series 2014/2017, during the period 25 April – 23 May 2017,
- for series 2014/2018, during the period that commences on the day for publication of the interim report for the first quarter 2018, up and until the day that occurs twelve trading days before the commencement of the so called closed period before the

publication of the interim report for the second quarter 2018 (the closed period commences 30 trading days before the day of the publication of the quarterly report, *i.e.* the tender period commences on the same day as the publication of the interim report for the first quarter 2018, and ends eleven trading days plus 31 calendar days before the publication of the interim report for the second quarter 2018),

for a consideration on market terms, equivalent of the Company's share price, calculated as the volume-weighted average share price ten trading days following the day of tender, with deduction of the warrant's subscription price. An independent valuation firm shall calculate the consideration.

Based on an assumed share price of SEK 91.89 (volume weighted average share price during the ten trading days, 31 January – 13 February 2017), the maximum repurchase price would amount to approximately SEK 43.1 million for series 2014/2017 and SEK 29.7 million for series 2014/2018 respectively, if all warrant holders accept the offer.

Item 18 – Resolution on the Board's proposal regarding a long-term share savings incentive program 2017 (LTIP 2017) and transfer of shares under LTIP 2017 and amendment to terms of LTIP 2016 and LTIP 2015 respectively

The Board hereby proposes that the AGM resolves on the implementation of a long-term share savings incentive program (LTIP 2017). The program corresponds to the long-term share savings incentive programs adopted by the AGM 2016 (LTIP 2016) and the AGM 2015 (LTIP 2015) respectively.

For a description of LTIP 2015 and LTIP 2016 and the other share related incentive programs, reference is made to note 7 in Com Hem's Annual Report for 2016.

This proposal is divided into five items:

Item A: Terms of the long-term share savings incentive program (LTIP 2017).

Item B: Transfer of treasury shares as hedge for delivery of shares under LTIP 2017.

Item C: If item B is not approved, the Board proposes that delivery of shares under LTIP 2017 shall take place by the Company ensuring delivery via a third party.

Item D: Amendment to terms of LTIP 2016 and LTIP 2015

Item E: Other matters and reasons for the proposal etc.

A. Share Savings Program 2017 (LTIP 2017)**A.1 Introduction**

The Board would like to launch a new incentive program in order to increase and strengthen the potential for recruiting and retaining key individuals. The Board therefore proposes that the AGM approves the implementation of a long-term share savings incentive program 2017 (the "**LTIP 2017**") for senior managers and certain other key employees within the Com Hem Group. The aim is also to use LTIP 2017 to create an individual long-term ownership of Com Hem shares among the participants. Participants will, after a qualifying period and assuming an investment of their own in Com Hem shares, receive allotments of additional Com Hem shares without consideration. The number of allotted shares will depend on the number of Com Hem shares they have purchased themselves and on the fulfilment of certain performance targets. The term of LTIP 2017 is proposed to be three years.

A.2 Basic features of LTIP 2017

LTIP 2017 will be directed towards senior managers and other key employees in the Com Hem Group primarily based in Sweden. Participation in LTIP 2017 assumes that the participant acquires and locks Com Hem shares into LTIP 2017 ("**Saving Shares**"). The Board can in certain cases, which the Board deems appropriate, allow Com Hem shares already owned by the participant to qualify as Saving Shares, on condition that they are locked into LTIP 2017 and are not included in LTIP 2015, LTIP 2016 or any other similar incentive program.

For each acquired Saving Share, the participant shall be entitled to, after a certain qualification period (defined below), receive an allotment of one Com Hem share

(“Matching Share”). Dependent on the fulfilment of certain performance targets, the participant may also be entitled to receive allotment of additional Com Hem shares (“Performance Shares”). The participant shall not pay any consideration for the allotted Matching Shares and Performance Shares.

A.3 Participation in LTIP 2017

The Board will decide during Q2 2017 on participation in LTIP 2017 and the assignment of participants to a certain category.

LTIP 2017 is directed towards four categories of participants:

Category	Saving Shares, average number at investment corresponding to 10% of base salary	Matching Shares max per Saving share	Performance Shares max per Saving share
A (CEO)	5,884	1.0x	6.0x
B (CFO)	3,918	1.0x	5.0x
C (other senior managers of the Company management, maximum 16 persons)	1,887	1.0x	4.0x
D (other key employees, maximum 30 persons)	990	1.0x	2.0x

The above is based on a share price of SEK 91.89 (volume weighted average share price during the ten trading days, 31 January – 13 February 2017, following publication of the year-end report for 2016). The maximum number of Saving Shares for each participant shall be decided by the Board within the program’s maximum amount of shares. For the respective participant, the investment in Saving Shares shall not exceed 10 percent of the participant’s annual base salary.

Any resolution on participation in or implementation of LTIP 2017 shall be conditional on that it, in the Board’s judgement, can be offered with reasonable administrative costs and financial effects.

A.4 Allotment of Matching Shares and Performance Shares

Allotment of Matching Shares and Performance Shares within LTIP 2017 will be made during a limited period of time following presentation of the Interim Report for the first quarter 2020. The period up to this date is referred to as the qualification period (vesting period). A condition for the participant to receive allotment of Matching Shares and Performance Shares, is that the participant remains an employee of the Com Hem Group (and has not resigned) during the full qualification period up until allotment and that the participant, during this period, has kept all Saving Shares. Allotment of Matching Shares also requires that the TSR (defined below) for the period has been positive in absolute terms. In addition hereto, allotment of Performance Shares requires that the performance targets for relative TSR and free cash flow are fulfilled.

The TSR (total shareholder return) shall be calculated as the return on Com Hem shares with reinvested dividends during the qualification period. For the Performance Shares, the target shall be set in relation to the TSR performance in a peer group of relevant companies. In order to have any allotment of Performance Shares, Com Hem must reach the median value in the peer group. Maximum allotment assumes performance that is better than 90 percent of the peer group. Allotment will be linear for performance in-between these values. The Board intends to include the following companies in the peer group but may adjust the companies included if any of the companies become delisted or undergo other significant changes that disqualify them from being part of the peer group: Altice, Charter Communications, Comcast, Euskaltel, Liberty Global, MTG, TDC, Tele2, Tele Columbus, Telenet and Telia Company. Adjustments of the peer group and calculation of TSR performance shall be carried out by the Board after consultation with external experts.

Free cash flow shall be measured on cumulative basis for the consolidated Com Hem Group during the term of LTIP 2017. The Board shall establish appropriate target levels in order to make the targets relevant and challenging. Allotment is contingent on Com Hem achieving 90 percent of the target level. The maximum allotment will be made upon achieving 110 percent of the target level. The target level for 2017 is set ensuring that it will only be achieved if the Company delivers in accordance with the financial guidance made by the Company in connection with the Year-end report for 2016.

When assessing the fulfilment of the performance targets for allotment of Performance Shares, the Board shall allocate 60 percent to relative TSR and 40 percent to free cash flow.

The Matching Shares and the Performing Shares do not entitle the holder to receive dividends, but in order to align the participants' and the shareholders' interests, the Company will compensate the participants for any dividends paid on the underlying share during the qualification period by increasing the number of shares that each Matching Share and Performing Share entitles to at the end of the vesting period. It should be noted that the participants in LTIP 2017 will not be compensated for dividend resolved upon at the Annual General Meeting 2017.

Prior to the allotment of Matching Shares and Performance Shares, the Board shall assess whether the allotment is reasonable in relation to the Company's financial results, position and performance, as well as other factors.

A.5 Implementation and administration etc.

The Board, or a committee established by the Board, shall in accordance with the AGM decision:

- (a) be responsible for the detailed design and implementation of LTIP 2017;
- (b) prepare and execute the necessary full-text documentation to the participants; and
- (c) otherwise manage and administer LTIP 2017.

In connection with the delivery of shares to the participants in LTIP 2017, the Board shall furthermore be entitled to offer cash-settlement in order to cover the participant's taxation costs. The Board may also resolve on the implementation of an alternative cash based incentive program for participants in countries where the acquisition of Saving Shares or allotment of Matching and/or Performance Shares is not appropriate, as well as if otherwise considered appropriate. Such alternative incentive program shall to the extent practically possible be designed to correspond to the terms of LTIP 2017.

The intention is that the Board shall launch LTIP 2017 before the end of the second quarter of 2017.

B. Transfer of treasury shares in LTIP 2017

The Board proposes that the AGM resolves that the transfer of up to 360,000 Com Hem shares under LTIP 2017 (includes a 20 percent buffer to compensate for any dividends paid on the underlying share during the qualification period) may take place in accordance with the conditions stated herein. The number is calculated on the basis of maximum participation and fulfilment of performance targets. Transfers of shares to participants in LTIP 2017 shall be made without consideration on the date and under the other conditions on which participants in LTIP 2017 are entitled to acquire shares. The number of Com Hem shares that may be transferred under LTIP 2017 may be subject to customary recalculations as a result of bonus issue, split, rights issue and/or similar events.

Since the Board considers that the most cost-effective and flexible method of transferring Com Hem shares under LTIP 2017 is to transfer treasury shares (the Company's own holding of acquired shares), the Board proposes that the transfer is hedged in accordance with this item B.

The reason for the deviation from the shareholders' pre-emptive rights to acquire the treasury shares is for the Company to hedge the delivery of shares under LTIP 2017.

C. Agreement on delivery via a third party

The Board proposes that the AGM, should the necessary majority not be obtained for item B above, resolves to instruct the Board to ensure that delivery of shares to the participants in LTIP 2017 is made via a third party.

In order to cover the costs for a potential delivery of shares via a third party, the Board will at the AGM 2019 request an authorization to resolve on transfer of up to 360,000 shares on Nasdaq Stockholm.

D. Amendment to terms of LTIP 2016 and LTIP 2015

The Board proposes that the AGM resolves to adopt a detail amendment of the terms for the long-term share savings incentive programs that were adopted at the AGM 2016 (LTIP 2016) and the AGM 2015 (LTIP 2015) respectively.

The Board proposes that the provision in A5 “Implementation and administration etc” for LTIP 2016 is amended so that the following sentence is added in the beginning of the second paragraph for the program:

In connection with the delivery of shares to the participants in LTIP 2016, the Board shall furthermore be entitled to offer cash-settlement in order to cover the participant’s taxation costs.

The Board furthermore proposes that the provision in A5 “Implementation and administration etc” for LTIP 2015 is amended so that the following sentence is added in the beginning of the second paragraph for the program:

In connection with the delivery of shares to the participants in LTIP 2015, the Board shall furthermore be entitled to offer cash-settlement in order to cover the participant’s taxation costs.

E. Other matters

E.1 Majority requirements etc.

The resolution by the AGM regarding the implementation of LTIP 2017 according to item A above shall be conditional on the AGM resolving either in accordance with the Board’s proposal under item B above or in accordance with the Board’s proposal under item C above.

The resolution according to items A and C above will require a majority of more than half of the votes cast at the AGM. A valid resolution under item B and D above requires that shareholders representing not less than nine-tenths of the votes cast as well as the shares represented at the AGM approve the resolution.

E.2 Estimated costs, expenses and financial effects of LTIP 2017

LTIP 2017 will be accounted for in accordance with “IFRS 2 – Share-based payments”. IFRS 2 stipulates that the share allotment shall be expensed as personnel costs during the qualification period and recognition is made directly against equity. Personnel costs in accordance with IFRS 2 do not affect the Company’s cash flow. Social security costs will be expensed in the income statement according to UFR 7 during the qualification period.

Assuming a share price at the time of implementation of SEK 91.50 (closing share price on 13 February 2017), that 50 percent of the maximum number of Performance Shares is allotted and an annual share price increase of 10 percent during the qualification period, the total cost for LTIP 2017, including social security costs, is estimated to approximately SEK 14.5 million before tax. The

corresponding total cost with full achievement of the performance targets is estimated to approximately SEK 22.3 million before tax.

LTIP 2017 will in total comprise of maximum 360,000 shares, which corresponds to approximately 0.19 percent of the total outstanding shares and votes in the Company. The number of shares that are included in previous and outstanding incentive programs amounts to 176,850 shares as regards LTIP 2015, 256,887 shares as regards LTIP 2016 and 4,578,612 shares under the outstanding warrant programs, corresponding to approximately an additional 2.7 percent of the total outstanding shares as at 31 December 2016.

The above calculations are based on a resolution in accordance with item B, i.e. transfer of treasury shares. To the extent that a transfer is made in accordance with item C in order to hedge the obligations under LTIP 2017, other accounting principles may apply.

In the view of the Board, the positive effects expected to arise from LTIP 2017, outweigh the costs associated with LTIP 2017.

E.3 Impact on key ratios

If LTIP 2017 had been implemented in 2016 and if the performance targets had been fully achieved in accordance with the example set out in the paragraph above, the earnings per share for the financial year 2016 should have decreased with SEK 0.02 on a pro forma basis.

E.4 Preparation of the proposal

This proposal to the AGM on LTIP 2017 has been designed by Com Hem's Remuneration Committee and the Board with the help of external advisors. With the exception of members of staff who prepared the material on instructions from the remuneration committee, no employee who may be a participant in LTIP 2017 has participated in preparing the terms for LTIP 2017.

E.5 The Board's explanatory statement

The Board wishes to increase the ability of the Company to recruit and retain key employees. Moreover, an individual long-term ownership among the participants in LTIP 2017 is expected to stimulate greater interest and motivation in the Company's business operations, results and strategy. The Board believes that the implementation of LTIP 2017 will benefit the Company and its shareholders. LTIP 2017 will provide a competitive and motivation-improving incentive for senior managers and other key employees within the Group.

LTIP 2017 has been designed to reward the participants for increased shareholder value by allotting shares, based on the fulfilment of conditions in respect of results and operations. Allotments shall also require a private investment by each respective participant through the acquisition of shares by them at market price. By linking the employees' remuneration to an improvement in the Company's results and value, the long-term value growth of the Company is rewarded. Based on these circumstances, the Board considers that the implementation of LTIP 2017 will have a positive effect on the Com Hem Group's continued development, and will thus be beneficial to the shareholders and the Company.

Item 20 – Resolution on the Board's proposal on a) reduction of the share capital by way of cancellation of own shares, b) increase of the share capital by way of bonus issue and c) reduction of the share capital by way of cancellation of own shares

a) Reduction of the share capital by way of cancellation of own shares

The Board proposes that the AGM resolves to reduce the share capital by way of cancellation of own shares. The purpose of the reduction is allocation to unrestricted equity to be used as resolved by the AGM in accordance with item b) below. The reduction of the share capital shall be made by cancellation of such own shares that are held by the Company three weeks prior to the AGM. The reduction of the share capital shall be made with a total of SEK 5,609,209 by way of cancellation of a total of 5,071,161 shares.

The resolution to reduce the share capital under this item a) may be effectuated without obtaining an authorization from the Swedish Companies Registration Office or, in disputed cases, a court of general jurisdiction, as the Company simultaneously effectuates a bonus issue, as set out under item b) below, with an amount corresponding to no less than the amount the share capital is being reduced with, as set out above. Combined, these measures entail that neither the Company's restricted equity nor its share capital is reduced.

b) Increase of the share capital by way of bonus issue

With the purpose of restoring the share capital after the proposed reduction of the share capital, as set out under item a) above, the Board proposes that the AGM simultaneously resolves to increase the share capital by way of a bonus issue with an amount corresponding to SEK 5,609,209, which equals the amount the share capital is reduced with by way of cancellation of shares, as set out under item a) above. The bonus issue shall be carried out with the amount being transferred from equity without the issuance of new shares.

c) Reduction of the share capital by way of cancellation of own shares

The Board proposes that the AGM resolves to reduce the share capital by way of cancellation of own shares. The purpose of the reduction is allocation to unrestricted equity. The reduction of the share capital shall be made by cancellation of such own shares that are held by the Company at the date of the notification of the resolution to the Swedish Companies Registration Office. The reduction of the share capital shall be made with no more than SEK 20,899,823 by way of cancellation of no more than 18,387,948 shares. The reduction of the share capital is based on the highest quota value that the company's shares can have following the reduction and bonus issue, as set out under items a) and b) above.

Under the Swedish Companies Act, the resolution on reduction may only be effectuated following filing of the resolution with the Swedish Companies Registration Office and after authorization from the Swedish Companies Registration Office has been obtained. The Board shall submit the resolution for filing in the Companies Register within four months from the resolution on the reduction of the share capital.

Resolutions by the AGM in accordance with items 20 a)-b) above shall be adopted as a joint resolution. Resolutions in accordance with items 20 a)-c) require approval by shareholders representing no less than two thirds of the votes cast as well as the shares represented at the AGM. The Board further proposes that the AGM authorizes the Board to make such minor adjustments to the above resolutions as may be required to file the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB and to take such other measures required to execute the resolutions.