

The Nomination Committee of Com Hem Holding AB's (publ) motivated opinion regarding proposal of the Board at the Annual General Meeting, 23 March 2017

Background

The Annual General Meeting (“AGM”) 2016 resolved, in accordance with the Nomination Committee’s proposal, that the Nomination Committee shall, until the general meeting resolves otherwise, be appointed by the three largest shareholders listed in the Company’s share register kept by Euroclear Sweden AB, as of 30 September, as well as the Chairman of the Board. If one or more shareholders do not wish to appoint a representative to the Nomination Committee, the shareholders next in line shall be contacted. If any of the shareholders next in line refrain from appointing a representative of the Nomination Committee, the Chairman of the Board will only need to contact the eight largest shareholders in order to obtain a Nomination Committee composed of at least four members (including the Chairman of the Board). If a Nomination Committee composed of four members (including the Chairman) is not obtained after having contacted the eight largest shareholders, the Chairman shall continue to contact the shareholders that are next in line until a Nomination Committee composed of three members (including the Chairman) has been obtained. The Chairman of the Nomination Committee shall, if the members of the committee unanimously do not agree otherwise, be the member that represents the shareholder controlling the largest number of votes.

Several of the largest shareholders have refrained from appointing a representative to the Nomination Committee and contact has therefore been taken with the largest shareholders next in line. In accordance herewith, a Nomination Committee comprising of three members was published on 28 October 2016, consisting of Pierre Stemper (appointed by Norcell S.à r.l.), chairman, Henry Guest (appointed by Adelphi Capital LLP) and Andrew Barron (Chairman of the Board).

The Nomination Committee’s proposal regarding the Board of Com Hem Holding AB (publ)

The Nomination Committee proposes the following:

- The Board shall consist of unchanged six members with no deputies appointed.
- Re-election of:
 - (a) Andrew Barron as Member of the Board;
 - (b) Nicholas Stathopoulos as Member of the Board;
 - (c) Joachim Ogland as Member of the Board;
 - (d) Monica Caneman as Member of the Board;
 - (e) Eva Lindqvist as Member of the Board;
 - (f) Anders Nilsson as Member of the Board; and
 - (g) Andrew Barron as Chairman of the Board.

Motivated Opinion

The Nomination Committee has held two meetings, in which all members have participated, with additional contact between meetings. As the basis for its work, the Nomination Committee has had, among other documents, an evaluation of the Board and its work.

In order to assess the degree to which the present Board fulfils the requirements to be placed on the Board, given the Company's current position and future direction, the Nomination Committee's discussion has focused on the Board's overall composition with respect to size, experience, expertise, diversity and gender equality. The Nomination Committee has also made an evaluation regarding each member of the Board's possibility to devote the necessary time and commitment for the Board assignment. The Nomination Committee is of the opinion that the existing Board maintains a good balance regarding qualifications and experiences within areas of strategic importance to the Company, such as industrial knowledge, financial and operational expertise, corporate governance and the capital market. The present Board consists of two women corresponding to 33 per cent, and four men, excluding the labor representatives.

The Nomination Committee has assessed that the proposal for the composition of Com Hem's Board meets the requirements of the Swedish Code of Corporate Governance regarding Board members' independence, diversity and breadth of qualifications, experience and background, and the aim for gender equality. The Nomination Committee has in its work applied rule 4.1 in the Swedish Code of Corporate Governance as diversity policy.

Information about the proposed members of the Board

Information about all persons proposed as members of the Board of Com Hem Holding AB (publ), including the evaluation of each proposed member's independence, may be found on the Company's website, www.comhemgroup.com.

February 2017

The Nomination Committee of Com Hem Holding AB (publ)