

## **Resolution on guidelines for remuneration to senior executives**

The Board of Directors of Com Hem Holding AB (publ) proposes that the annual general meeting on 21 May 2015 resolves to adopt the following guidelines for remuneration to senior executives in Com Hem to apply as of 2015.

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 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 as well as to specific performances and processes (individual targets). For the CEO STIs can amount to a maximum of 113 percent of fixed salary provided that financial targets set in the budget are reached. Provided significant out-performance of the financial targets set in the budget, and of individual targets, and approval by the board of directors, the STI for the CEO can amount to a maximum of 169 percent of fixed salary. For other senior executives the STI can amount to a maximum of 68 percent of fixed salary provided that both financial and individual targets are reached, and up to a maximum of 113 percent of fixed salary provided that both financial and individual targets are significantly out-performed.

- 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 a 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 defined contribution pension plans and ITP (collective agreed pension plans).
- In the event of termination of employment initiated by the company, the notice period for the CEO shall be 12 months. For other senior executives the notice period shall be maximum 12 months.

In special circumstances, the Board of Directors may deviate from the above guidelines. In such case, the Board of Directors is obligated to provide for the reason for the deviation at the following annual general meeting.