

## **NOMINATION COMMITTEE PRIOR TO 2015 ANNUAL GENERAL MEETING**

### **Decision regarding appointments**

At the annual meeting held in May 2014, it was resolved that the Nomination Committee, ahead of the 2015 Annual General Meeting, shall be composed of representatives of the four largest shareholders listed in the shareholders' register maintained by Euroclear Sweden AB as of September 30, 2014, and the Chairman of the Board, who will also convene the first meeting of the Nomination Committee. The member representing the largest shareholder shall be appointed Chairman of the Nomination Committee. If earlier than two months prior to the annual general meeting in 2015, one or more of the shareholders having appointed representatives to the Nomination Committee no longer are among the four largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the four largest shareholders may appoint their representatives. Should a member resign from the Nomination Committee before its work is completed and the Nomination Committee considers it necessary to replace him or her, such substitute member is to represent the same shareholder or, if the shareholder is no longer one of the largest shareholders the largest shareholder in turn. Changes to the composition of the Nomination Committee must be announced immediately.

The composition of the Nomination Committee for the Annual General Meeting in 2015 is to be announced no later than six months before that meeting. Remuneration shall not to be paid to the members of the Nomination Committee. The Company is to pay any necessary expenses that the Nomination Committee may incur in its work. The term of office for the Nomination Committee ends when the composition of the following Nomination Committee has been announced.

The Nomination Committee shall make proposals in respect of the Chairman at the Annual General Meeting, members of the Board of Directors, Chairman of the Board, Board fees and other remuneration of each Board member as well as remuneration for committee work, election of and remuneration to the external auditor and proposal for Nomination Committee for the following Annual General Meeting.

Shareholders who have desired to present proposals to the Nomination Committee have had the opportunity to do so.

### **Composition of the Nomination Committee**

The Nomination Committee prior to the 2015 Annual General Meeting comprises of:

Pierre Stemper (representing Norcell S.à r.l.)

Erik Durhan (representing Nordea Funds)

Andrew Barron (Chairman of the Board of Directors of Com Hem Holding AB (publ))

The representatives of the nomination committee jointly represent 37,1 percent of the shares and votes in Com Hem Holding AB (publ).

**The Nomination Committee's proposals for resolutions at the Annual General Meeting of Com Hem Holding AB (publ), 21 May 2015.**

The Nomination Committee has presented the following proposals.

***Item 2 – Election of the Chairman of the Meeting***

The Nomination Committee proposes that Hans Svensson, member of the Swedish Bar Association, is elected as Chairman of the Meeting.

***Item 11 – Determination of the number of Members of the Board of Directors and Deputy Members***

The Nomination Committee proposes that the Board of Directors shall consist of six Board Members to be elected by the General Meeting, without any deputy members.

***Item 12 – Determination of the number of auditors and deputy auditors***

The Nomination Committee proposes that one registered accounting firm shall be elected as auditor, without any deputy auditors.

***Item 13 – Determination of the remuneration to the Members of the Board of Directors and the auditor***

The Nomination Committee proposes a total remuneration to the Board of Directors of SEK 3,689,000, to be allocated as follows:

- SEK 3,214,000, whereof SEK 1,814,000 (unchanged) to the Chairman of the Board of Directors and SEK 350,000 (unchanged) to each of the four other Members of the Board of Directors who are not employed by the Company; and
- SEK 475,000 as additional remuneration for work in the Committees of the Board of Directors, to be allocated as follows:
  - SEK 110,000 (100,000) to the Chairman of the Audit Committee and SEK 80,000 (70,000) to each of the two other Members, and
  - SEK 85,000 (75,000) to the Chairman of the Remuneration Committee and SEK 60,000 (50,000) to each of the two other Members.

The Nomination Committee furthermore proposes that the auditor's fees shall be paid upon approval of their invoice.

***Item 14 – Election of Members of the Board of Directors and the Chairman of the Board of Directors***

The Nomination Committee proposes re-election of the Board Members Andrew Barron, Nicholas Stathopoulos, Joachim Ogland, Monica Caneman, Eva Lindqvist and Anders Nilsson, for the period until the end of the next Annual General Meeting, as well as re-election of Andrew Barron as the Chairman of the Board of Directors.

Joachim Jaginder resigned from his position as Member of the Board of Directors in February 2015.

***Item 15 – Election of auditor***

The Nomination Committee proposes re-election of the registered accounting firm, KPMG AB, for the period until the end of the next Annual General Meeting.

KPMG AB has informed that, subject to the approval of the proposal from the Nomination Committee regarding auditor, the authorized public accountant Thomas Thiel will continue as the auditor in charge for the audit.

***Item 16 – Resolution on the Nomination Committee***

The Nomination Committee proposes that the Nomination Committee, ahead of the Annual General Meeting 2016, shall be composed of representatives of the three largest shareholders listed in the Company's share register kept by Euroclear Sweden AB as well as the Chairman of the Board of Directors. The Chairman of the Board of Directors shall convene the first meeting of the Nomination Committee. The representative representing the largest shareholder shall be appointed as Chairman of the Nomination Committee. If any of the largest shareholders do not wish to appoint a representative to the Nomination Committee, the largest shareholders in turn shall be contacted. If any of the shareholders in turn refrain from appointing a representative to the Nomination Committee, the Chairman of the Board of Directors will only need to contact the eight largest shareholders in order to obtain a Nomination Committee composed of at least three representatives including the Chairman of the Board of Directors. If a Nomination Committee composed of three 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 turn until a Nomination Committee composed of three representatives (including the Chairman) has been obtained.

If earlier than two months prior to the Annual General Meeting 2016, a shareholder having appointed a representative to the Nomination Committee no longer is among the largest shareholders, the representative appointed by such shareholder shall resign and the new shareholder who at such time is among the largest shareholders may appoint a representative. Should a representative of the Nomination Committee before the Committee's work is completed and the Nomination Committee considers it necessary to replace the representative, the shareholder that appointed the resigning representative shall have the right to appoint a new representative, or if the shareholder no longer is among the largest shareholders, the largest shareholder in turn shall have such right. Changes to the composition of the Nomination Committee shall be announced immediately. The term the "largest shareholders" above refers to such number of the largest shareholders which the Chairman of the Board of Directors has contacted in order to obtain a Nomination Committee in accordance with procedure described in the above paragraph.

The Nomination Committee's composition ahead of the Annual General Meeting 2016 will be published six months before the General Meeting, at the latest. The representatives of the Nomination Committee shall not receive any remuneration.

**Other information**

Information about all persons proposed as Members of the Board of Directors of Com Hem Holding AB, the evaluation of each proposed Member's independence, the motivated opinion of the Nomination Committee regarding the proposal for the Board of Directors, and information about proposed auditor, may be found on the Company's website,

www.comhemgroup.com, and will free of charge, be sent to the shareholders who request the Company to do so.

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March 2015

The Nomination Committee of Com Hem Holding AB (publ)