

The Nomination Committee of Com Hem Holding AB's (publ) motivated opinion regarding proposal of the Board of Directors at the Annual General Meeting, 21 May 2015

Background

At the Annual General Meeting 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 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.

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 in turn. In accordance herewith, a Nomination Committee was announced on 21 November 2014, consisting of Pierre Stemper (representing Norcell S.à r.l.), Håkan Berg (representing Swedbank Robur Funds), Erik Durhan (representing Nordea Funds) and Andrew Barron (Chairman of the Board of Directors Com Hem Holding AB (publ)). The Nomination Committee has appointed Pierre Stemper as Committee Chairman. Håkan Berg resigned from the Nomination Committee in February 2015.

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

The Nomination Committee proposes the following:

- The Board of Directors shall consist of six members with no deputies appointed.
- Re-election of the Members of the Board of Directors Andrew Barron, Nicholas Stathopoulos, Joachim Ogland, Monica Caneman, Eva Lindqvist and Anders Nilsson.
- Re-election of Andrew Barron as Chairman of the Board of Directors.
- The Member of the Board of Directors, Joachim Jaginder, has resigned as Member of the Board of Directors in February 2015.

Motivated Opinion

The Nomination Committee has held 2 meetings 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 Com hem'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 of Director'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 Com Hem, such as industrial

knowledge, financial and operational expertise, corporate governance and the capital market. This, also taken into account that one Member of the Board of Directors has resigned as Member of the Board of Directors. The present Board consists of two women corresponding to 33 per cent excluding the labor representatives.

The Nomination Committee has assessed that the proposal for the composition of Com Hem's Board of Directors meets the requirements of the Swedish Code of Corporate Governance regarding independent Members of the Board and the aim for gender equality.

Information about the proposed members of the Board

Information about all persons proposed as Members of the Board of Directors 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.

March 2015

The Nomination Committee of Com Hem Holding AB (publ)