

The Nomination Committee of Com Hem Holding AB's (publ) proposal and motivated opinion regarding proposal of the Board at the Extra General Meeting, 13 June 2017

Background

The Nomination Committee prior to the Extra General Meeting comprises 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).

On 27 April, 2017, Kinnevik AB announced that it had acquired 33.9 million shares, corresponding to an approximate 18.5% interest, in the company from NorCell S.à r.l., the indirect investment holding company of funds advised by BC Partners LLP. The members of the Board Joachim Ogland and Nikos Stathopoulos from BC Partners LLP have informed the Nomination Committee that they intend to resign from the Board in connection with the Extra General Meeting. Kinnevik Sweden Holding AB has to the Nomination Committee proposed election of Thomas Ekman as a new member of the Board.

Proposals for resolutions, etc.

Item 2 – Election of the Chairman of the Meeting

The Nomination Committee proposes that Björn Kristiansson is elected as Chairman of the Meeting.

Item 7 – Determination of the number of Members of the Board and Deputy Members

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

Item 8 – Determination of the remuneration to the Members of the Board

The Nomination Committee proposes that the remuneration to the Members of the Board remains in accordance with the resolution at the Annual General Meeting 2017. Remuneration between new appointed and resigned members of the Board shall be allocated pro rata in relation to the time they have served as Members.

The resolution shall be conditional on the General Meeting resolving in accordance with the proposal under item 9.

Item 9 – Election of Members of the Board

For the period up until the end of the next AGM, the Nomination Committee proposes election of Thomas Ekman as new Member of the Board. As set out above, Joachim Ogland and Nikos Stathopoulos will at their own request resign from the Board in connection with the Extra General Meeting. The Members of the Board Andrew Barron, Monica Caneman, Eva Lindqvist and Anders Nilsson will remain as Members of the Board, with Andrew Barron as Chairman.

Thomas Ekman, born 1969, holds a M.Sc Business and Economics from Stockholm University. Thomas Ekman is CEO of Cabonline Group AB and has between 2011 and 2016 served as CEO of Tele2 Sweden AB and as Executive Vice President for Tele2 AB. Prior thereto, Thomas

Ekman was Commercial Director at Tele2 Sweden AB, Sales director at Viasat Broadcasting and has held several management positions within Modern Times Group MTG AB. Thomas Ekman has previously served as board member of Metro.

Thomas Ekman is independent in relation to the company's major shareholders, the company and company management. Thomas Ekman does not currently hold any shares or other financial instruments in the company.

Motivated opinion

In order to assess the degree to which the proposed Board composition 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 is of the opinion that the proposed Board composition possesses 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 40 per cent, and three 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.

May 2017

The Nomination Committee of Com Hem Holding AB (publ)