

## **NOMINATION COMMITTEE PRIOR TO 2018 ANNUAL GENERAL MEETING**

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.

The Nomination Committee shall make proposals in respect of the Chairman at the AGM, members of the Board, including the Chairman of the Board, remuneration to the Board members respectively as well as remuneration for committee work, election of and remuneration to the external auditor and proposal for Nomination Committee for the following AGM.

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 AGM 2018 comprises of Cristina Stenbeck (appointed by Kinnevik AB), Chairman, Henry Guest (appointed by Adelphi Capital LLP), Paolo Mortarotti (appointed by Tower House Partners LLP) and Andrew Barron (Chairman of the Board).

### **The Nomination Committee’s proposals for resolutions at the AGM of Com Hem Holding AB (publ), 21 March 2018**

The Nomination Committee has presented the following proposals.

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

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

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

The Nomination Committee proposes that the Board shall consist of unchanged five Board members to be elected by the AGM, 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 and the auditor***

The Nomination Committee proposes a total remuneration to the Board of SEK 3,409,000 (unchanged per director), to be allocated as follows:

- SEK 2,894,000 (unchanged per director), whereof SEK 1,814,000 (unchanged) to the chairman of the Board and SEK 360,000 (unchanged) to each of the three other members of the Board who are not employed by the Company; and
- SEK 515,000 (unchanged) as additional remuneration for work in the committees of the Board, to be allocated as follows:
  - SEK 130,000 (unchanged) to the chairman of the audit committee and SEK 80,000 (unchanged) to each of the two other members, and
  - SEK 105,000 (unchanged) to the chairman of the remuneration committee and SEK 60,000 (unchanged) 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 and the Chairman of the Board***

For the period up until the end of the next AGM, the Nomination Committee proposes re-election of:

- (a) Andrew Barron as Member of the Board;
- (b) Monica Caneman as Member of the Board;
- (c) Thomas Ekman as Member of the Board;
- (d) Eva Lindqvist as Member of the Board;
- (e) Anders Nilsson as Member of the Board; and
- (f) Andrew Barron as Chairman of the Board.

***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 AGM.

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

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

The Nomination Committee proposes that until the general meeting resolves otherwise, a Nomination Committee shall be appointed by the representatives of the three largest shareholders listed in the Company's share register kept by Euroclear Sweden AB, as of 30 June, as well as the Chairman of the Board. In the assessment of the three largest shareholders by voting rights, a group of shareholders shall be regarded as one single shareholder provided that they (i) have been grouped in the Euroclear Sweden system or (ii) have made public and notified the Company in writing that they have agreed in writing on a long term joint view on the management of the Company by the way of coordinating the use of their voting rights.

If one or more shareholders do not wish to appoint a representative of the Nomination Committee, the shareholder 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 term “the largest shareholders” below refers to such number of the largest shareholders which the Chairman of the Board has contacted in order to obtain a Nomination Committee in accordance with the procedure just described.

A shareholder, who has appointed a member of the Nomination Committee, has the right to dismiss its appointed member and appoint a new member of the Nomination Committee.

If, earlier than two months prior to the AGM, a shareholder having appointed a member of the Nomination Committee no longer is among the largest shareholders, the member appointed by such shareholder shall resign and the new shareholder who at such time is among the largest shareholders may appoint a new member. A shareholder who has become one of the three largest shareholders later than two months before the AGM shall, instead of having the right to appoint a member of the Nomination Committee, have the right to appoint a co-opted member of the Nomination Committee.

Should a member of the Nomination Committee resign more than two months before the AGM, the shareholder who appointed the resigning member shall have the right to appoint a new member, or if the shareholder no longer is among the largest shareholders, the largest shareholder next in line shall have such right. Should this occur later than two months before the AGM, the resigning member shall only be replaced if the Nomination Committee finds it necessary.

Changes to the composition of the Nomination Committee shall be announced immediately.

The Chairman of the Board shall convene the first meeting of the Nomination Committee. 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.

The Nomination Committee's term of office extends until a new Nomination Committee has been appointed.

The Company provides the Nomination Committee with secretarial services. The Nomination Committee members are not entitled to remuneration, except that the Company may cover for

reasonable expenses in connection with the performance of the Nomination Committee's assignment.

**Other information**

Information about all persons proposed as Members of the Board 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, and information about proposed auditor, may be found on the Company's website, [www.comhemgroup.com](http://www.comhemgroup.com), and will free of charge, be sent to the shareholders who request the Company to do so.

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February 2018

The Nomination Committee of Com Hem Holding AB (publ)