

Nomination Committee of Nobia AB's (publ) proposals, explanatory statement and report on its work prior to the 2012 Annual General Meeting

Background

The Annual General Meeting of Nobia AB (publ) ("Nobia") resolved on the principles for the composition of the Nomination Committee at the Meeting held on 30 March 2011. In accordance with these principles, a Nomination Committee was announced in October 2011 comprising the following owner-representatives: Tomas Billing (Nordstjernan), Björn Franzon (Swedbank Robur funds), Fredrik Palmstierna (Latour) and Sindre Sörbye (Orkla ASA). The owners represented on the Nomination Committee hold slightly more than 40 per cent of the capital and votes in Nobia. The owner-representatives decided that Nobia Board Chairman, Johan Molin, should be a member of the company's Nomination Committee. Tomas Billing was appointed Chairman of the Nomination Committee.

In accordance with the principles adopted by the Annual General Meeting, the task of the Committee was to prepare proposals in the following matters to be presented to the 2012 Annual General Meeting of Nobia:

- the appointment of the Chairman and other members of the company's Board of Directors,
- the Directors' fees, divided between the Chairman and the other members, and any remuneration for committee work,
- election of, and fees to, auditors and deputy auditors, and
- the Chairman of the 2012 Annual General Meeting.

No amendments are proposed to the principles for the composition of the Nomination Committee as adopted by the 2011 Annual General Meeting.

The Nomination Committee held four meetings at which minutes were taken and the Committee members maintained regular contact between meetings. The Nomination Committee received a report from the Board Chairman on the manner in which the Board's work was conducted, and also studied the evaluations performed. Additionally, the Nomination Committee interviewed individual Board members. The Committee discussed the size and composition of the Board in light of the company's situation and strategic challenges.

The Nomination Committee's proposals for decisions

The election of the Chairman and other members of the company's Board of Directors

The Nomination Committee proposes that the Board of Directors, whose members are elected by the Annual General Meeting, be comprised of eight members with no deputies. Lotta Stalin declined re-election after having served as a Board member for five years.

The Nomination Committee proposes that the following current Board members be re-elected: Rolf Eriksen (member since 2010), Bodil Eriksson (member since 2003), Morten Falkenberg (member since 2011), Nora Förisdal Larssen (member since 2011), Johan Molin (member since 2010), Thore Ohlsson (member since 2007) and Fredrik Palmstierna (member since 2006). It is proposed that Lilian Fossum Biner be elected a new member of the Board of Directors. The Nomination Committee proposes that Johan Molin be re-elected as Chairman of the Board.

Lilian Fossum Biner was born in 1962 and graduated with a M.Sc in Business and Economics from the Stockholm School of Economics. She has held senior positions at both Swedish and international companies, most recently at Axel Johnson AB and AB Electrolux. She has a broad background in financial control and business development, specialising in strategic pricing and multi-brand strategies. She is a Board member of Oriflame, Retail & Brands, Thule and Swiss company Givaudan. Lilian Fossum Biner is independent in relation to Nobia and Nobia's company management and largest shareholders. Lilian Fossum Biner does not own any shares or any other financial instruments in Nobia.

The proposal for the composition of Nobia's Board of Directors fulfils the independence requirements of the Swedish Code of Corporate Governance. All of the Board Members, with the exception of Nora Förisdal Larssen, Johan Molin and Fredrik Palmstierna, are considered to be independent in relation to the company's largest owners. All of the Board Members, with the exception of the President Morten Falkenberg, are considered to be independent in relation to the company and company management. The Nomination Committee believes that the composition of the proposed Board of Directors is appropriate with respect to the company's operations, stage of development, strategy and other circumstances, and is characterised by diversity and breadth in terms of competencies, experience and background.

Fees for the Board Chairman and other Board members

The Nomination Committee proposes an adjustment to the Directors' fee per Board member. The reason is that these fees have remained unchanged since the 2009 Annual General Meeting and the Nomination Committee believes that Board work has becoming increasingly comprehensive. The Nomination Committee proposes an increase in Directors' fee for Board members from SEK 315,000 to SEK 325,000. In light of the position of Board Chairman having becoming increasingly demanding, the Nomination Committee proposes that the fee for the Chairman be increased from SEK 790,000 to SEK 850,000. The difference in fees between the Chairman and other Board members is in line with market practice and reflects the differences in responsibilities and level of work involved. It is proposed that no Directors' fees be paid to Board members who receive a salary from the company. It is proposed that the Board's Remuneration Committee continue its work and that no fees be paid to the Remuneration Committee. The Board of Directors has not established an audit committee. The reason for this is that the company's Board believes that such issues can best be addressed by the Board as a whole. This is in line with the decision made at the 2004 Annual General Meeting.

Election of, and fees to, auditors and deputy auditors

The Nomination Committee proposes that KPMG AB, with Helene Willberg as Auditor in Charge, be re-elected as the company's auditors for the period until the conclusion of the following Annual General Meeting.

Furthermore, the Nomination Committee proposes that no deputy auditors be appointed.

It is proposed that fees be paid on current account.

Chairman of the 2012 Annual General Meeting

The Nomination Committee proposes that Board Chairman Johan Molin be appointed Chairman of the 2011 Annual General Meeting.

THE NOMINATION COMMITTEE