

Nomination Committee of Nobia AB's (publ) proposals, explanatory statement and report on its work prior to the 2016 Annual General Meeting

Background

The Annual General Meeting of Nobia AB (publ) ("Nobia") appointed a Nomination Committee at the 2015 Annual General Meeting comprising the following owner representatives: Viveca Ax:son Johnsson (Nordstjernan), Evert Carlsson (Swedbank Robur funds), Fredrik Palmstierna (Latour), Torbjörn Magnusson (If Skadeförsäkring) and Lars Bergkvist (Lannebo funds). The shareholders represented on the Nomination Committee hold about 43.8 per cent of the shares and votes in Nobia.

In accordance with the instruction adopted by the Annual General Meeting, the task of the Nomination Committee was to prepare proposals in the following matters to be presented to the 2016 Annual General Meeting of Nobia:

- the election of the Chairman and other members of the company's Board of Directors,
- the Directors' fees, divided between the Chairman and the other Board members, and any remuneration for Committee work,
- the election of and fees to auditors and deputy auditors (where applicable),
- the election of the Chairman of the Annual General Meeting, and
- the election of members of the Company's Nomination Committee for the period from the end of the Annual General Meeting until the conclusion of the following Annual General Meeting.

In addition, the Nomination Committee is to decide on whether to make any changes to the instruction for the Nomination Committee of Nobia adopted at the 2015 Annual General Meeting.

The Nomination Committee held three 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 internally. Additionally, the Nomination Committee interviewed individual Board members. The Nomination 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 members of the Board of Directors who are elected by General Meetings be comprised of nine individuals with no deputies.

The Nomination Committee proposes that the following current Board members be re-elected: Tomas Billing (Chairman since 2015), Morten Falkenberg (member since 2011), Lilian Fossum Biner (member since 2012), Nora Førisdal Larssen (member since 2011), Thore Ohlsson (member since 2007), Fredrik Palmstierna (member since 2006), Stefan Jacobsson (member since 2014), Ricard Wennerklint (member since 2014) and Christina Ståhl (member since 2015).

The proposal for the composition of Nobia's Board of Directors fulfils the independence requirements of the Swedish Corporate Governance Code. All of the Board members, with the

exception of Tomas Billing, Nora Førisdal Larssen, Fredrik Palmstierna and Ricard Wennerklint, 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.

Similar to previous years, the Nomination Committee based its proposals on ensuring that the Board is characterised by diversity and breadth in terms of competencies, experience and background. The overall evaluation of the Board's work has shown that the Board functions well with productive group dynamics. The Board Chairman shows great dedication in his leadership of the Board's work and creates an open, constructive and pleasant atmosphere at meetings. The Nomination Committee believes that Nobia has a well-functioning Board with a well-balanced composition of individuals regarding competencies, gender distribution, experience and breadth in terms of a variety of qualifications that all complement each other. According to the proposal, the number of women on the Board will amount to three of the nine members elected at the Annual General Meeting including the President, corresponding to 33 per cent. The gender-distribution requirements of the Swedish Corporate Governance Code are thus deemed to be reasonably satisfied.

Fees for the Board Chairman and other Board members

The Nomination Committee proposes an adjustment to the Directors' fees per Board member. The reason is that the Nomination Committee believes that Board work has become increasingly comprehensive. The Nomination Committee proposes that the Directors' fees for Board members be increased from SEK 375,000 to SEK 390,000, and that the fee for the Chairman be increased from SEK 1,000,000 to SEK 1,100,000. 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. The Board of Directors established a drafting Audit Committee in 2016. It is proposed that the fee for the Chairman of the Audit Committee be SEK 100,000 and the fee for members of the Committee be SEK 80,000. It is proposed that the Board's Remuneration Committee continue its work and that no fees be paid to members of the Committee.

Election of, and fees to, auditors and deputy auditors

The Nomination Committee proposes that KPMG AB, with George Pettersson 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 in accordance with approved invoices.

The election of the Chairman of the Annual General Meeting.

The Nomination Committee proposes that Board Chairman Tomas Billing be appointed Chairman of the 2016 Annual General Meeting.

Election of members of the Nomination Committee

The Nomination Committee proposes that the Annual General Meeting elect Viveca Ax:son Johnson representing Nordstjernen, Torbjörn Magnusson representing If Skadeförsäkring, Lars Bergqvist representing Lannebo funds and Arne Lööw representing the Fourth Swedish National Pension Fund as members of the Nomination Committee until the conclusion of the 2017 Annual General Meeting. The Nomination Committee proposes that Viveca Ax:son

Johnson be elected Chairman of the Nomination Committee. The owners proposed to be represented on the Nomination Committee hold approximately 43.5 per cent of the shares and votes in Nobia.

Instruction for the Nomination Committee

No amendments are proposed to the instructions for the Nomination Committee as adopted at the 2015 Annual General Meeting.

NOMINATION COMMITTEE