

Nomination Committee of Nobia AB's (publ) proposals, explanatory statement and report on its work prior to the 2014 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 2011 Annual General Meeting. In accordance with these principles, a Nomination Committee was announced in October 2013 comprising the following owner-representatives: Tomas Billing (Nordstjernan), Björn Franzon (Swedbank Robur funds), Fredrik Palmstierna (Latour) and Ricard Wennerklint (If Skadeförsäkring). The owners represented on the Nomination Committee hold approximately 52 per cent of the shares 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 2014 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,
- principles for the composition of the Nomination Committee, and
- election of, and fees to, auditors and deputy auditors, and the Chairman of the 2014 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. 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.

The Nomination Committee proposes that the following current Board members be re-elected: Morten Falkenberg (member since 2011), Lilian Fossum Biner (member since 2012), Nora Førisdal Larssen (member since 2011), Johan Molin (member since 2010), Thore Ohlsson (member since 2007) and Fredrik Palmstierna (member since 2006). It is proposed that Stefan Jacobsson and Ricard Wennerklint be elected as new Board members. The Nomination Committee proposes that Johan Molin be re-elected as Chairman of the Board.

Stefan Jacobsson was born in 1952. He has extensive experience of international business and international marketing. Stefan Jacobsson's previous positions include President of PUMA AG and Nybron Flooring. He currently serves as the Chairman of Thule Group AB and AB Interpares, and is a Board member of Etac AB.

Ricard Wennerklint was born in 1969. He possesses extensive business experience from holding various positions at If, where he currently serves as Deputy Managing Director. Ricard Wennerklint is also a member of the Sampo Group Executive Committee. If owns 12 per cent of the shares in Nobia AB.

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 Nora Førisdal Larssen, Johan Molin, 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. 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 the Nomination Committee believes that Board work has becoming increasingly comprehensive. The Nomination Committee proposes that the Directors' fee for Board members be increased from SEK 335,000 to SEK 350,000, and that the fee for the Chairman be increased from SEK 900,000 to SEK 945,000. 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 resolution made at the 2004 Annual General Meeting.

Election of, and fees to, auditors and deputy auditors

In accordance with Chapter 9, Section 21a of the Swedish Companies Act, an assignment as auditor for a limited liability company may be a maximum of seven consecutive years. This means that Helen Willberg can no longer serve as the Auditor in Charge for Nobia after the 2014 Annual General Meeting, which is why a new auditor must be elected. However, KPMG can be re-elected since current legislation does not contain any requirement for changing accounting firm. 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.

George Pettersson was born in 1964. He has extensive experience from auditing multinational companies, such as Sandvik AB, Skanska AB and Holmen AB. George Pettersson has been employed at KPMG since 1988 and became a partner in 1996. He is the President of KPMG AB.

Furthermore, the Nomination Committee proposes that no deputy auditors be appointed. It is proposed that fees be paid in accordance with approved invoices.

Principles for the composition of the Nomination Committee

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

Chairman of the 2014 Annual General Meeting

The Nomination Committee proposes that Board Chairman Johan Molin be appointed Chairman of the 2014 Annual General Meeting.

THE NOMINATION COMMITTEE