

INSTRUCTIONS FOR THE NOMINATION COMMITTEE OF NOBIA AB (PUBL)

1. Members of the Nomination Committee

The Nomination Committee shall comprise at least three (3) and not more than four (4) members nominated by major shareholders in the company. The members are to be elected at the Annual General Meeting for the period until the conclusion of the following Annual General Meeting. The Chairman of the Nomination Committee shall also be elected at the Annual General Meeting.

The majority of the members of the Nomination Committee shall be independent in relation to the company and its management. The CEO or any other member of management shall not be a member of the Nomination Committee. At least one of the members of the Nomination Committee shall be independent in relation to the largest shareholder in terms of voting rights in the company, or any group of shareholders that cooperates in respect of governance of the company.

Members of the Board of Directors may be a part of the Nomination Committee, but must not constitute a majority of the Nomination Committee's members. The Chairman of the Board of Directors or any other member of the Board of Directors may not be Chairman of the Nomination Committee. If more than one member of the Board of Directors is a member of the Nomination Committee, not more than one of them may be dependent in relation to the company's major shareholders.

2. Changes in the Nomination Committee

Changes in the composition of the Nomination Committee may be permissible if any of the follow happens.

- (i) A member wishes to step down prematurely or a shareholder wishes to replace their representative, in which case such a request shall be sent to the Chairman of the Nomination Committee (or if the request relates to the Chairman him/herself, to another member of the Nomination Committee) and the receipt of this request shall entail that the request has been executed.
- (ii) A shareholder whose representative is a member of the Nomination Committee sells the entire holdings in the company, in which case the member representing such a shareholder is deemed to have automatically left the Nomination Committee, or if there is otherwise a significant change in the ownership of the company, whereas the Nomination Committee has the right to autonomously decide to discharge and/or appoint additional members for the purpose of a composition of the Nomination Committee reflecting the ownership of the company.
- (iii) The Nomination Committee may offer vacant position on the Nomination Committee to shareholders or representatives of shareholders to reflect the ownership of the company.

When there are changes in the composition of the Nomination Committee, section one (1) above, shall be considered by the Nomination Committee. Changes in the Nomination Committee shall be announced by the company as soon as possible.

3. Duties of the Nomination Committee

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

The Nomination Committee shall prepare and present proposals to the Chairman of the Board well in advance of the Board of Director's notice convening the Annual General meeting regarding:

- (i) election of the Chairman and other members of the company's Board of Directors,
- (ii) Board of Directors fees, divided between the Chairman and the other members, and any remuneration for Committee work,
- (iii) the election of and fees to auditors and deputy auditors (where applicable),
- (iv) election of the Chairman of the Annual General Meeting,

- (v) election of members of the company's Nomination Committee for for a term starting from the close of the Annual General Meeting until the end of the following Annual General Meeting, and
- (vi) resolutions to amend these instructions.

The Nomination Committee's proposals shall be presented in the notice convening the Annual General Meeting. In connection with the publication of the notice of the Annual General Meeting, the Nomination Committee shall ensure that the Nomination Committee's proposals, reasoned opinion and information on how the Nomination Committee has conducted its work are published on the Company's website. When conducting its mission, the Nomination Committee shall otherwise fulfil the duties that the Nomination Committees is obliged to fulfil pursuant to the Swedish Corporate Governance Code.

4. Quorum

The Nomination Committee forms a quorum when at least three (3) members are present. The Nomination Committee's decision is the decision for which more than half of the members present vote i favour. If the number of votes is equal, the decision supported by the Chairman shall apply.

5. Attendance at Annual General Meeting

At least one member of the Nomination Committee should always attend the Annual General Meeting and present the reasons for the Nomination Committee's proposals.

6. Fees

No remuneration is payable to members of the Nomination Committee. The Nomination Committee is entitled to charge the company with costs associated with, for example, recruitment consultants or other expenses necessary for the Nomination Committee to complete its assignments.

7. Changes to these instructions

These instructions for the Nomination Committee shall apply until the Annual General Meeting resolves on any changes thereof.