

## **NOMINATION COMMITTEE PRIOR TO 2017 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 2017 Annual General Meeting comprises of Pierre Stemper (appointed by Norcell S.à r.l.), chairman, Henry Guest (appointed by Adelphi Capital LLP) and Andrew Barron (Chairman of the Board).

### **The Nomination Committee’s proposals for resolutions at the AGM of Com Hem Holding AB (publ), 23 March 2017**

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 six 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 3,769,000 (3,689,000), to be allocated as follows:

- SEK 3,254,000 (3,214,000), whereof SEK 1,814,000 (unchanged) to the chairman of the Board and SEK 360,000 (350,000) to each of the four other members of the Board who are not employed by the Company; and
- SEK 515,000 (475,000) as additional remuneration for work in the committees of the Board, to be allocated as follows:
  - SEK 130,000 (110,000) to the chairman of the audit committee and SEK 80,000 (unchanged) to each of the two other members, and
  - SEK 105,000 (85,000) 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) Nicholas Stathopoulos as Member of the Board;
- (c) Joachim Ogland as Member of the Board;
- (d) Monica Caneman as Member of the Board;
- (e) Eva Lindqvist as Member of the Board;
- (f) Anders Nilsson as Member of the Board; and
- (g) 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.

**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 2017

The Nomination Committee of Com Hem Holding AB (publ)