

The Nomination Committee's of Nobina AB proposals and reasoned statement for decision at the Annual General Meeting of Nobina AB to be held on 31 May 2017

The Nomination Committee and its work

According to the principles resolved by the Annual General Meeting held on 31 May 2016, the Nomination Committee was composed on the basis of the ownership status of Nobina AB (publ) ("Nobina") at the end of September 2016. Thus, the Nomination Committee for the Annual General Meeting 2016 consists of Nuno Caetano (representing Invesco), Pehr-Olof Malmström (representing Danske Capital), Peter Lundkvist (representing the Third Swedish National Pension Fund (AP3)) and Jan Sjöqvist (Chairman of the Board of Nobina). The Chairman of the Nomination Committee is Nuno Caetano.

Shareholders have been able to submit proposals to the Nomination Committee. No proposals have been received.

Ahead of the Annual General Meeting 2017, the Nomination Committee has held three meetings at which minutes were kept with additional contacts between these meetings. The Nomination Committee has been working in accordance with requirements set out in the Swedish Code of Corporate Governance (the "Code") and in accordance with the instructions resolved by the Annual General Meeting 2016.

Proposals of the Nomination Committee

The Chairman of the Meeting

The Nomination Committee proposes Jan Sjöqvist to be elected as Chairman of the Meeting.

Members of the Board of Directors

The Board of Directors in Nobina is proposed to consist of six members with no deputy members. For the period until the next Annual General Meeting the following members of the Board of Directors are proposed to be re-elected: Jan Sjöqvist, Ragnar Norbäck, John Allkins and Graham Oldroyd. The current members of the Board of Directors, Birgitta Kantola and Axel Hjärne, have declined re-election. Monica Lingegård and Liselott Kilaas are proposed to be elected as new members of the Board of Directors.

Monica Lingegård is currently CEO of Samhall AB, Chairman of the Board of Directors of SSC and member of Orio and Almega. She has previously served as CEO of G4S Secure Solutions and Prenax Global.

Liselott Kilaas is currently member of the Board of Directors of DNV-GL. She has previously served as CEO of Aleris AB and as a member of the Board of Directors of Polaris Media ASA, Telenor ASA, I.M. Skaugen SE and Norges Bank.

Detailed information about all persons proposed to be re-elected as members of the Board of Directors, including the Nomination Committee's assessment of each member's independence, can be found on Nobina's website, www.nobina.com.

Chairman of the Board of Directors

The Nomination Committee proposes Jan Sjöqvist to be re-elected as Chairman of Board of Directors.

Remuneration of the Board of Directors

The remuneration for the members of the Board of Directors is proposed to remain unchanged from last year. Thus, the total remuneration for the Board of Directors is proposed to be SEK 3,000,000 to be allocated SEK 900,000 to the Chairman and SEK 450,000 to each non-executive member of the Board of Directors. Ragnar Norbäck as the CEO of the Company shall not receive additional remuneration for being a member of the board of directors until his employment ends on 2 October 2017.

Auditors

PriceWaterhouse Coopers AB is proposed to be re-elected as the Company's auditor for the period until the next Annual General Meeting.

Remuneration of the Auditors

The auditors' fee is proposed to be paid in accordance with invoices approved by the Board of Directors.

Proposal on principles for the composition of the Nomination Committee

The Nomination Committee proposes to leave the principles for composition and appointment of the Nomination Committee unchanged.

Reasoned statement of the Nomination Committee

The Nomination Committee has evaluated the Board of Directors and its work by, inter alia, interviewing all current board members and having a separate meeting with the Chairman of Nobina's Audit Committee.

Following these interviews the Nomination Committee has, by way of systematic procedure and with assistance from an external recruitment firm, searched for two board members. The goal has been to provide the Board of Directors with the overall competence and experience required to lead the company's operations optimally. The Nomination Committee aimed improve the gender balance and to further strengthen the industrial, operational digitalization experience among the Board of Directors. In particular the strategy, objectives and the requirements that the future development of Nobina will impose on the Board have been observed. The Nomination Committee's proposal also takes into account versatility as well as breadth of experience and background, and complies with the stipulations of the Code. In its work the Nomination Committee discussed requirements for diversity. The Nomination Committee's ambition is that the proportion of female board members shall be further increased and overtime is in line with the recommendations from the Swedish Corporate Governance Board.

Furthermore the Nomination Committee has also taken into account the number of board assignments in other companies of each board member.

The Nomination Committee is of the opinion that the board members proposed to the Annual General Meeting 2017 represent a good breadth in terms of industry, market and financial expertise. Furthermore the Nomination Committee concluded that the proposed Board of Directors meets applicable requirements regarding independence.

All decisions by the Nomination Committee have been unanimous.

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