

Proposal on guidelines for remuneration to senior management

The board of directors proposes that the Meeting resolves on the following guidelines for remuneration to Nobina's senior management for the period until the end of the next annual general meeting. The guidelines shall apply to agreements concluded after the annual general meeting 2018.

Nobina's senior management comprises the CEO, managing directors of the subsidiaries, CFO, director of HR, general counsel & chief compliance officer and head of business development & group functions.

In order for the Company to be able to attract, develop and retain senior management with relevant experience and competence, it is important to have a competitive remuneration package in line with market terms for senior management in similar sectors.

The remuneration for the senior management shall consist of fixed salary, variable remuneration, pension and other customary benefits as well as any severance pay. The total remuneration shall be marketable and competitive and reflect the performance and accountability of the employee. The variable remuneration shall be based on the individual's performance and the company's performance against predetermined targets. Evaluation of targets shall take place annually. The variable remuneration shall consist of a cash bonus as the board determines.

In addition, senior management may, on market terms, be offered to participate in various incentive schemes. The overall purpose of each such incentive scheme shall be to align the interest of senior management with the interest of Nobina's shareholders. Accordingly, an incentive scheme of Nobina should promote a shareholding in the company. A resolution to implement an incentive schemes that is share based shall be made at an annual general meeting or at an extraordinary general meeting of Nobina.

Pension costs consist of defined contribution, where the premium is 35% of the pensionable salary. The pensionable salary is the basic salary as long as the CEO remains an employee of the company. Termination salary is pensionable.

In the event of termination of employment, senior managers are entitled to a maximum of 18 months' compensation including salary during the notice period. A six-month mutual notice of termination period shall apply between Nobina and the CEO. For the other senior managers, a notice period that is shorter than six months may apply. In addition, a maximum of twelve months of remuneration is payable to the CEO should employment be terminated by Nobina, and for the other senior managers a shorter period than twelve months may apply.

The board of directors shall have the right to deviate from the above guidelines if, in an individual case, special circumstances exist.

The guidelines for remuneration to senior management adopted by the previous annual general meeting of the Company have fulfilled its purpose in a satisfactory manner.

Information on the main terms and conditions of employment that applied to Nobina's senior management in 2017/2018 are set out in Nobina's corporate governance report for 2017/2018.

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