

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 29 May 2019

The Nomination Committee and its work

According to the principles resolved by the annual general meeting held on 31 May 2018, the Nomination Committee was composed on the basis of the ownership status of Nobina AB (publ) (“**Nobina**”) at the end of September 2018. Thus, the Nomination Committee for the annual general meeting 2019 consists of Nuno Caetano (representing Invesco), Johan Strandberg (representing SEB), Mattias Cullin (representing Danske Capital) and Jan Sjöqvist (chairman of the board of Nobina). The chairman of the nomination committee is Johan Strandberg.

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

Ahead of the annual general meeting 2019, the Nomination Committee has held four 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 2018.

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 seven 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, John Allkins, Graham Oldroyd, Monica Lingegård, Liselott Kilaas and Bertil Persson. Johan Bygge is proposed to be elected as new member of the board of directors and vice chairman of the board.

Johan Bygge is senior advisor to EQT Asia and member of the board of directors in a number of EQT-affiliated companies. He is chairman of the board of directors in PSM Holdings Ltd and member of the board of directors of Getinge AB and SNS. He has a wide experience of previous board work and has, among other things, been member of the board of directors of Anticimex, Sanitec, Swiss Smile and I-Med Plc. Johan Bygge has also been Deputy CEO of Electrolux, COO of EQT AB and CFO of Investor AB.

Detailed information about all persons proposed to be elected and 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 that Jan Sjöqvist is re-elected as chairman of board of directors and that Johan Bygge is elected as vice chairman of the board of directors.

Remuneration of the board of directors

The remuneration for the members of the board of directors for their board work is proposed to remain unchanged from last year. Extra remuneration is proposed to be paid for work in the audit committee with SEK 100,000 to the chairman of the committee and SEK 50,000 to each of the ordinary members of the committee. Thus, the total remuneration for the board of directors is proposed to be SEK 3,800,000 to be allocated SEK 900,000 to the chairman and SEK 450,000 to each member of the board of directors, and remuneration for the mentioned committee work.

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, interviews and having a separate meeting with the chairman of Nobina's audit committee.

Following this review, the Nomination Committee has, by way of systematic procedure and with assistance from an external recruitment firm, searched for one board member. 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 and applied section 4.1 of the Code as its diversity policy. 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 2019 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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