

The nomination committee's proposals and reasoned statement for decisions at the annual general meeting of Nobina AB (publ) to be held on 28 May 2020

The nomination committee and its work

According to the principles resolved by the annual general meeting held on 29 May 2019, the nomination committee was composed on the basis of the ownership status of Nobina AB (publ) (“**Nobina**”) at the end of September 2019. Thus, the nomination committee for the annual general meeting 2020 consists of Nuno Caetano (representing Invesco), Peter Lundkvist (representing AP3), Mattias Cullin (representing Danske Invest Fonder) and Jan Sjöqvist (chairman of the board of directors 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 2020, the nomination committee has held two meetings, at which minutes were kept, with additional contacts between these meetings. The nomination committee has been working in accordance with the requirements set out in the Swedish Code of Corporate Governance (the “**Code**”) and in accordance with the instructions resolved by the annual general meeting 2019.

Proposals of the nomination committee

Chairman of the annual general meeting

The nomination committee proposes that Carl Westerberg, member of the Swedish Bar Association, is appointed as chairman of the annual general meeting.

Members of the board of directors

The board of directors of Nobina is proposed to consist of five 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: John Allkins, Graham Oldroyd, Liselott Kilaas, Bertil Persson and Johan Bygge. Jan Sjöqvist and Monica Lingegård have declined re-election. Johan Bygge is proposed to be elected as new chairman of the board of directors.

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 that Johan Bygge is elected as new chairman of the board of directors.

Remuneration for the members of the board of directors

The remuneration for the members of the board of directors for their committee work as well as for their board work is proposed to remain unchanged from last year. Thus, the total

remuneration for the members of the board of directors is proposed to be SEK 2,900,000 to be allocated SEK 900,000 to the chairman of the board of directors, SEK 450,000 to each of the other members of the board of directors, SEK 100,000 to the chairman of the audit committee and SEK 50,000 to each of the other members of the audit committee.

Auditor

In accordance with the audit committee's recommendation, PricewaterhouseCoopers AB is proposed to be re-elected as Nobina's auditor for the period until the next annual general meeting.

Remuneration for the auditor

The auditor's 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.

Proposal on an instruction for the nomination committee

The members of the nomination committee

The members of the nomination committee are to promote the common interests of all shareholders and not to reveal the content and details of nominations discussions unduly. Each member of the nomination committee is to consider carefully whether there is any conflict of interest or other circumstance that makes membership of the nomination committee inappropriate before accepting the assignment.

Tasks of the nomination committee

The nomination committee shall fulfil the tasks set out in the Code and shall, when applicable, present proposals to an upcoming general meeting as regards:

- (a) Election of the chairman of the general meeting.
- (b) The number of members of the board of directors to be elected by the general meeting.
- (c) Election of the chairman and the members of the board of directors.
- (d) Fees and other remuneration to each of the elected board members and to the members of the board of director's committees.
- (e) Election of the auditor/auditors.
- (f) Remuneration to the auditor/auditors.
- (g) Principles for the composition of the nomination committee.
- (h) Any changes regarding the instructions for the nomination committee.

Reasoned statement of the nomination committee

The nomination committee has evaluated the board of directors and its work by, *inter alia*, interviewing all current members of the board of directors, and by having a separate meeting with the chairman of Nobina's audit committee.

The goal has been to provide the board of directors with the overall competence and experience required to lead Nobina's operations optimally. The nomination committee has aimed to improve the gender balance and to further strengthen the industrial, operational digitalisation 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 of directors have been observed. The nomination committee's proposals also take 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 also has discussed the 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 2020 represent a good breadth in terms of industry, market and financial expertise. Furthermore, the nomination committee has concluded that the proposed board of directors meets applicable requirements regarding independence.

All decisions by the nomination committee have been unanimous.