

Translation

The nomination committee's proposals and reasoned statement for decisions at the annual general meeting of Nobina AB (publ) to be held on 31 May 2021

The nomination committee and its work

According to the principles resolved by the annual general meeting held on 28 May 2020, the nomination committee was composed on the basis of the ownership status of Nobina AB (publ) (“**Nobina**”) at the end of September 2020. Thus, the nomination committee for the annual general meeting 2021 consists of Nuno Caetano (appointed by Invesco), Peter Lundkvist (appointed by AP3), Ulrik Grönvall (appointed by Swedbank Robur) and Johan Bygge (chairman of the board of directors of Nobina). The chairman of the nomination committee is Peter Lundkvist.

Shareholders have been able to submit proposals to the nomination committee. No proposals have been received.

Ahead of the annual general meeting 2021, the nomination committee has held two meetings, at which minutes were kept, with additional contacts and meetings 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 2020.

Proposals of the nomination committee

Chairman of the annual general meeting

The nomination committee proposes Johan Bygge to be elected 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: Graham Oldroyd, Liselott Kilaas, Bertil Persson and Johan Bygge. John Allkins has declined re-election.

Malin Frenning is proposed as new member of the board of directors.

Malin Frenning is currently executive vice president and head of infrastructure division at AFRY and a member of the board of directors of Hexatronic Group AB. She is also a member of the Swedish Agency for Marine and Water Management’s advisory council and an expert in the Government’s partnership group for climate neutral industry. She has previously served as, *inter alia*, director of the County Council of Stockholm.

Detailed information about all persons proposed to be 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 chairman of the board of directors.

Remuneration for the members of the board of directors

The remuneration committee proposes that remuneration for the members of the board of directors is paid with a total amount of SEK 3,050,000 (2,900,000), which is an increase with approximately five per cent compared to 2020. Last year's remuneration is set out in brackets. The remuneration is proposed to amount to SEK 475,000 (450,000) for each board member and SEK 950,000 (900,000) for the chairman. For work in the board of directors' audit committee, remuneration is proposed with SEK 100,000 (100,000) for the chairman and SEK 50,000 (50,000) for each ordinary member of the committee. Currently, the audit committee is composed of one chairman and two ordinary board members. Remuneration shall not be paid for work in the remuneration committee.

Auditor

PricewaterhouseCoopers AB was elected as auditor at the annual general meeting 2020 for a period of one year up until the annual general meeting 2021. The audit committee has evaluated the audit work and the nomination committee proposes that PricewaterhouseCoopers AB be re-elected as auditor for one year in accordance with the audit committee's recommendation and preference.

Remuneration for the auditor

Remuneration for the auditor 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, however that such principles are to be clarified as regards that the chairman of the board of directors shall convene the nomination committee's first meeting.

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 unduly reveal the content and details of the nomination committee's discussions. 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

Prior to an upcoming general meeting, the nomination committee is to, when applicable, present proposals to the 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) An instruction 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 the company's operations optimally. The nomination committee has applied Section 4.1 of the Code as its diversity policy. The nomination committee has aimed to improve the gender balance and to further strengthen the industrial, operational experience in 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, over time, be 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 2021 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.