

**The Nomination Committee's proposal regarding the criteria for appointment of the Nomination Committee for the AGM 2017 (item 14)**

The Nomination Committee proposes that the AGM resolve to establish the following process on how to form a Nomination Committee for the AGM 2017.

The Nomination Committee is to prepare proposals to the shareholders' meeting on electoral and remuneration issues as well propose a process for the appointment of a Nomination Committee ahead of the following year's shareholders' meeting. The members of the Nomination Committee are to promote the interests of all shareholders and shall take the Company's international operations, governance structure and control into consideration when preparing its proposals.

The Nomination Committee shall consist of a minimum of three and maximum of four members (to be decided by the Chairman of the Board of Directors), of which up to three members shall be appointed by the three shareholders (or group of shareholders) controlling the largest number of votes in the Company that wish to appoint a representative. In addition, the Chairman of the Board of Directors (who shall convene the first meeting) shall be on the Nomination Committee. Any member of the executive management of the company may not be part of the nomination committee.

The term of office for the Nomination Committee is until a new Nomination Committee has been appointed. Unless the committee members decide otherwise, the Chairman of the Nomination Committee shall be the member that represents the shareholder with the largest shareholding in the Company.

The selection of the three largest shareholders shall be made on the basis of the share register of the Company kept by Euroclear Sweden AB as of the last banking day in August 2016 and other reliable shareholder information the Company has obtained at this time. When determining who are the three largest shareholders with regard to the number of votes held, a group of shareholders shall be considered one owner if they (i) have been organized as a group in the Euroclear system, or (ii) have made public and notified the Company that they have made a written agreement to take - through the coordinated exercise of voting rights - a common long-term view on the management of the Company. The names of the representatives and the names of the shareholders they represent shall be announced as soon as they have been appointed, but never later than six months before the AGM.

If, during the term of office of the Nomination Committee, one or more of the shareholders having appointed a representative to the Nomination Committee no longer is among the three largest shareholders with regard to the number of votes held, representatives appointed by these shareholders shall resign and the shareholder or shareholders who then are among the three largest shareholders with regard to the number of votes held, may appoint their representatives. Unless there are special circumstances, no changes shall be made in the composition of the Nomination Committee if there are only marginal changes in the number of votes held or if the change occurs later than three months before the AGM 2017. A shareholder who has appointed a representative as member of the Nomination Committee has the right to dismiss such member and appoint a new representative as member of the committee. Changes in the composition of the Nomination Committee shall be announced as soon as they have occurred.

The Nomination Committee shall prepare the below proposals to be submitted to the AGM 2017 for resolution:

- a) proposal regarding Chairman of the AGM,
- b) proposal regarding the Board of directors,
- c) proposal regarding Chairman of the Board of Directors,
- d) proposal regarding auditors
- e) proposal regarding members' fees for each of the members as well as remuneration for committee work,
- f) proposal regarding auditor's fees, and
- g) proposal regarding the Nomination Committee for the AGM 2018.

The Nomination Committee shall, when performing its duties, also fulfill the assignments of a Nomination Committee set out in the Swedish Code on Corporate Governance.

The Company shall, upon request of the Nomination Committee, provide personnel resources such as secretary function for the Nomination Committee to facilitate the work of the committee. If needed, the Company shall also be able to pay reasonable costs for external consultants that the Nomination Committee deems necessary in order for the Committee to be able to fulfill its assignment.

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*The Nomination Committee*