

*This is an office translation. In case of any inconsistency, the Swedish version shall prevail.*

## **Comprehensive proposal regarding principles for the appointment of a nomination committee in Rejlers AB (publ)**

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The annual general meeting held in 2015 adopted instructions concerning appointment of the nomination committee. This instruction is now proposed to be amended to the following wording and shall apply until the general meeting has resolved on amending the principles for the appointment of a nomination committee.

The nomination committee shall consist of representatives of the three largest shareholders by votes per the last banking day of August each year. It is proposed that the annual general meeting resolves to authorize the chairman of the board of directors to annually contact the three largest shareholders, who will each elect a representative that will form the nomination committee for the period until a new nomination committee has been elected following the forthcoming annual general meeting or, if necessary, until a new nomination committee has been elected. When determining the three largest shareholders, a group of shareholders shall be regarded as one owner provided that they have been grouped together in the Euroclear's system. The chairman of the nomination committee shall be elected by the nomination committee. Should any of the three largest shareholders waive their right to appoint a member to the nomination committee, the right is transferred to the fourth largest shareholder and so on. Not more than three additional shareholders need to be contacted. If the nomination committee still does not consist of at least three members, the nomination committee may elect sufficient amount of members by themselves. When a shareholder is contacted with a request of appointing a member in the nomination committee, the chairman of the board of directors shall lay down necessary administrative rules, such as a last reply date etc. Should any member of the nomination committee resign before the work is concluded, and if deemed necessary, a replacement member shall be elected by the same shareholder that elected the resigned member or, if the shareholder does no longer represent the three largest shareholders, of the shareholder representing this group. The members of the nomination committee shall be elected in consideration of that the majority of the members of the nomination committee shall be independent in relation to the Company and the company management. In addition, the nomination committee shall observe what from time to time is stated in the Swedish corporate governance code. The members of the nomination committee shall not receive any remuneration. Any costs incurred in connection with the work of the nomination committee shall be paid by the Company. The names of the members of the nomination committee shall be made public at the Company's website six months before the annual general meeting.

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Stockholm, April 2016  
*The board of directors*