

*English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **INSTRUCTION FOR THE NOMINATION COMMITTEE**

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The following principles for the composition and work of the nomination committee in Nyfosa AB, Corp. Reg. No. 559131-0833, (the “**Company**”) shall be applicable until the General Meeting resolves otherwise.

### **1. THE COMPOSITION OF THE NOMINATION COMMITTEE**

The chairman of the Board shall contact the four shareholders holding the highest percentage of voting rights in the Company as shown in the share register kept by Euroclear Sweden as of July 31 and each shareholder will get the opportunity to appoint one representative who together with the chairman of the Board will constitute the nomination committee.

If any of the shareholders holding the highest percentage of voting rights does not exercise its right to appoint a member, the right to appoint such a member is transferred to the shareholder holding the next highest percentage of voting rights who does not already have the right to appoint a member of the nomination committee.

The chairman of the nomination committee shall be the member who represents the shareholder holding the highest percentage of voting rights, if not otherwise decided upon by the nomination committee. However, the chairman of the Board shall never be the chairman of the nomination committee.

The names of the members of the nomination committee shall be published as soon as the nomination committee has been appointed but no later than six months before the next Annual General Meeting. The nomination committee is appointed for a mandate period commencing at the time its composition is published until a new nomination committee has been appointed.

If there is a change in the ownership of the Company after July 31 but before the nomination committee’s complete proposals have been published, and if a shareholder, which after this change in ownership becomes one of the four shareholders holding the highest percentage of voting rights in the Company, presents a request to the chairman of the nomination committee about joining the nomination committee, this shareholder will after approval of the nomination committee have the right to appoint one additional member of the nomination committee.

If a member appointed by a shareholder leaves the nomination committee during its term or if such a member is unable to fulfil its assignment, the nomination committee shall request the shareholder who has appointed the member to within reasonable time appoint a new member. If the shareholder does not exercise its right to appoint a new member, the right to appoint such member passes to the shareholder holding the following highest percentage of voting rights, who has not already appointed or refrained from appointing a member of the nomination committee. Changes in composition of the nomination committee shall be made public immediately.

### **2. DUTIES OF THE NOMINATION COMMITTEE**

The nomination committee shall perform its duties in accordance with this instruction and applicable rules. In its assignment it is included that the nomination committee shall present proposals regarding the matters below, to be put forward to the Annual General Meeting:

- proposal for number of Directors and auditors and, where applicable, deputies of auditors,

- proposal for chairman of the General Meeting,
- proposal for Directors of the Board,
- proposal for chairman of the Board,
- proposal for fees payable to the Board, divided between the chairman and the other Directors, as well as fees payable for committee work,
- proposal for auditors and, where applicable, deputies of auditors,
- proposal for fees payable to the auditor and
- where considered necessary, proposed amendments to these instructions for the nomination committee.

At other General Meetings than the Annual General Meeting, the proposals of the nomination committee shall include the appointments that shall take place at the meeting.

The proposals of the nomination committee shall be addressed to the Company and sent to the chairman of the Board no later than six weeks before the Annual General Meeting and comply with the Swedish Companies Act as well as paragraph 4.1 in the Swedish Corporate Governance Code regarding appointment of Board of Directors.

### **3. MEETINGS**

The nomination committee shall meet when necessary in order to fulfil its duties, however, at least once a year. Notice to meetings shall be issued by the chairman of the nomination committee. If a member requests that the nomination committee shall convene, that request shall be complied with.

The nomination committee is competent to make decisions if at least two of its members are present. The decisions of the nomination committee are passed by a simple majority of votes cast by members present at the meeting. In the event of tied votes, the chairman has the casting vote.

### **4. FEES**

No fee shall be paid to the members of the nomination committee. However, the Company is responsible for reasonable costs which are associated with the duties of the nomination committee.

### **5. ATTENDANCE OF THE NOMINATION COMMITTEE AT GENERAL MEETINGS**

Representatives of the nomination committee should always attend the Annual General Meeting.

### **6. CHANGES OF THIS INSTRUCITON**

The nomination committee shall continuously evaluate these instructions and its work and submit proposals of such changes of this instruction when considered appropriate.

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**Adopted at the Annual General Meeting May 9, 2019**  
*The Nomination Committee of Nyfosa AB*