

## **INSTRUCTIONS FOR THE NOMINATION COMMITTEE OF NCC AB (PUBL) ("THE COMPANY")**

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### **1. Nomination Committee members**

The Nomination Committee shall comprise at least three (3) and not more than four (4) members nominated by major shareholders of the Company. Prior to the Annual General Meeting (AGM), the Company shall coordinate the nomination procedure by giving the four largest shareholders in the Company in terms of voting rights as per the share register maintained by Euroclear Sweden AB on the last banking day in December each year the opportunity to nominate one member to the Nomination Committee for the AGM. If the requested shareholder declines to nominate a member of the Nomination Committee and this results in less than three members being nominated through the above procedure, the Company shall give additional shareholders – in order of voting power – the opportunity to nominate one member each until such time as three members have been nominated. However, the Company is not obliged to consult more than five additional shareholders. The members are then to be elected by the AGM for the period up to the close of the next AGM. The Chairman of the Nomination Committee shall similarly be elected by the AGM. The individual nominated in accordance with the above nomination procedure by the largest shareholder in terms of voting rights is to be nominated as Chairman of the Nomination Committee unless the shareholders eligible to nominate members agree that one of the other nominated members is to be proposed as Chairman of the Nomination Committee.

The above nomination procedure shall take into account that the majority of the members of the Nomination Committee are to be independent in relation to the Company and the Senior Management Team. The CEO is not to be a member of the Nomination Committee, nor is any other member of the Senior Management Team. At least one of the members of the Nomination Committee shall be independent in relation to the largest shareholder in terms of voting rights in the Company or any group of shareholders that cooperates in respect of governance of the Company.

Members of the Board may be members of the Nomination Committee but must not constitute a majority of the Nomination Committee's members. The Chairman or any other member of the Board may not be the Nomination Committee's Chairman. If more than one Board member is a member of the Nomination Committee, not more than one of them may be dependent in relation to the company's major shareholders.

### **2. Changes in the Nomination Committee**

Changes in the composition of the Nomination Committee may be permissible in the following cases:

- (i) a member dies or wishes to step down prematurely or a shareholder wishes to change his/her nominated member, whereby a request must be sent to the Chairman of the Nomination Committee (or if the request pertains to the Chairman, to another member of the Nomination Committee) and reception of the request shall entail that it has been executed.
- (ii) a shareholder who has him/herself nominated a member of the Nomination Committee sells his/her entire holding in the Company, whereby such a nominated member may be considered to have automatically stepped down from the Nomination Committee, or if there is some other significant change of ownership in the Company, whereby the Nomination Committee is entitled to independently decide to dismiss and/or appoint additional members in order for the composition of the Nomination Committee to reflect ownership conditions in the Company.
- (iii) the Nomination Committee may offer vacant positions in the Nomination Committee to shareholders or members nominated by shareholders in order for the composition of the Nomination Committee to reflect ownership conditions in the company.

- (iv) should changes occur in the composition of the Nomination Committee, the Nomination Committee must consider the stipulations of Item 1 above. Changes in the Nomination Committee must be disclosed by the Company as soon as possible.

### **3. Nomination Committee's mission**

The Chairman of the Nomination Committee is the convener of the Nomination Committee's first meeting. The Nomination Committee shall formulate proposals on the following and submit them to the Chairman of the Board well in advance of the Board having to issue the official notice of the AGM:

- (i) election of Chairman of the Board and other members of the Company's Board,
- (ii) director fees divided among the Chairman and other Board members, as well as any remuneration for work on committees,
- (iii) election of and fees to the Auditor
- (iv) election of Chairman of the AGM,
- (v) election of members of the Company's Nomination Committee for a term starting from the close of the AGM until the end of the following AGM (taking into account what is stated in Item 1 above), and
- (vi) resolutions to amend these instructions.

The Nomination Committee's proposals are to be presented in the official notice convening the AGM. In connection with issuance of the official notice, the Nomination Committee must ensure that the Committee's proposals, reasoned opinion and information on how the Committee has conducted its work are published on the Company's website. When conducting its mission, the Nomination Committee shall otherwise fulfill the duties that the Nomination Committee is obliged to fulfill pursuant to the Swedish Code of Corporate Governance.

### **4. Quorum**

The Nomination Committee is quorate if at least two (2) members are present. A decision of the Nomination Committee is valid if it is supported by more than half of the members present. In the event of a tied vote, the Chairman shall have the casting vote.

### **5. Attendance at the AGM**

At least one member of the Nomination Committee is always to be present at the AGM and report at the AGM the reasons underlying the Nomination Committee's proposals.

### **6. Fees**

No fees are to be paid to Nomination Committee members. The Nomination Committee shall be entitled to charge the Company for such costs as for recruitment of consultants or for other costs necessary for the Nomination Committee to be able to fulfill its mission.

### **7. Amendments of these instructions**

These instructions for the Nomination Committee are to apply until the AGM resolves that they be amended.