

## **The Nomination Committee's proposal for the 2019 Annual General Meeting**

### **Proposal for election of chairman of the meeting (item 2)**

According to the principles for appointing the members of the Nomination Committee that were decided upon at the AGM 2016, the chairman of the Board of Directors shall convene a Nomination Committee consisting, in addition to the chairman of the Board, of representatives from two or three of the company's major shareholders as per August 31.

The Nomination Committee appointed for the AGM 2019, consisting of Hans Ek (SEB Fonder) as chairman, Torgils Knutsson Bonde (own holding), and the chairman of the Board Torgny Hellström, has proposed Torgny Hellström as chairman of the meeting.

### **Proposal regarding number of Board members, fees, election of members and chairman of the Board and election of auditor (items 10-13)**

The Nomination Committee proposes that the number of Board members shall be five, with no deputy members, and that Board members Torbjörn Clementz, Torgny Hellström, Mats Lindoff and Synnöve Trygg shall be re-elected and that Åsa Schwarz shall be elected as new Board member. Anna Almlöf and Matts Lilja have declined re-election. Torgny Hellström shall be elected as chairman of the Board.

Åsa Schwarz (born 1973), Bachelor in Business & Computer and Systems Science, is security specialist and author and was named the Safety Profile of the year 2017. She has twenty years' experience of cyber security and has worked in the industry in many different positions: as consultant, company founder and sales manager. Today, she is business development manager for Knowits' services within cyber security and law. Åsa Schwarz holds no shares in the company.

Information about the Board members proposed for re-election is presented in the company's annual report 2018.

The Nomination Committee proposes that the fees to the Board up to and including the AGM 2020 shall be SEK 1,305,000. The chairman of the Board shall receive SEK 545,000 and each of the other members of the Board, not employed by the company, shall receive SEK 190,000. Remuneration for committee work is proposed to amount to SEK 35,000 for members of the Audit Committee, SEK 70,000 for the chairman of the Audit Committee and SEK 25,000 for members and chairman of the Remuneration Committee.

Last, the Nomination Committee proposes, in accordance with the recommendation of the Audit Committee, that the accounting firm EY is elected as auditor of the company for a further mandate period of one year and that the auditor's fees are to be paid as per approved invoice. In the event that EY is elected, the accounting firm has informed that the authorized public accountant Johan Thuresson will be auditor in charge.

### **Information on principles for appointing the members of the Nomination Committee**

The AGM 2016 resolved that principles for appointing the members of the Nomination Committee shall be the following and apply until further notice:

“The Chairman of the Board shall convene a Nomination Committee which, in addition to the Chairman, shall consist of representatives from two or three of the company's largest shareholders in accordance with Euroclear Sweden AB's list of registered shareholders as of

August 31. If any of these shareholders should wish to abstain from the possibility to appoint a representative, the right shall be transferred to the shareholder who after such shareholders has the largest holding in the company. The commission for the Nomination Committee shall continue until a new Nomination Committee has been appointed.

A member shall retire from the Nomination Committee if the shareholder who appointed such member no longer represents one of the three largest shareholders or has sold its entire holding. Next shareholder in terms of size of holdings shall thereafter be offered to appoint a new member, if that is required in order to fulfil that at least two shareholders will be represented in the Nomination Committee. In the event that two shareholders are already represented, the Nomination Committee may decline to offer a new shareholder to appoint a representative in the Nomination Committee.

The duties of the Nomination Committee are to prepare, ahead of the AGM, proposals for the election of a Chairman at the AGM, the election of the Chairman and other members of the Board of Directors, principles for appointing the members of the Nomination Committee and, as applicable, the election of auditors and determination of fees, and other related issues.

The Nomination Committee is able to charge the company with necessary costs that may be required for the Nomination Committee to fulfil its commission. The members of the Nomination Committee are not entitled to any remuneration.

These principles shall apply until further notice.”