



ROTTNEROS

## **Instruction for Rottneros AB (publ) Nominating Committee valid from the 2018 Annual General Meeting until further notice**

The Annual General Meeting (AGM) 16 May 2018 resolved, in accordance with the Nominating Committee's proposal, on the following instruction for the appointment of a Nominating Committee and the Nominating Committee's mission, mainly in accordance with previous year, to be applicable until further notice and else has been resolved by the General Meeting.

The Nominating Committee shall consist of the Chair of the Board and two additional members. The Chair of the Board shall not chair the Committee. One of these two members, in addition to the Chair of the Board, shall be appointed by the company's largest shareholder and one shall be elected by one of the company's other four largest shareholders. Neither of these two members may also be a Board member.

In the event that, during the Nominating Committee's mandate period, one or more shareholders that have appointed members of the Nominating Committee are no longer among the five largest shareholders in terms of the number of votes, the members appointed by these shareholders shall relinquish their positions and the shareholder(s) that have taken a position among the five largest shareholders in terms of number of votes shall have the right to appoint their own representatives or offer the shareholder who is next in line in terms of number of votes a place on the Nominating Committee, so that there are three Committee members. The Chair of the Board is responsible for ensuring that members are appointed as stated above.

The names of the Nominating Committee members are to be presented no later than six months prior to the AGM. The Nominating Committee shall appoint a chair from within its ranks. The composition of the Nominating Committee at any given time shall be published on the company's website.

The Nominating Committee shall submit proposals on the following matters for resolutions by the AGM: (a) the Chair of the AGM, (b) the number of Board members, (c) the election of Board members, (d) the election of Chair of the Board, (e) Board fees, including distribution between the Chair and other Board members as well as compensation for committee work, (f) fees for the auditors, (g) proposal for election of auditors, and (h) changes to the instruction for the Nominating Committee, if any.

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*This is a translation of the Swedish original wording. In case of discrepancies, the Swedish version shall prevail.*