

## **The Nomination Committee of Eltel AB's proposals and statement regarding resolutions at the Annual General Meeting of Eltel AB to be held on 7 May 2019**

### **The Nomination Committee and its work**

The Nomination Committee, which consists of Peter Immonen (appointed by Wipunen Varainhallinta Oy, Mariatorp Oy and Riikantorppa Oy, and Chairman of the Nomination Committee), Erik Malmberg (appointed by Solero Luxco S.á.r.l.), Per Colleen (appointed by the Fourth Swedish National Pension Fund), and Marianne Nilsson (appointed by Swedbank Robur), jointly represent approximately 53 per cent of the voting rights for all the shares in Eltel. as of 31 December 2018.

The Nomination Committee held its first meeting in October 2018 and has following that first meeting held three additional meetings ahead of the 2019 Annual General Meeting. All of the Nomination Committee's decisions have been unanimous. The Nomination Committee has conducted its work in accordance with the Swedish Code of Corporate Governance (the Code) and with the current instructions for Eltel's Nomination Committee. The Chairman of the Board of Directors has given the Nomination Committee an account of the company's process for its annual evaluation of the Board of Directors and presented the results from this evaluation.

The Nomination Committee has discussed the composition of the Board of Directors and agreed upon the main requirements that shall apply to the board member's, including the requirement regarding the board members' independence. The Nomination Committee has interviewed all current members of the Board of Directors. The Nomination Committee has applied rule 4.1 in the Code as its diversity policy, in which it is stated that the Board of Directors is to have a composition appropriate to the company's operations, phase of development and other relevant circumstances, and further, that the board members elected by the shareholders' meeting are collectively to exhibit diversity and breadth of qualifications, experience and background, and that the company is to strive for gender balance on the board.

### **The Nomination Committee's proposals:**

#### *Election of Chairman of the meeting*

The Nomination Committee proposes Ulf Mattsson, Chairman of the Board of Directors, to be elected as Chairman of the meeting.

#### *Number of members of the Board of Directors and auditors*

The Nomination Committee proposes that the Board of Directors shall consist of nine ordinary members with no deputy directors and that a registered auditing company shall be elected auditor of the company, with no deputy auditor.

#### *Remuneration to the Board of Directors and the auditors*

The remuneration to the Board of Directors is proposed to be a total of EUR 439,600 (487,200) to be allocated with EUR 100,000 (175,000) to the Chairman and EUR 33,000 (33,000) each to the other members of the Board of Directors. It is further proposed that EUR 10,000 is paid to the Chairman of the Audit Committee and EUR 8,200 each to the other members of committees appointed by the Board of Directors.

The remuneration to the Auditors is proposed to be paid in accordance with approved accounts within a given quotation.

#### *Election of the members of the Board of Directors and Auditor*

The Nomination Committee proposes that the following members of the Board of Directors shall be re-elected for the period until the end of the next Annual General Meeting: Ulf Mattsson, Håkan Dahlström, Gunilla Fransson, Ulf Lundahl, Markku Moilanen, Hans von Uthmann, Roland Sundén, Mikael Aro and Joakim Olsson. Ulf Mattsson is proposed to be re-elected as Chairman of the Board of Directors.

The Nomination Committee considers that all proposed members of the Board of Directors are independent in relation to the company and its management and that all proposed members of the Board of Directors, except Mikael Aro and Joakim Olsson, are independent in relation to the company's major shareholders.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation that KPMG AB is elected as auditor for Eltel for the period until the next Annual General Meeting.

### **The Nomination Committee's statement**

The Nomination Committee is of the opinion that the proposed Board of Directors has a composition appropriate to the company's operations, phase of development and other relevant circumstances, and that the proposed board members collectively exhibit diversity and breadth of qualifications, experience and background. The Nomination Committee has concluded that there is great value in keeping the current composition of the Board of Directors unchanged, and further that the number of other board assignments currently held by each of the board members does not impede any of the board members' from actively participating in the work of the Board of Directors of Eltel. The Nomination Committee's ambition is that the proportion of female board members shall be increased within the next years.

Following a call for tenders, the audit firm KPMG AB was, in accordance with the Audit Committee's recommendation and the Nomination Committee's proposal, elected as the company's auditor at the 2018 Annual General Meeting. The Nomination Committee is of the opinion that KPMG AB meets all applicable standards for good and appropriate auditing in all aspects. The Nomination Committee therefore proposes that the Annual General Meeting, in accordance with the Audit Committee's recommendation, elects KPMG AB as the company's auditor for the period until the next Annual General Meeting.

Stockholm, April 2019

### **The Nomination Committee in Eltel AB (publ)**