

The Nomination Committee of Eltel AB's proposals and reasoned statement for decision at the Annual General Meeting of Eltel AB to be held on 19 May 2015

The Nomination Committee and its work

According to the principles resolved by the Extraordinary Annual General Meeting held on 21 October 2014, the Nomination Committee consists of Mattias Eklund (3i and Chairman of the Nomination Committee), Joakim Rubin (Zeres Capital), Per Colleen (AP4) and Thomas Hofmeister (BNP Paribas), jointly representing approximately 46.6 per cent of the voting rights for all the shares in Eltel.

The present Nomination Committee has held three meetings to date. The Nomination Committee has been working in accordance with the Swedish Code of Corporate Governance (the Code) and in accordance with the instructions for the Eltel's Nomination Committee resolved by the Extraordinary General Meeting held on 21 October 2014.

The Nomination Committee's proposals

The Chairman of the Meeting

Jörgen S. Axelsson, member of the Swedish Bar Association and partner at Setterwalls Advokatbyrå.

Number of members of the Board of Directors and auditors

Six members of the Board of Directors with no deputy members. One registered auditing company with no deputy auditor.

The remuneration for the Board of Directors and the auditors

Remuneration to the Board of Directors is proposed to amount to a total of SEK 2,700,000 (previous year SEK 3,000,000) to be allocated to the Chairman in the amount of SEK 750,000 (SEK 750,000) and to each five other member of the Board of Directors with SEK 300,000 (SEK 300,000). Remuneration to each of the members of the Audit Committee and the Remuneration Committee is proposed to amount to SEK 75,000 (SEK 75,000). Fees to auditors is proposed to be paid in accordance with approved accounts.

The election of members of the Board of Directors and auditors

For the period until the next Annual General Meeting has been held, the following persons are proposed for re-election as members of the Board of Directors: Gérard Mohr, Matti Kyytsönen, Fredrik Karlsson, Susanne Lithander and Ulf Lundahl. Karl Åberg is proposed to be elected as new member of the Board of Directors. Gérard Mohr is proposed to be re-elected as Chairman of the Board of Directors.

Karl Åberg is 35 years old and a Partner at Zeres Capital and Capman. He has previously held positions at Handelsbanken Corporate Finance. Karl Åberg is a member of the board of Proffice. He holds a Master of Science in Business and Economics from the Stockholm School of Economics.

Detailed information about all persons proposed to be re-elected as members of the Board of Directors may be found on Eltel's website, www.eltelgroup.com.

The current member of the Board of Directors, Jean Bergeret, and the current deputy member of the Board of Directors, Thomas Hofmeister, have declined re-election.

The Nomination Committee proposes that PricewaterhouseCoopers AB (PwC) is re-elected as auditor of the Company. PwC has informed that if PwC is re-elected, the authorized public accountant Niklas Renström will be auditor in charge.

The Nomination Committee's reasoned statement

The Nomination Committee has evaluated the Board of Directors and its work by, *inter alia*, interviewing current and potential board members. The proposed board members have the relevant experiences and skills to fulfil the requirements of Eltel's board given the Company's market environment, operations and future developments. The Nomination Committee is of the opinion that the board members proposed to the Annual General Meeting 2015 represents a good breadth in terms of industry experience and market expertise. In its work the Nomination Committee discussed requirements for diversity. The Nomination Committee's ambition is that the proportion of female board members in the next years shall be increased and closer to the level expressed by the Swedish Corporate Governance Board.

The proposal for the composition of Eltel's Board of Directors meets the requirements of the Swedish Code of Corporate Governance regarding independent members of the Board of Directors.

All decisions by the Nomination Committee have been unanimous.

The Nomination Committee's proposal concerning the members of the Board of Directors has been disclosed by having the information included in the Company's official notification of the Annual General Meeting 2015.

Stockholm, 27 March 2015

The Nomination Committee of Eltel AB (publ)