

## **The nomination committee's of Bravida Holding AB (publ) proposals to the annual general meeting 2019**

The nomination committee of Bravida, which consists of Fredrik Arp (chairman of the board), Marianne Flink (the chairman of the nomination committee, appointed by Swedbank Robur), John Wilson (appointed by Mawer Investment Management) and Peter Lagerlöf (appointed by Lannebo Fonder), proposes:

- that Fredrik Arp, chairman of the board, is elected chairman of the meeting (item 2),
- that the board of directors shall consist of six board members, as appointed by the annual general meeting, with no deputy members (item 12),
- that the number of auditors shall be one with no deputy auditors (item 12),
- that the fees to the board of directors, including compensation for committee work, shall amount to maximum SEK 4,050,000 to be allocated as follows: SEK 1,150,000 to the chairman and SEK 450,000 to each of the other board members, SEK 180,000 to the chairman of the audit committee and SEK 100,000 to each of the other two members of the audit committee and SEK 110,000 to the chairman of the remuneration committee and SEK 80,000 to each of the other two members of the remuneration committee. The fee to the chairman of the board is raised by SEK 50,000 from last year and the fee for the other members of the board of directors as well as the fee for committee related work remains unchanged from last year (item 13),
- that fees to the auditor shall be paid against approved accounts (item 13),
- that Fredrik Arp, Cecilia Daun Wennborg, Jan Johansson, Mikael Norman, Marie Nygren and Staffan Pålsson, are re-elected all for the period up until the end of the next annual general meeting (item 14),
- that Fredrik Arp is re-elected as chairman of the board (item 14), and
- that KPMG AB is re-elected as auditor, in accordance with the recommendation from the audit committee, for the period up until the end of the next annual general meeting (item 14), whereby it is noted that KPGM intends to appoint Anders Malmeby as responsible auditor.

A presentation of the persons proposed by the nomination committee to be re-elected board members is available at [www.bravida.se/en](http://www.bravida.se/en).

### **Proposal regarding the nomination committee ahead of the annual general meeting 2020 (item 16)**

The nomination committee proposes that the annual general meeting resolves on principles for the appointment of a nomination committee in accordance with the following. The company shall have a nomination committee consisting of four members. One of the members shall be the chairman of the board. The three largest shareholders, based on the number of votes held based on shareholding statistics provided by Euroclear Sweden AB per the last banking day in July each year, shall each appoint a member of the nomination committee. If any of the three largest shareholders declines to appoint a member to the nomination committee, additional shareholders are, by order of size, to be offered appointment right until three members are appointed. The names of the members of the nomination committee and the names of the shareholders who have appointed them shall be made public not later than six months before the annual general meeting. Unless the members of the nomination committee agree otherwise, the member appointed by the largest shareholder, based on the number of votes held, shall be appointed chairman of the nomination committee. If a member leaves the nomination committee before its work is completed, the shareholder who appointed this leaving member shall be entitled to appoint a new member of the nomination committee. A shareholder who has appointed a member of the nomination committee has the right to remove such member and appoint a new member of the nomination committee. In the event a shareholder that has appointed a member is no longer one of the three largest shareholders, based on the number of votes held, the appointed member shall resign and be replaced by a new member in accordance with the above procedure. Unless special circumstances apply, no changes should be made in the composition of the nomination committee as a result of minor changes

in voting rights or changes in voting rights which occur later than three months before the annual general meeting. Changes in the composition of the nomination committee shall be made public as soon as possible. The above principles for the appointment of a nomination committee are proposed to be applied until further notice.

The nomination committee shall prepare and submit proposals to the general meeting on: chairman of the meeting, board members, chairman of the board, board fees to each of the board members and the chairman as well as remuneration for committee work, if any, fees to the company's auditor, and, when applicable, proposal regarding election of new auditor. The nomination committee shall be entitled to charge the company with costs for consultants and other expenses necessary for the nomination committee to carry out its duties. Remuneration shall not be paid to the members of the nomination committee. The company shall pay any necessary expenses that the nomination committee may incur within the framework of its work. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced.

---

Stockholm, March 2019  
**Bravida Holding AB (publ)**  
The nomination committee