

*The English text is a translation of the Swedish original version. In the event of a conflict between the English and the Swedish texts the Swedish text shall prevail.*

**THE NOMINATION COMMITTEE'S PROPOSAL IN RESPECT OF THE ANNUAL GENERAL MEETING OF COOR SERVICE MANAGEMENT HOLDING AB ON APRIL 28, 2016**

The nomination committee proposes that the 2016 AGM resolves according to the following:

*Chairman of the AGM:*

Anders Narvinger

*Fees:*

Fees will be paid to board members elected by the AGM who are not employed by the company. The proposed board fees are unchanged in comparison with the fees decided at the previous AGM.

Board members: SEK 250,000

The chairman of the board: SEK 700,000

The chairman of the audit committee: SEK 150,000

Member of the audit committee: SEK 100,000

The chairman of the remuneration committee: SEK 50,000

Member of the remuneration committee: SEK 50,000

The chairman of the project committee: SEK 50,000

Member of the project committee: SEK 50,000

Remuneration to the auditor in accordance with approved invoice.

*The number of board members and auditors:*

Eight board members and no deputies. One auditor and no deputies.

*Board of directors and chairman:*

Re-election of Søren Christensen, Mats Jönsson, Monica Lindstedt, Anders Narvinger, Kristina Schauman and Mikael Stöhr. New election of Mats Granryd and Heidi Skaaret.

Re-election of Anders Narvinger as chairman of the board.

Information about the proposed board members can be found at the company's website, [www.coor.com](http://www.coor.com).

*Auditor:*

Re-election of Öhrlings PricewaterhouseCoopers AB as auditor.

*Instruction for the nomination committee in Coor Service Management Holding AB*

The nomination committee shall, as a main rule, be composed of the representatives of the four largest shareholders in terms of voting rights listed in the shareholders' register maintained by Euroclear Sweden AB as of 31 August<sup>1</sup>, and the chairman of the board of directors, who will also convene the first meeting of the nomination committee. Should any of the four largest shareholders in terms of voting rights choose to waive their right to appoint a member of the nomination committee, or otherwise may be considered to have waived such right, the shareholder next in line shall be offered the opportunity to appoint a member of the nomination committee, whereby no more than a total of ten shareholders need to be contacted unless this is required for the nomination committee to consist of at least three members. The member representing the largest shareholder in terms of voting rights shall be appointed chairman of the nomination committee.

If, earlier than three months prior to the annual general meeting, one or more of the shareholders that appointed members of the nomination committee is/are no longer among the four largest shareholders, the members appointed by these shareholders shall resign and the, or those, shareholder(s) that are now among the four largest shareholders shall be entitled to appoint a member. If a shareholder is no longer one of the four largest shareholders, and the difference in the number of shares held compared to the fourth largest shareholder is marginal, the chairman of the nomination committee may resolve whether the shareholder representative should resign.

In the event that a member leaves the nomination committee prior to the work of the committee having been completed and the nomination committee deems it appropriate to appoint a new nomination committee member, a representative from the same shareholder may replace the leaving member, or, if that shareholder no longer is among the largest shareholders in terms of votes, from the shareholder next in line in terms of size.

Changes in the composition of the nomination committee shall be made public immediately.

The composition of the nomination committee is to be announced no later than six months before the annual general meeting. Remuneration shall not to be paid to the members of the nomination committee. The company is to pay any necessary expenses that the nomination committee may incur in its work. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced. The nomination committee shall propose the following: chairman at the general meeting, board of directors, chairman of the board of directors, auditor, remuneration to the board of directors divided between the chairman and the other directors as well as remuneration for committee work, remuneration to the company's auditor and, if deemed necessary, changes to this instruction for the nomination committee.

This instruction shall apply until the general meeting resolves otherwise.

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<sup>1</sup> The shareholding statistics used shall be sorted by voting power (grouped by owners) and cover the 25 largest in Sweden direct registered shareholders, i.e. shareholders having registered an account with Euroclear Sweden AB in their own name or shareholders holding a custody account with a nominee that have reported the identity of the shareholder to Euroclear Sweden AB.