

## The Nomination Committee's proposal for Instruction for the Nomination Committee

The Nomination Committee proposes that the Annual General Meeting of Shareholders 2015 of Scandi Standard AB (publ) ("Company") resolves the following:

1. The Company shall have a Nomination Committee with no less than four members. One member shall be the chairman of the Board of Directors, or a board member nominated by the Chairman.
2. Based on the shareholding statistics received by the Company from Euroclear Sweden AB as per the last bank day of August following the Annual General Meeting of Shareholders, the Nomination Committee shall, without unnecessary delay, identify the four largest shareholders by voting power of the Company<sup>1</sup>.
3. As soon as reasonably feasible, the Nomination Committee shall, in a suitable manner, contact the identified four largest shareholders and request them, within reasonable time, however not exceeding 30 days, to provide in writing to the Nomination Committee the name of the person that the respective shareholder wishes to appoint as a member of the Nomination Committee.

Should a shareholder abstain from its right to appoint a member or fail to appoint a member within the prescribed time, the right to appoint a member shall transfer to the subsequent largest shareholder by voting power that has not already appointed or has the right to appoint a member of the Nomination Committee.

4. The chairman of the Nomination Committee shall be the member that represents the largest shareholder(s) by voting power, provided the Nomination Committee does not unanimously resolve to appoint another member. Notwithstanding the foregoing, neither the chairman of the Board of Directors nor a member of the Board of Directors may be appointed as the Chairman of the Nomination Committee.
5. As soon as all the members and the chairman of the Nomination Committee have been appointed, the Nomination Committee shall inform the Company to that effect and also provide required information on the members and chairman of the Nomination Committee including the name of the appointing shareholder(s). The Company shall, without unnecessary delay, make public the constitution of the Nomination Committee by releasing a separate press release and post the information on the Company's web site not later than six months ahead of the Annual General Meeting of Shareholders.
6. The Nomination Committee shall be considered appointed and its mandate period shall start when the information has been released in a separate press release. The mandate period of the Nomination Committee extends for the period until the next Nomination Committee has been appointed and its mandate period starts, see item 2-5 above.

---

<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.

7. Should a member of the Nomination Committee, appointed by a shareholder, resign from the Nomination Committee during the mandate period or become prevented from fulfilling his/her assignment, the Nomination Committee shall, without delay, request the shareholder having appointed the member, to appoint, within reasonable time, however not exceeding 30 days, a new member to the Nomination Committee.

Should the shareholder fail to appoint a new member within the prescribed period of time, the right to appoint a new member of the Nomination Committee shall transfer to the subsequent largest shareholder by voting power based on the shareholding statistics received by the Company from Euroclear Sweden AB pursuant to item 2 above, provided such shareholder has not already appointed a member of the Nomination Committee or previously abstained from such right. Should a member of the Nomination Committee resign in accordance with the preceding paragraph, the rules in item 3, second paragraph, and 5 above shall apply correspondingly.

8. In case a shareholder considers that its shareholding in the Company is of such significance that it gives the right to participate in the Nomination Committee, the shareholder may inform the Nomination Committee accordingly in writing. In connection thereto, the shareholder shall adequately verify its shareholding. If the Nomination Committee receives such written notification, and considers the reported shareholding to be adequately verified, the Nomination Committee shall confirm this to the shareholder, who will then be entitled to appoint a supplemental member of the Nomination Committee. In such case, the rules in items 3, 4 and 5 shall apply correspondingly.
9. Should the Nomination Committee at any point in time consist of less than four members, the Nomination Committee shall nevertheless be authorized to fulfill its assignment according to this instruction.
10. The Nomination Committee shall perform its assignment in accordance with this instruction and applicable rules.

The assignment includes provision of proposals for:

- ❖ chairman at the Annual General Meeting of Shareholders;
- ❖ chairman of the Board of Directors and other members of the Board of Directors appointed by the Annual General Meeting of Shareholders;
- ❖ fees payable to non-employed members of the Board of Directors;
- ❖ when applicable, election of auditor and fees payable to the auditor; and
- ❖ to the extent deemed necessary, amendments to this instruction for the Nomination Committee

11. No remuneration shall be paid to the members of the Nomination Committee. However, the Company shall bear the reasonable expenses of the Nomination Committee.
12. This instruction for the Nomination Committee applies until the General Meeting of Shareholders resolve otherwise.

**Stockholm in March 2015**

**The Nomination Committee**