

The nomination committee's proposed principles for appointment of and instructions regarding the nomination committee in Green Landscaping Holding AB (publ)

- 1. Appointment of nomination committee etc.**
- 1.1 The nomination committee shall consist of four members – one person appointed by each of the three largest shareholders as of the last banking day in September who wished to appoint a member of the nomination committee and the chairman of the board of directors. The three largest shareholders by votes also includes known shareholder groups.
- 1.2 The chairman of the board of directors shall, as soon as possible after the details of the largest shareholders by votes have become known, contact these and offer them to each appoint a member of the nomination committee. If one of the three largest shareholders by votes waives its right to appoint a member of the nomination committee, the right shall pass to the fourth largest shareholder by votes, and so on. However, no more than five additional shareholders need be contacted, unless the chairman of the board finds that there are special reasons for doing so.
- 1.3 The decision of which shareholders that are entitled to appoint a member of the nomination committee shall be based on the shareholder details in the share register kept by Euroclear Sweden AB as of the last banking day in September.
- 1.4 At its first meeting the nomination committee shall appoint a chairman among its members. The chairman of the board of directors or other board member shall not be the chairman of the nomination committee.
- 1.5 The term of office of the nomination committee runs until a new nomination committee shall be appointed.
- 1.6 If a change in ownership takes place among the three largest shareholders by votes and a shareholder who was not previously entitled to appoint a member of the nomination committee thereby passes one or more of the shareholders who has appointed a member of the nomination committee in voting power ("new major shareholder"), the nomination committee shall, if the new major shareholder requests to appoint a member of the nomination committee, resolve that the member of the nomination committee who has been appointed by the smallest shareholder by votes after the change in ownership shall be discharged and replaced by the member appointed by the new major shareholder. If a new major shareholder wishes to appoint a member of the nomination committee, such shareholder shall notify the chairman of the nomination committee. The notification shall include the name of the person that such new major shareholder wishes to appoint a member of the nomination committee.
- 1.7 A shareholder who has appointed a member of the nomination has the right to discharge the member and appoint a new member. If such change takes place the shareholder shall without delay notify the change to the chairman of the nomination committee (or, if it is the chairman of the nomination committee that is being re-

placed, to the chairman of the board). The notification shall include the name of the discharged member and the person who shall replace this person as member of the nomination committee.

- 1.8 Should a member of the nomination committee who has been appointed by a shareholder resign from its position before the work of the nomination committee is concluded, the nomination committee should, without delay, request that the shareholder who appointed the shareholder appoints a new member. If such shareholder does not appoint a new member the nomination committee shall offer other major shareholders by votes to appoint a member of the nomination committee. Such offer shall pass in order to the largest shareholders by votes (i.e. first to the largest shareholder by votes who has not yet appointed a member of the nomination committee or who has already waived such right, thereafter to the next largest shareholder by votes who has not yet appointed a member of the nomination committee or who has already waived such right, and so on). The procedure shall go on until the nomination committee is plenary. A member who resigns his or her engagement in advance shall notify the chairman of the nomination committee (or, if it is the chairman of the nomination committee that is being replaced, to the chairman of the board of directors).
- 1.9 The major shareholders who are entitled to appoint members of the nomination committee should strive to comply with the rules in the Swedish corporate governance code (Sw. Svensk kod för bolagsstyrning) (the “**Code**”) as regards the composition of the nomination committee. If the major shareholders who are entitled to appoint members of the nomination committee wishes to appoint members by which appointments the rules as regards the composition of the nomination committee in the Code are not upheld, a larger shareholder shall, upon appointment of members based on item 1.2 above, take precedence before a shareholder smaller in size upon appointment of member. Upon appointment of a new member in accordance with 1.6–1.8 above, a shareholder who wishes to appoint a new member shall take the current composition of the nomination committee into account when appointing a new member. Insofar as the or those shareholders who are last in line to appoint members pursuant to this item 1.9 intend to appoint a member whereby the rules regarding the composition of the nomination committee in the Code will be deviated from, such shareholder(s) should present the reasons for such deviation in connection with the presentation of the suggested member.

2. Tasks

- 2.1 The nomination committee shall submit proposals regarding;
- (a) the chairman of the annual general meeting,
 - (b) the number of board members to be elected by the general meeting,
 - (c) the chairman of the board and the other board members to be elected by the general meeting,
 - (d) fees and other remuneration to each of the board members elected at the general meeting and to the members of the board committees,
 - (e) auditors,

- (f) fees to auditors,
 - (g) election of nomination committee alternatively principles for the appointment of the nomination committee and instructions for the nomination committee, and
 - (h) remuneration to the members of the nomination committee.
- 2.2 When preparing of their proposed board of directors the nomination committee shall take into account the requirements of the composition of the board of directors which are set out by the Swedish Companies Act (Sw. aktiebolagslagen (2005:551) and applicable rules on the market place where the company is listed. The nomination committee should further take into account the requirements set out in the Code.
- 2.3 When preparing of their proposal for auditors the nomination committee shall take into account the requirements as regards auditors which are set out in the Swedish Companies Act.
- 2.4 Upon preparing their proposal of a nomination committee or, alternatively, resolution proposal as regards principles for appointment of and instructions regarding the nomination committee, the nomination committee should take into account the requirements set out in the Code as regards such decision. Further, the requirements on the composition of the nomination committee set out in the Code should be taken into account.
- 2.5 If the nomination committee's proposal entails a deviation from the Code, the nomination committee shall, together with their proposal, present an explanation of the deviation to the company.
- 2.6 The nomination committee shall, in connection with leaving their proposals, provide the company with a motivated statement regarding their proposed board of directors in light of what is stated in the Code about the composition of the board of directors.
- 2.7 The nomination committee shall provide the company with the information in relation to their commitments which are required in order for the company to be able to comply with their information requirements pursuant to the Code.
- 2.8 At least one member of the nomination committee shall be present at the annual general meeting. At a general meeting where board and auditor election is to take place the nomination committee shall provide a statement for how their work has been carried out and present and motivate their proposals.

3. Meetings

- 3.1 The nomination committee shall convene as often as required for the nomination committee to be able to fulfil its commitments. The chairman of the board of directors shall notify the nomination committee of its first meeting. Notice of subsequent meetings shall be issued by the chairman of the nomination committee. If a member requests that the nomination committee shall be convened, such request shall be met.
- 3.2 The nomination committee is quorate if more than half of its members are present. Decision in a matter may however not be made unless all members have been awarded the opportunity to take part in the preparation of the matter.

- 3.3 Upon election of chairman of the nomination committee the member who has received the majority of the votes cast shall be elected. In the event of a tie, the proposal which is supported by the member who has been appointed by the largest shareholder by votes shall take precedence.
- 3.4 As decision, the opinion that receives more than half of the votes of present members or, in the event of a tie, the opinion which is supported by the chairman of the nomination committee shall win.
- 3.5 Minutes are to be kept at the meetings of the nomination committee which are to be signed and verified by the chairman of the nomination committee and another member which the nomination committee appoints. The minutes shall be kept and stored in accordance with what is applicable for board minutes. Meetings may also be held by circulation.

4. Confidentiality

Members of the nomination committee are subject to confidentiality obligations regarding matters relating to the company and such obligation shall, upon request from the company, be confirmed by the member by signing of a separate confidentiality agreement between the member and the company.

5. Fees and reimbursement for expenses

- 5.1 Fees may be payable to the members of the nomination committee if resolved by the general meeting.
- 5.2 The members of the nomination committee are entitled to be reimbursed by the company for confirmed and reasonable costs for the fulfilment of the engagement, such as, e.g., costs for recruitment services.
- 5.3 The nomination committee shall in connection with the presentations of their work present reimbursements paid in accordance with item 5.2 above.

6. Term

These principles for the appointment of and instructions regarding the nomination committee of Green Landscaping Holding AB (publ) shall apply until the general meeting decides otherwise.
