

## **MISEN ENERGY AB (PUBL)**

### **PRINCIPLES FOR THE NOMINATION COMMITTEE**

#### **1. Role of the nomination committee**

1.1 The company shall have a nomination committee with the sole task of preparing and proposing decisions to the shareholders' meetings on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the following year's nomination committee. The nomination committee is to propose:

- the chairman of the annual general meeting;
- candidates for the post of chairman and other directors of the board;
- fees and other remuneration to each director;
- fees to members of committees within the board;
- election and remuneration of the company auditor;
- candidates for the members of the nomination committee; and
- principles for the nomination committee.

1.2 Regardless of how they have been appointed, the members of the nomination committee are to promote the interests of all shareholders of the company.

#### **2. Members of the nomination committee**

2.1 The nomination committee shall consist of four members, of whom three shall be representatives of the company's largest shareholders and the fourth shall be the chairman of the board. If any of the three largest shareholders does not want to appoint a member of the nomination committee, the next shareholder in turn shall be offered to appoint a member of the nomination committee. In case more shareholders abstain from appointing a member of the nomination committee, the nomination committee does not have to contact more than five shareholders unless it is necessary to achieve a nomination committee of at least three members.

2.2 The annual general meeting shall appoint the members of the following year's nomination committee.

2.3 Unless otherwise agreed between the members, the chairman of the nomination committee shall be the representative of the largest shareholder. The chairman of the board shall never be the chairman of the nomination committee.

2.4 If a shareholder who is represented on the nomination committee ceases to be one of the company's three largest shareholders during the year, the member appointed to represent such shareholder shall resign from the nomination committee. Instead, a new shareholder among the three largest shareholders shall be entitled to independently and in its sole discretion appoint a member of the nomination committee. If the shareholder waives his right, the next shareholder in turn shall be offered to appoint a member of the nomination committee in accordance with item 2.1. However, no

marginal changes in shareholding and no changes in shareholding which occur later than three months prior to the annual general meeting shall lead to a change in the composition of the nomination committee, unless there are exceptional reasons.

- 2.5 If a member of the nomination committee resigns before the nomination committee has completed its assignment, for reasons other than set out in item 2.4, the shareholder who is represented by such member shall be entitled to independently and in its sole discretion appoint a replacement member. If the chairman of the board resigns from the board, his/her successor shall replace the chairman of the board also on the nomination committee.

### **3. Announcement of the nomination committee members**

- 3.1 The chairman of the board shall ensure that the names of the members of the nomination committee, together with the names of the shareholders they are representing, are announced on the company's website no later than six months before the annual general meeting.

- 3.2 If a member leaves the nomination committee during the year, or if a new member is appointed, the nomination committee shall ensure that such information, including the corresponding information about the new nomination committee member, is published on the website.

### **4. Proposals to the nomination committee**

- 4.1 Shareholders shall be entitled to propose board members for consideration by the nomination committee. The nomination committee shall provide the company with information on how shareholders may submit recommendations to the nomination committee. This information will be announced on the company's website.

- 4.2 The chairman of the board shall, as part of the work of the nomination committee, keep the nomination committee informed about the work of the board of directors, the need for particular qualifications and competences, etc., which may be of importance for the work of the nomination committee.

### **5. Proposals by the nomination committee**

- 5.1 When preparing its proposals, the nomination committee shall take into account that the board of directors is to have a composition appropriate to the company's operations, phase of development and other relevant circumstances. The directors shall collectively exhibit diversity and breadth of qualifications, experience and background.

- 5.2 The nomination committee shall provide the company with its proposals for board members in such time that the company can present the proposals in the notice of the shareholders' meeting where an election is to take place.

- 5.3 When the notice of the shareholders' meeting is issued, the nomination committee shall issue a statement on the company's website explaining its proposals regarding the composition of the board. In case a resigning managing director is nominated for the

position of chairman of the board, the nomination committee shall specifically explain the reasons for such proposal.

5.4 The nomination committee shall ensure that the following information on candidates nominated for election or re-election to the board is posted on the company's website at the latest when the notice to the shareholders' meeting is issued:

- age, principal education and work experience;
- any work performed for the company and other significant professional commitments;
- any holdings of shares and other financial instruments in the company owned by the candidate or the candidate's related natural or legal persons;
- whether the nomination committee deems the candidate to be independent from the company and its executive management, as well as of the major shareholders in the company. If the committee considers a candidate independent regardless of the existence of such circumstances which, according to the criteria of the Swedish Code of Corporate Governance, may give cause to consider the candidate not independent, the nominating committee shall justify its proposal; and
- in the case of re-election, the year that the person was first elected to the board.

## **6. Account of the work of the nomination committee**

6.1 All members of the nomination committee, where possible, and as a minimum one of the members, shall be present at the annual general meeting.

6.2 The nomination committee shall at the annual general meeting, or other shareholders' meetings where an election is to be held, give an account of how it has conducted its work and justify its proposals.

## **7. Fees and costs**

7.1 No fee shall be payable by the company to any member of the nomination committee.

7.2 The company shall bear all reasonable costs associated with the work of the nomination committee. Where necessary, the nomination committee may engage external consultants to assist in finding candidates with the relevant experience, and the company shall bear the costs for such consultants. The company shall also provide the nomination committee with the human resources needed to support the nomination committee's work.

## **8. Confidentiality**

8.1 A member of the nomination committee may not unduly reveal to anyone what he/she has learned during the discharge of his/her assignment as a nomination committee member. The duty of confidentiality applies to oral as well as written information and applies also after the assignment has terminated.

8.2 A nomination committee member shall store all confidential materials that he/she receives by reason of the nomination committee assignment in a manner so that the

materials are not accessible to third parties. After the assignment has terminated, a nomination committee member shall hand over to the chairman of the board all confidential materials that the nomination committee member has received in his/her capacity as nomination committee member and still has in his/her possession, including any copies of the materials, to the extent reasonably possible taking into account *inter alia* technical aspects.

- 8.3 The chairman of the nomination committee may make public statements about the work of the nomination committee. No other nomination committee member may make statements to the press or otherwise make public statements regarding the company and the company group unless the chairman of the board has given permission thereto.

---