

*This is an unofficial translation of the corresponding Swedish document. In the event of any discrepancies between this document and the Swedish version, the latter shall prevail.*

## **The Nomination Committee's proposal regarding the Nomination Committee prior to the Annual General Meeting 2016**

The Nomination Committee proposes that the Annual General Meeting 2015 approves:

**that** the Chairman of the Board shall convene the five largest shareholders of the company based on the number of votes held at the end of August, who shall then have the right to appoint one Member each to the Nomination Committee. If so requested, the Nomination Committee shall have the right to co-opt one additional Member. If any of the five shareholders declines its right to appoint a Member to the Nomination Committee, or if a Member of the Committee resigns without being replaced by a new Member appointed by the same shareholder, the shareholder next in size (after the five largest) shall be given the opportunity to appoint a Member to the Nomination Committee. If several of the shareholders decline their right to appoint Members to the Committee, no more than the eight largest shareholders need to be contacted;

**that** if the Nomination Committee, prior to 1 November 2015, becomes aware of a change of ownership which entail that one or several of the shareholders who have appointed Members to the Nomination Committee no longer are included in the group of shareholders who are entitled to appoint Members, the Members appointed by these shareholders shall resign. The one or those shareholders who have become one of the largest owners shall then have the right to appoint one Member each. No changes shall be made to the composition of the Nomination Committee due to changes of ownership which became known to the Nomination Committee after 1 November 2015 unless so decided by the Nomination Committee. The Nomination Committee may also, if deemed appropriate, co-opt a Member appointed by a new large shareholder.

**that** the Committee shall be chaired by one of its Members. Not more than two of the Committee's Members may be Members of the company's Board. The Chairman of the Board shall present any matters regarding the Board's work that may be of importance for the Nomination Committee's work, including, in relevant parts, *inter alia* an evaluation of the work of the Board and the requirements and specific skills to be represented by the Board Members;

**that** individual shareholders in the company shall have the possibility to (within the time stipulated and notified, *inter alia* on the company's website) propose Members of the Board to the Nomination Committee for further assessment within its scope of work;

**that** information regarding the composition of the Nomination Committee shall be presented on the company's website not later than six months before the Annual General Meeting 2016;

**that** the Nomination Committee shall have the right to charge the company for the costs of recruitment, if this is deemed necessary to obtain an adequate selection of candidates for the Board;

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**that**, in accordance with the relevant requirements of the Swedish Code of Corporate Governance, the Nomination Committee shall present a reasoned statement with respect to their proposal regarding Board composition in connection with the issue of notice to shareholders' meetings;

**that** the Nomination Committee shall prepare proposals in the below listed matters to be presented to the Annual General Meeting 2016 for resolution:

- (a) proposal for Chairman of the Annual General Meeting,
- (b) proposal for number of Board Members,
- (c) proposal for Board Members,
- (d) proposal for Chairman of the Board,
- (e) proposal for auditor,
- (f) proposal for remuneration to the Chairman of the Board, to each of the other Board Members and to the auditor,
- (g) proposal for compensation for Committee work, to the Chairman of the relevant Committee and to each of the Committee's other Members
- (h) proposal for principles regarding electing a new Nomination Committee and the Nomination Committee's work, and

**that** the Nomination Committee in connection with its other tasks shall fulfill the duties that rest with the Nomination Committee under the Swedish Corporate Governance Code and other applicable rules. The term of assignment for the Nomination Committee shall continue until a new Nomination Committee has been inaugurated.

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Stockholm in November 2014

*The Nomination Committee of Intrum Justitia AB (publ)*