

The Nomination Committee's proposals to the annual general meeting, the work of the Nomination Committee and its reasoned statement regarding its proposals for board members in CLX Communications AB (publ)

The 2017 Nomination Committee of CLX Communications AB (publ) consists of Oscar Werner (Cantaloupe AB), Björn Fröling (Neqst D1 AB), Anders Ingeström (Kjell Arvidsson AB), Joachim Spetz (Swedbank Robur) as well as Erik Fröberg, chairman of the board of directors of CLX Communications AB (publ). Björn Fröling is the Chairman of the Nomination Committee.

The Nomination Committee and its work

Ahead of the Annual General Meeting 2017, the Nomination Committee has held three meetings where minutes have been kept, and has also had several informal contacts. The Nomination Committee has been introduced to CLX Communications AB (publ) by the Chairman of the board of directors, including a review of the evaluation of the work of the board of directors. The Nomination Committee has also met with each board member individually. Particular attention has been paid to the composition of the board and how the board functions as a group. The Nomination Committee has also discussed the evaluation of the work of the board of directors. Furthermore, the Nomination Committee has reviewed the level of remuneration to the board members and compared it with the levels of comparable companies. The Nomination Committee has also decided on the remunerations for the board of directors as well as for the Audit Committee.

The Nomination Committee's proposals for board members

The Nomination Committee proposes that the board of directors continues to consist of six members with no deputy directors. Furthermore, it is proposed that board members Erik Fröberg, Johan Stuart, Charlotta Falvin and Kjell Arvidsson shall be re-elected.

The Nomination Committee proposes that Renée Robinson Strömberg and Björn Zethraeus shall be elected as new board members. Board members Jonas Fredriksson and Helena Nordman-Knutson have declined re-election.

Finally, the Nomination Committee proposes that Erik Fröberg shall be elected as chairman of the board of directors.

Reasons for the proposal

The Nomination Committee has, to assist in its work, received an evaluation of the board of directors and its work based on a survey directed at all current board members. The size and composition of the board of directors with regard to, *inter alia*, industry expertise and competence, has been discussed.

The Nomination Committee has in its work ahead of the Annual General Meeting 2017 aimed to ensure that the board of directors possesses the competence and experience necessary, taking the operations as well as the current developmental phase of CLX into account, in order for the board to continue to successfully manage the company. The Nomination Committee has, in particular, valued the board's need for versatility and breadth with respect to competence, experience and background, considering, among other things, the company's strategic development, management and control. The Nomination Committee has discussed perspectives on diversity based on the view that such perspectives are essential in deciding on the composition of the board of directors and that a gender balance should be achieved.

The Nomination Committee is of the opinion that the proposed board members represent a broad and versatile group of informed persons, well-motivated and fit for the tasks to be carried out by the board of directors of CLX. The Nomination Committee is also of the opinion that the board members complement each other well with respect to competence and experience. The proposed board comprises four male and two female members, i.e. a proportion of 33 per cent female members. This is considered favorable by the Nomination Committee even if the Committee hopes for a balanced representation in the near future.

The Nomination Committee works in accordance with the requirements set out in the Swedish Code of Corporate Governance (the "**Code**"). The Nomination Committee has, by an assessment of the independence of the proposed board members, found that the Committee's proposals meet the requirements of independence set out by the Code.

A closer presentation of the proposed board members can be found on <http://ir.clxcommunications.com/>.

The Nomination Committee's proposals regarding remunerations for the board of directors

The remuneration for each board member, not employed by the company, has from the General Annual Meeting 2015 and onwards amounted to SEK 150.000 annually (increased to take the 18 months extended financial year into account). The chairman of the board has received equal levels of remuneration as other board members. No remuneration has been granted for the work of the Nomination Committee.

The Nomination Committee proposes the following:

1. Given that the company has had a strong growth with respect to turnover as well as complexity due to the completed acquisitions, it is proposed that:
 - a. the remuneration for each board member not employed by the company is increased to SEK 250.000 annually,
 - b. the chairman of the board shall receive a remuneration amounting to SEK 550.000 annually, and
 - c. remuneration for the work on the Audit Committee shall be SEK 40.000 annually for members, and SEK 80.000 annually for the committee chairman.
2. The company may permit board members to invoice the remuneration through own companies if fiscal conditions allow such operations and as long such operations do not incur additional expenses for CLX.

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CLX Communications AB (publ)
The Nomination Committee