

**Instruction for the Nominating Committee of Projektengagemang Sweden AB (publ) valid from the 2018 Annual General Meeting until further notice**

The Annual General Meeting (AGM) 7 May 2018 resolved, in accordance with the Nominating Committee's proposal, on the following instruction for the appointment of a Nominating Committee and the Nominating Committee's mission, to be applicable until further notice and else has been resolved by the General Meeting.

1. That the company should have a Nomination Committee consisting of four members. The Nomination Committee shall consist of one representative for each of the three largest shareholders in terms of votes who wish to appoint such a representative. One of the members shall be the Chairman of the Board and shall convene the first meeting. If any of the three largest shareholders in terms of votes waives their right to appoint a member to the Nomination Committee, the next shareholder in size shall be given the opportunity to appoint a member. The Nomination Committee's mandate period extends until the appointment of a new Nomination Committee. The Chairman of the Nomination Committee shall, unless the members agree otherwise, be the member who represents the largest shareholder in terms of votes. If the Nomination Committee member leaves the Nomination Committee before its work is completed, the shareholder who has appointed such a member shall have the right to appoint a new Nomination Committee member. If the member who leaves the Nomination Committee is the Chairman of the Board, a new member shall not be appointed.
2. The Nomination Committee shall be composed based on shareholder statistics from Euroclear Sweden AB on 30 June each year. The names of the appointed representatives in the Nomination Committee and the shareholders they represent shall be published on the company's website as soon as they are appointed, however, no later than six months before the Annual General Meeting.
3. If during the term of the Nomination Committee, one or more of the shareholders who nominated members of the Nomination Committee no longer belong to the three largest shareholders in terms of votes, the members appointed by these shareholders shall make their seats available and the shareholder or shareholders who are among the three largest shareholders, shall appoint their representatives. If there are no special reasons, no changes shall take place in the composition of the Nomination Committee if only marginal changes in the number of votes have taken place or if the change occurs later than three months before the Annual General Meeting. Shareholders who have been added to the three largest shareholders as a result of a more substantial change in the votes later than three months before the meeting shall, however, be entitled to appoint a representative to be co-opted to the Nomination Committee. Shareholders who have appointed a member of the Nomination Committee are entitled to dismiss such a member and appoint a new representative to the Nomination Committee. Changes in the composition of the Nomination Committee shall be made public as soon as such has taken place.
4. The Nomination Committee's assignment shall be to present proposals to the Annual General Meeting regarding the Chairman of the Board, number of Board members, election of Board members, election of Chairman of the Board, Board fees, with division between Chairman and other members of the Board and remuneration for committee work, fees to the auditors, election of auditor and election for how to appoint a new Nomination Committee. The Nomination Committee shall take into account the requirements imposed on the Nomination Committee and the appointment of the Board of Directors which are described in The Swedish Corporate Governance Code issued by the Swedish Corporate Governance Board.
5. That the Nomination Committee shall be entitled to receive reasonable remuneration from Projektengagemang for expenses in connection to evaluation and recruitment. The members of the Nomination Committee receive no remuneration from Projektengagemang for their committee work.

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*This is a translation of the Swedish original wording. In case of discrepancies, the Swedish version shall prevail.*