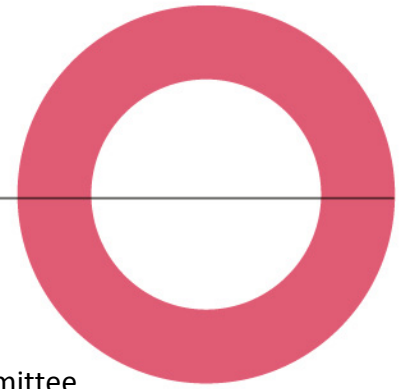


## **Instructions and Charter for the Nomination Committee of PAXMAN AB (publ)**

1. PAXMAN AB (publ) (“the Company”) shall have a Nomination Committee consisting of three members. One member shall be appointed by the Board of Directors among its members, two shall be representatives for those among the five largest shareholders who wish to appoint such representative. Based on the shareholder statistics provided by Euroclear Sweden AB as per the last banking day in September, the Nomination Committee shall, without unnecessary delay, identify the five largest shareholders by voting power of the Company.

The names of the members of the Nomination Committee and the names of the shareholders thus represented, shall be published on the Company’s website no later than six months prior to the AGM. The Nomination Committee shall remain in office until the AGM held in the year following its appointment. The Chairman of the Nomination Committee shall be the member who represents the shareholder controlling the largest number of votes – with the exception, however, that the member appointed by and representing the Board of Directors may not chair the committee.

2. Committee members appointed by shareholders who cease to belong to the group of five major owners shall immediately offer to resign from the Nomination Committee. Once updated shareholder statistics have been supplied by Euroclear Sweden AB, the new members of the top-five group shall be offered the possibility to appoint its/their representative or representatives. If there are no special reasons, however, no changes among the committee members need to be made if (a) the changes in the number of votes are minor, or (b) if such changes occur less than three months before the AGM. Changes in the composition of the Nomination Committee shall be published on the Company’s website without delay.
3. Well ahead of the publication of the invitation to the Company’s AGM, the Nomination Committee shall present the following proposals. When deemed necessary, the Nomination Committee may consult major shareholders to seek opinions:
  - ✓ Proposal for nomination of Chairman of the AGM
  - ✓ Proposal for nomination of Directors of the Board
  - ✓ Proposal for nomination of Chairman of the Board
  - ✓ Proposal for Directors’ fees and their distribution between Chairman and Directors
  - ✓ Proposal for nomination of Group auditor
  - ✓ Proposal for audit fee
  - ✓ When considered necessary, proposal for amendments of the Charter for the Nomination Committee



4. In addition to what is stated under item 3 above, the Nomination Committee shall have the following responsibilities:
  - ✓ Annually analyse which general competences are necessary to be represented on the Board. Based on such analysis, review the competence profile of the Board and if deemed necessary, propose changes.
  - ✓ Annually review developments in respect of independence criteria for the Board.
  - ✓ Receive from the Chairmanship information from the Board's self-assessment process.
  - ✓ Review the structure, size and composition of the Board and propose changes.
  - ✓ Evaluate candidates proposed by shareholders for the Board's further consideration.
  - ✓ Regularly discuss long-term succession planning for the Board, and present a proposal to the Board.
  - ✓ Carry out such other tasks on an ad hoc basis as specifically decided by the Board.
  
5. The Nomination Committee may engage independent counsel and other advisors as it determines necessary to carry out its duties. The committee may also, if required, request separate meetings with any employee at their discretion.

The Nomination Committee shall meet as often as it deems appropriate, but at least twice a year. Further, the Nomination Committee shall meet upon request of a member of the Nomination Committee, the Chairman of the Board or the Company's C.E.O.

Meetings shall be convened at not less than 8 days' written notice to all members of the Committee. Committee resolutions may be passed over the phone or in writing.

The Nomination Committee forms a quorum when two of its members are present. Resolutions are passed with simple majority.

Once a year, the Committee shall evaluate the adequacy of this Charter and recommend any proposed changes to the Board of Directors.

*This Charter has been approved by the Board of Directors of PAXMAN AB (publ) in October 2017.*