

Swedish Nomination Committees

The Swedish Corporate Governance Code

Excerpt from the preamble:

The sole task of the nomination committee is to propose decisions to the shareholders' meeting on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the following year's nomination committee.

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

The Swedish Corporate Governance Code

Art. 2.1:

The company is to have a nomination committee.

The nomination committee is to propose candidates for the post of chair and other members of the board, as well as fees and other remuneration to each member of the board.

The nomination committee is also to make proposals on the election and remuneration of the statutory auditor.

The Swedish Corporate Governance Code

Art. 2.2:

The shareholders' meeting is to appoint members of the nomination committee or to specify how they are to be appointed.

This decision is to include procedures for replacing members of the nomination committee who leave before its work is concluded.

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Art. 2.3:

The nomination committee is to have at least three members, one of whom is to be appointed committee chair.

The majority of the members of the nomination committee are to be independent of the company and its executive management. Neither the chief executive officer nor other members of the executive management are to be members of the nomination committee.

At least one member of the nomination committee is to be independent of the company's largest shareholder in terms of votes or any group of shareholders that act in concert in the governance of the company.

The Swedish Corporate Governance Code

Art. 2.4:

Members of the board of directors may be members of the nomination committee but may not constitute a majority thereof. Neither the company chair nor any other member of the board may chair the nomination committee.

If more than one member of the board is on the nomination committee, no more than one of these may be dependent of a major shareholder in the company.

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Art. 2.5:

The company is to announce the names of members of the nomination committee on its website no later than six months before the annual general meeting. If any member has been appointed by a particular owner, that owner's name is to be stated. If any member leaves the committee, this information is to be published. If a new member is appointed to the nomination committee, the corresponding information about the new member is to be provided.

The website is also to provide information on how shareholders may submit recommendations to the nomination committee.

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Art. 2.6:

The nomination committee's proposals are to be presented in the notice of a shareholders' meeting where the election of board members or auditor is to be held and on the company's website.

[...]

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Art. 2.7:

At a shareholders' meeting where the election of board members or auditor is to be held, the nomination committee is to give an account of how it has conducted its work and explain its proposals.