

Proposals for resolutions, statement of explanation and account of its work by the Election Committee of Momentum Group AB (publ) ahead of the Annual General Meeting on 22 August 2018

Background

On 9 February 2018, in accordance with the resolution passed by Momentum Group AB's 2017 Annual General Meeting, an Election Committee was announced with representatives of the largest shareholders/shareholder groups by vote. The Election Committee comprises Anders Börjesson (appointed by Tisenhult-gruppen), Marianne Flink (appointed by Swedbank Robur Fonder), Tom Hedelius, Stefan Nilsson (appointed by Handelsbankens Pensionskassa & Pensionsstiftelse) and Chairman of the Board Jörgen Wigh. Anders Börjesson was appointed by the Election Committee as Chairman of the Election Committee. The Election Committee members represent approximately 40 percent of the total number of voting rights in Momentum Group AB.

The Election Committee, in accordance with the principles established by the Annual General Meeting, has been mandated to draw up proposals on the following issues to be presented at Momentum Group's Annual General Meeting on 22 August 2018:

- Chairman to preside over the Annual General Meeting,
- the number of Directors and the election of the Company's Board of Directors and Chairman of the Board,
- fees to Directors and the Chairman of the Board and for committee work,
- election of a registered accounting firm and fees to auditors, and
- proposed principles for appointing the Election Committee and for the Election Committee's duties.

The Election Committee has held two meetings during which minutes were taken and maintained regular communications between the meetings. As a basis for its work, the Election Committee has been briefed on, among other things, the assessment by the Board of Directors of its work carried out during the year and interviewed members of the Board. To assess the demands facing the Board of Directors as a result of the Company's position, strategic challenges and future direction, the Election Committee has discussed the Board's size and composition in terms of industry experience and expertise and how the Board's work has been conducted, etc.

Proposals by the Election Committee for resolutions

Chairman to preside over the 2018 Annual General Meeting

- Chairman of the Board Jörgen Wigh.

Election of the Company's Board of Directors and Chairman of the Board

The Election Committee proposes the following:

- Five regular Directors (unchanged number).
- Re-election of current Directors Fredrik Börjesson, Charlotte Hansson, Stefan Hedelius, Gunilla Spongh and Jörgen Wigh.
- Re-election of Jörgen Wigh as Chairman of the Board.

Taking into consideration Momentum Group's operations, stage of development, strategy and position, the Election Committee considers the composition of the proposed Board of

Directors to be appropriate and characterised by diverse and broad expertise, experience and backgrounds. With respect to gender distribution, the proposed composition of the Board includes two women and three men. Accordingly, the proportion of women on the Board would be 40 percent, which is unchanged from the 2017 Annual General Meeting. The Election Committee considers diversity to be an important issue and pursues a diversity policy in compliance with rule 4.1 of the Swedish Corporate Governance Code (the “Code”).

The proposed composition of the Board of Momentum Group AB meets the requirement of the Code with respect to independent Directors. With the exception of Fredrik Börjesson and Stefan Hedelius, all of the Directors are considered independent in relation to the Company’s major shareholders. All of the Directors are considered independent in relation to the Company and management.

Further information about the proposed Directors is available at Momentum Group’s website, www.momentum.group.

Fees to Directors and the Chairman of the Board

The Election Committee proposes the following fees per Director:

- Fee for Directors elected by the Annual General Meeting: SEK 275,000 per Director (preceding year: SEK 260,000)
- Fee for Chairman of the Board: SEK 600,000 (preceding year: SEK 520,000)

Directors may, by special arrangement with the Company and insofar as applicable legislation and prevailing jurisprudence so permit, invoice their fees plus social security contributions and value added tax from a company owned by the Director, or from their private business, provided that such payment is cost neutral for the Company.

In addition, a special fee of SEK 50,000 is proposed for each member of the Compensation Committee (two individuals) and a fee of SEK 50,000 for the Chairman of the Audit Committee. These fees are unchanged compared with the preceding year.

Election of a registered accounting firm and fees to auditors

The Election Committee proposes the re-election of the registered accounting firm KPMG AB for the period until the end of the next Annual General Meeting. This proposal is in line with the recommendation of the Audit Committee.

It is proposed that fees to auditors be paid in accordance to approved invoices.

The principles for appointing the Election Committee and the duties of the Election Committee

The Election Committee’s proposal for principles for how the Election Committee shall be appointed and its duties is presented in Appendix 1.

Stockholm, July 2018

Election Committee of Momentum Group AB

This document is in all respect a translation of the Swedish original. In the event of any differences between this translation and the Swedish original, the latter shall prevail.

Proposal for resolution regarding the principles for appointing the Election Committee and the duties of the Election Committee

It is proposed that an Election Committee be established in accordance with the following and that the following principles apply until further notice, which means that the Annual General Meeting will not be required to make decisions on these principles and the Election Committee's duties on an annual basis, unless the principles or duties are to be changed.

It is proposed, until such time as a new Election Committee is appointed, that the Election Committee comprise five members and that the Chairman of the Board be given the task of contacting the largest shareholders by vote, and requesting that they appoint four members who, together with the Chairman of the Board, will constitute the Election Committee. When determining the four largest shareholders by vote, a group of shareholders is to be considered a single shareholder if they are grouped as a single shareholder in the Euroclear system.

The selection of shareholders to be contacted is to be made based on the shareholders' register in effect at the end of each calendar year. The composition of the Election Committee is to be announced not less than six months prior to the Annual General Meeting. Information concerning the principles for appointing the Election Committee, the Election Committee's duties and the current composition of the Election Committee is to be made available at the Company's website.

The majority of the members of the Election Committee may not be Directors, and the President & CEO and other members of senior management may not be members of the Election Committee. The Election Committee is to appoint a Chairman from among its ranks. However, the Chairman of the Election Committee is not to be a Director.

If any of the four largest shareholders by vote chooses to relinquish its rights to appoint a representative to the Election Committee, the rights will be passed on to the fifth largest shareholder by vote, and so on. No more than three additional shareholders need to be contacted. If, despite this, the Election Committee does not comprise a minimum of five members, the Election Committee itself may appoint a sufficient number of members. When shareholders are contacted concerning a possible appointment as a member of the Election Committee, the Chairman of the Board is to establish the necessary rules of conduct, such as the latest reply date, etc.

If, during the mandate period of the Election Committee, one or more shareholders who have appointed members of the Election Committee are no longer among the four largest shareholders by vote, the members appointed by these shareholders must make their seats available if requested to do so by the shareholder or shareholders who have joined the four largest shareholders by vote and who thereby have the right to appoint their own representatives. Unless there are special reasons, no changes are to be made in the composition of the Election Committee if only minor changes occur in the number of votes or if the changes occur less than three months before the Annual General Meeting. Shareholders who have joined the four largest shareholders due to a more significant change in the number of votes less than three months before the Annual General Meetings have the right to appoint a representative as a co-opted member of the Election Committee. Shareholders who have appointed a representative as a member of the Election Committee have the right to dismiss the member and appoint a new representative as a member of the Election Committee. Changes in the composition of the Election Committee are to be disclosed as soon as such changes occur.

Duties of the Election Committee

The Election Committee is to evaluate the composition and work of the Board of Directors, and present the Annual General Meeting with nominations for the Chairman of the Meeting, Directors and the Chairman of the Board, auditors and deputy auditors or a registered accounting firm as well as proposals regarding the Director's fee to each individual Director, auditors' fees and, where applicable, proposals to amend the principles for the appointment of the Election Committee and its duties. The Election Committee's proposals are to be presented in the notice for the Annual General Meeting, and at the Company's website in conjunction with this. The Election Committee is to submit a report to the Annual General Meeting on how its work was conducted and present and justify its proposals.

The Company is to defray expenses related to the evaluation and/or recruitment of Directors by Election Committee members. Election Committee members receive no remuneration from the Company for their work.

The above principles for appointing the Election Committee and the duties of the Election Committee are to apply until such time as a General Meeting of Shareholders resolves to change them. Prior to the General Meeting of Shareholders, the Election Committee is to express an opinion as to whether it is warranted that the Annual General Meeting proposes a change to these principles.