



## The Nomination Committee proposals AGM 2009

**Proposals: Item 2, 9, 10, 11 and 12**

### **Item 2, Chairman of the meeting**

The Nomination Committee<sup>1</sup> proposes that Markus Gerdien is elected Chairman at the Annual General Meeting of the Shareholders.

### **Item 9, Number of Board members and auditors**

The Nomination Committee proposes that the Board of Directors consists of six (6) ordinary Board members and no Deputy Directors. It is noted that auditors were elected at the Annual General Meeting of the Shareholders year 2007 for the period until the end of the Annual General Meeting 2011 and such election is therefore not necessary.

### **Item 10, Remuneration to the Board of Directors and auditors**

The Nomination Committee proposes that the Chairman of the Board of Directors receives a remuneration amounting to SEK 350,000 and that each member of the Board of Directors receives a remuneration amounting to SEK 175,000.

In addition, the Nomination Committee proposes that the Chairman of the Board of Directors shall be authorised to allocate SEK 100,000 for committee work if deemed appropriate. In the event that the Chairman of the Board of Directors participates in committee work, the Chairman shall be entitled to the same remuneration as other members of that committee.

In accordance with previous procedures, fees to the auditors should be paid in accordance with approved account.

(It is noted that the Nomination Committee recommends that a member of the Board of Directors shall own shares in the Company.)

### **Item 11, Election of Board members**

The Nomination Committee proposes re-election of the Board members Katarina Bonde, Patrik Enblad, Markus Gerdien, Carl Rosvall, Lars Granlöv and Eva Redhe Ridderstad.

Lars Bertmar has declined re-election.

The Nomination Committee proposes that Markus Gerdien shall be elected as Chairman of the Board of Directors.

### **Item 12, Resolution regarding principles for appointment of the Nomination Committee**

In addition to the rules under the Swedish Code of Corporate Governance, the Nomination Committee proposes that the Annual General Meeting of Shareholders determines the following principles for the appointment of the Nomination Committee.

The five largest shareholders, in accordance with Euroclear's registers of registered shareholders on 30 September 2009, who wish to participate, shall appoint one representative each to the Nomination Committee no later than six months prior to the

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<sup>1</sup> The Nomination Committee represents approximately 58,4 percent of the votes and consists of Markus Gerdien (OM Technology AB), Kerstin Stenberg (Swedbank Robur fonder), Henrik Orre (Radar), Stefan Roos (SEB Asset Management S.A.) and Ulf Strömsten (Catella Fondförvaltning). Ulf Strömsten has been the Chairman of the Nomination Committee.

Annual General Meeting of the Shareholders, with the Chairman of the Board of Directors included and as convener. A shareholder shall not be entitled to appoint more than one representative to the Nomination Committee. In the event that one or more shareholders decline from their right hereof, the next largest shareholder shall be entitled to a corresponding right. The names of the five members shall be made public as soon as the members have been appointed. The Chairman of the Nomination Committee shall, unless the members otherwise agree, be the member that represents the shareholder with the largest voting power. The Chairman of the Board of Directors or any other member of the Board of Directors is, however, not to be the Chairman of the Nomination Committee. The Nomination Committee shall hold its mandate until a new Nomination Committee is appointed. A member shall resign from the Nomination Committee if that member represents a shareholder who is no longer one of the five largest shareholders. In the event that more than one member resign from the Nomination Committee due to reasons mentioned above, the five largest shareholders shall be entitled to appoint five representatives to the Nomination Committee. Unless there are special reasons, however, no changes in the composition of the Nomination Committee shall occur if only marginal changes in voting power have taken place or if the change occurs later than two months before the Annual General Meeting of Shareholders. Shareholders that have appointed a representative to the Nomination Committee shall be entitled to dismiss such a member and appoint a new representative as a member of the Nomination Committee. Changes in the composition of the Nomination Committee shall be publicly announced as soon as such changes have occurred. The Nomination Committee shall prepare a proposal to be presented for approval at the Annual General Meeting of Shareholders (and extra general meeting if applicable) regarding the appointment of Chairman of the meeting, members of the Board of Directors, Chairman of the Board of Directors, remuneration to the Board of Directors, principles for the appointment of the Nomination Committee and, if applicable, the appointment of auditors as well as remuneration to the auditors. The Company shall upon request from the Nomination Committee, provide administrative resources in order to facilitate the Nomination Committee's work. If required, the Company shall be responsible for reasonable expenses related to external consultants that the Nomination Committee deems necessary in order to fulfill its duties.

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Stockholm, March 2009  
Orc Software AB  
The Nomination Committee