

## **The Nomination Committee's proposals to the SkiStar AGM 2018**

The nomination committee of SkiStar AB (publ) consists of Anders Sundström, appointed by Mats and Fredrik Paulsson incl family and company, Magnus Swärdh, appointed by Erik Paulsson incl family and company, Åsa Nisell, appointed by Swedbank Robur funds, and Jan Särilvik, appointed by Nordea funds. Anders Sundström has replaced Mats Paulsson, whom was appointed member of the nomination committee by the AGM 2017. The nomination committee has appointed Anders Sundström chairman of the committee. The nomination committee jointly represents approximately 54% of the capital and 68 % of the votes in SkiStar, as per 31 August 2018.

The numbering below refers to the relevant numbers in the agenda for the AGM 2018, as proposed in the notice to attend the AGM.

### **2. Election of chairman of the AGM**

The nomination committee proposes the chairman of the board of directors, Pär Nuder, be appointed chairman of the AGM.

### **12. Resolution regarding the number of members and deputy members of the board of directors to be elected by the AGM**

The nomination committee proposes that the number of members of the board of directors shall be six, without deputies, for the period until the end of the next annual general meeting.

### **13. Resolution regarding the fees for the members of the board of directors**

The nomination committee proposes that total fees for the board of directors, including committee fees, shall amount to SEK 1,500,000 (2017: 1,440,000), of which SEK 400,000 to the chairman of the board of directors and SEK 200,000 (2017: 180,000) to each of the other members of the board of directors that are not employed by the company. Fees to the members of the audit committee is proposed to amount to SEK 200,000 (160,000) in total, of which SEK 100,000 (80,000) to the chairman of the committee and SEK 50,000 (40,000) to each of the other two members of the audit committee. Fees to the members of the remuneration committee is proposed to amount to SEK 100,000 (100,000) in total, of which SEK 50,000 (50,000) to the chairman of the committee and SEK 25,000 (25,000) to each of the other two members of the remuneration committee.

### **14. Election of members of the board of directors**

Per-Uno Sandberg has informed the nomination committee that he declines re-election as member of the board of directors. In this context, the nomination committee proposes Pär Nuder, Eivor Andersson, Lena Apler, Sara Karlsson, Fredrik Paulsson and Mats Årjes be re-elected members of the board of directors for the period until the end of the next annual general meeting.

#### Information on the nominated board members

Information on the board members nominated for re-election by the nomination committee can be found on the company's webpage, [www.skistar.com/sv/corporate](http://www.skistar.com/sv/corporate).

### **15. Election of chairman of the board of directors**

The nomination committee proposes Pär Nuder be re-elected chairman of the board of directors, for the period until the end of the next annual general meeting.

**16. Resolution regarding the number of auditors and deputy auditors**

The nomination committee proposes that the company shall appoint one (1) registered auditing firm, for the period until the end of the next annual general meeting.

**17. Resolution regarding the fees for the auditor**

The nomination committee proposes that fees to the auditor shall be paid on an on-account basis.

**18. Election of auditor**

The nomination committee proposes, in accordance with the audit committees' recommendation, that the registered auditing firm PricewaterhouseCoopers i Sverige AB (PWC) is elected as the company's auditor for a period of one year. PWC has informed the nomination committee that the authorized public accountant, Camilla Samuelsson, is to hold the position of auditor-in-charge.

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## **The Nomination Committee's report of its work and motivated statement prior to the SkiStar AGM 2018**

The nomination committee of SkiStar AB (publ) consists of Anders Sundström, appointed by Mats and Fredrik Paulsson incl family and company, Magnus Swärdh, appointed by Erik Paulsson incl family and company, Åsa Nisell, appointed by Swedbank Robur funds, and Jan Särllvik, appointed by Nordea funds.

### **Report on the Nomination Committee's work**

Prior to the 2018 AGM, the nomination committee has had seven meetings where minutes have been kept and, additionally, there have been a number of private contacts by phone and e-mail. The nomination committee has been provided with the result of the board of director's written evaluation of its work. In addition, the nomination committee has interviewed five of the members of the board of directors, including the chairman of the board, regarding their views on the board of directors' work and composition. The board of directors' need of diversity and breadth of qualifications, experience and versatility for the next years has been discussed. The nomination committee has also consulted the audit committee as regards the proposals on election of auditor and remuneration of auditor. The work has resulted in the proposals which the nomination committee has presented to the AGM.

### **Motivated statement regarding the Nomination Committee's proposed Board of Directors**

The nomination committee is of the opinion that the present board of directors is well functioning and that it has a composition and competence which is in accordance with the necessary requirements.

Per-Uno Sandberg has informed the nomination committee that he declines re-election as member of the board of directors. The nomination committee has proposed re-election of all other present members of the board of directors, i.e. Pär Nuder, Eivor Andersson, Lena Apler, Sara Karlsson, Fredrik Paulsson and Mats Årjes. The nomination committee has proposed Pär Nuder be re-elected chairman of the board of directors. Given the changes in composition of the board of directors following the annual general meeting 2017, the nomination committee proposes the general meeting of shareholders waits for the election of a new member of the board of directors until further assessment of the competence needs has been made.

The nomination committee assesses that the proposed board members, with consideration of the company's operations, financial position and circumstances in general, have sufficient experience and competence to meet the demands of the company's operations. In this assessment, the nomination committee has paid particular attention to the company's strategic development, governance and control.

The proposed board of directors consists of three women and three men, representing a share of 50 percent women and 50 percent men. The nomination committee considers the proposed board, which is gender balanced, also other aspects has an appropriate composition and diversity in terms of experience and professional background. The diversity policy applied by the nomination committee is the rule 4.1 in the Swedish Code of Corporate Governance.

The nomination committee has also discussed independence of the board of directors. The proposal complies with the requirements for independence set out in the Swedish Code of

Corporate Governance. The nomination committee's assessment is that, for Sara Karlsson, there are no longer such circumstances as the previous year were the basis for the assessment regarding dependence to the company and the company management. The nomination committee's assessment in terms of the independence issue for each of the members of the board of directors now being nominated for re-election can be found on the company's webpage, [www.skistar.com/sv/corporate](http://www.skistar.com/sv/corporate).

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