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Proposal for instructions and charter for the Nomination Committee in Nexam Chemical Holding AB (publ)

The Nomination Committee in Nexam Chemical Holding AB (publ), reg. No. 556919-9432, (the “Company”) proposes that the Annual General Meeting (the “AGM”) on May 14, 2014 resolves to establish a Nomination Committee before the AGM 2015 and to adopt the following instructions and charter for the Nomination Committee.

1. Overall responsibilities and objectives

The Nomination Committee is appointed in accordance with routines resolved upon by the AGM in the Company.

The main responsibility of the Nomination Committee is to present proposals for the nomination of chairman and members of the Board of Directors and auditor(s). The Nomination Committee shall also render recommendations for remunerations to such individuals.

2. Appointment of the Committee

For the upcoming election and remuneration in the Company, a Nomination Committee should be appointed, which is proposed to be comprised of three members representing the two largest shareholders as of last September, together with the Chairman. The largest shareholders shall mean those shareholders who are registered with Euroclear Sweden AB as of last September. If the Chairman represents one of the two largest shareholders, the third largest shareholder in size shall be entitled to appoint a representative of the Nomination Committee.

The members of the Nomination Committee shall be announced no later than six months prior to the AGM. If a substantial change of ownership occurs earlier than six weeks before the AGM, a new shareholder representative shall be appointed. The Chairman shall then contact the one of the two largest shareholders that has no owner representative (or the third largest shareholder if the Chairman represents one of the two largest shareholders and the second largest shareholder already has appointed a representative) and ask him to appoint one. When such shareholder representative is appointed it shall be a member of the Nomination Committee and replace former member of the Nomination Committee that no longer represent one of the two largest shareholders (or the third largest shareholder in size in the event that the Chairman represents one of the two largest shareholders).

If one of the two largest shareholders (or the third largest shareholder in size in the event that the Chairman represents one of the two largest shareholders) refrains from appointing a representative, or such representative resigns or relinquishes before completion of the assignment, the Chairman shall encourage the next owner in size (meaning first the third largest shareholder in size, or if that person according to the above mentioned is entitled to appoint a representative due to the Chairman representing one of the two largest shareholders, the fourth largest shareholder) to appoint a shareholder representative. The process will

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continue until the Nominating Committee consists of three members, including the Chairman. The Nomination Committee shall within it appoint the Chairman of the Nomination Committee.

3. Duties

The Committee shall:

- Represent all owners of the Company in matters falling within the scope of the tasks of the Committee.
- Evaluate to what extent the Board of Directors satisfies the requirements that has been imposed on the board, based on the Company's and the group's business and future development and independence criteria.
- Discuss requirement profiles for members of the Board of Directors and any committees.
- Evaluate the appropriate number of members for the Board of Directors.
- When required, perform a selection procedure to find new candidates.
- When appropriate, prepare proposals on auditor (s) and their remuneration.
- Annually review the instructions and charter for the Nomination Committee for next year's Nomination Committee.
- Publish proposals in the notice for the AGM and on the Company's website.
- Attend, present and motivate its proposals to the AGM.

The Nomination Committee has the right to, if necessary, in connection with future election of new member of the Board of Directors, obtain material from an external consultant regarding knowledge, experience and profile for suitable candidates, with a right for the Nomination Committee to charge the Company with reasonable cost for such material.

Lund in April 2014

Nexam Chemical Holding AB (publ)

The Nomination Committee