

## **Proposal of the Nomination Committee to the Annual General Meeting 2011 in HiQ International AB**

In accordance with the decision by the AGM 2010, the Chairman of the Board contacted the three largest shareholders during the autumn 2010, in order to form a Nomination Committee with the task to prepare certain matters for the Annual General Meeting 2011.

The Nomination Committee has had the following composition

Jan Andersson, representing Swedbank Robur funds  
Anders Ljungh, Chairman of the Board  
Magnus Molin, Svolder  
Peter Rönström, Lannebo Funds

Jan Andersson was elected chairman of the Nomination Committee. At the first meeting, the Nomination Committee decided to elect Ken Gerhardsen as co-opted member of the Committee. Ken Gerhardsen is Board member and represents a group of private individuals with larger shareholdings in HiQ. Together, the members of the Nomination Committee represent approximately 23% of the shares and votes in the company.

The Nomination Committee has held five meetings. In addition, to access to the results of the Board self appraisal, the Committee has had individual talks with all Board members. This survey shows that the Board's work has been active with great commitment from the members and also a high degree of presence.

The Nomination Committee has also been informed by the Chairman of the Board and the CEO regarding the Company's operations, targets and strategies.

### **The Nomination Committee's Board proposal**

The Nomination Committee proposes unanimously that:

- The Board shall consist of 7 Board members, without deputies.
- Re-election of Gunnel Duveblad, Ken Gerhardsen, Anders Ljungh, Jukka Norokorpi, Christina Ragsten Pettersson and Lars Stugemo. Leila Swärd Ramberg has declined re-election.
- Election of Johanna Fagrell Köhler, born 1966 with a Master of Science degree from Lund University School of Economics and Management. Johanna Fagrell Köhler is CEO for Mobiento, an international company active within brands and communication in mobile channels. Previous assignments include CEO ONE Media Holding, CEO and partner Summer Design Agency, business manager Icon Medialab. Johanna Fagrell Köhler is a member of the Board of Ekelöv Info Security and OraSolv.
- Re-election of Anders Ljungh as Chairman of the Board

### **Motivated statement**

The Nomination Committee is of the opinion that the proposed Board well fulfils the demands regarding competences, experience and proportion of men and women that could be demanded from a Board in a specialized consultancy company such as HiQ. Johann Fagrell Köhler adds competence and experience from important client segments to the Board of Directors.

The proposal does also fulfill the requirements of "the Swedish Corporate Governance Board" regarding the independence of the Board members. None of the members, except for the CEO, is to be regarded as dependent on the Company or the Company's larger shareholders.

### **The Nomination Committee's other proposals to the Annual General Meeting 2011**

The Nomination Committee has unanimously recommend the Annual General Meeting 2011 that:

- Anders Ljungh is elected **Chairman of the Annual General Meeting 2011**.

- **Remuneration to the Board** is paid, with a total amount of SEK 1.525.000 (last year 1.275.000), of which SEK 450.000 (350.000) shall be allocated to the Chairman of the Board, SEK 200.000 (175.000) to each of the other Board members not employed by the company and SEK 75.000 (50.000) to the Chairman of the Audit Committee.
- **Re-election of PricewaterhouseCoopers AB as auditors** for the period until the end of the annual general meeting 2015.
- **The auditors should be remunerated** for services billed.
- **Principles to form a new Nomination Committee** is adopted as follows:  
 “The Nomination Committee suggest that the General Meeting shall establish a Nomination Committee according to the following principles. The Chairman of the Board of Directors shall based on the shareholding in the company as of 31 July 2011 convene the three major shareholders in the company, according to Euroclear Sweden AB, which each are to elect one representative to the Nomination Committee. If any of the three major shareholders renounce from their right to elect a representative, the next largest shareholder are to be provided with the opportunity to elect a representative. In addition, the Nomination Committee can decide that the Chairman of the Board of Directors shall be a representative of the Nomination Committee. The Nomination Committee can also decide to include an additional representative of a major shareholder or a group of major shareholders to be part of the Nomination Committee or be an alternate member of the Nomination Committee. Neither the CEO nor any other member of the management shall be a member of the Nomination Committee.

The Chairman of the Board of Directors shall convene the initial meeting of the Nomination Committee. A representative of the shareholders shall be elected as Chairman of the Nomination Committee. Term of office for the Nomination Committee is until a new Nomination Committee has been appointed.

The names of the representatives of the Nomination Committee shall be announced no later than six months prior to the Annual General Meeting. All shareholders shall in connection thereto also be informed whom to contact.

In the event of major changes in the shareholding after this date, the Nomination Committee can, if it finds it necessary, decide that a new shareholder shall offered a seat on the Nomination Committee in accordance with the above stated principles. Such changes shall be made public immediately.

The Nomination Committee shall prepare and at the Annual General Meeting 2012 leave proposals regarding;

- election of Chairman for the Annual General Meeting;
- election of Chairman of the Board of Directors along with other members of the Board of Directors;
- fees to the members of the Board of Directors divided between the Chairman and other members as well as compensation for work in committees;
- election of and fee to the auditors and (any deputy auditors where appropriate); and
- decisions on principles regarding election of the new Nomination Committee.

No fee shall be paid to the Nomination Committee. The Nomination Committee shall, upon approval by the Chairman of the Board of Directors, be entitled to burden the company with costs for recruitment consultants or other costs necessary for the Nomination Committee to fulfil its duties.”

Stockholm March 2011

THE NOMINATION COMMITTEE OF HIQ INTERNATIONAL AB (PUBL)