

## NOMINATION COMMITTEE'S PROPOSALS

regarding the Chairman of the meeting, Item 2 on the agenda; the number of Board members, Item 9 on the agenda; fees for the Board members and the auditor, Item 10 on the agenda; election of Chairman and other members of the Board, Item 11 on the agenda.

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

The Nomination Committee proposes that the Chairman of the Board, Staffan Persson, be elected as Chairman of the meeting.

### **Proposal for the number of Board members, Item 9 on the agenda**

The Nomination Committee proposes an unchanged number of Board members, that is, the Board shall consist of five members and no deputies.

### **Proposal for director fees, Item 10 on the agenda**

The Nomination Committee proposes unchanged fees for the Board in a total amount of SEK 1,250,000 (including remuneration for committee work) in Neonet AB (publ), to be distributed as follows:

- SEK 350,000 to the Chairman of the Board
- SEK 200,000 to each of the other Board members elected by the meeting
- in addition, a fee of SEK 50,000 per member (maximum two members) of the Remuneration Committee appointed by the Board.

Also, it is proposed that an unchanged fee of SEK 50,000 be paid to the Chairman of the subsidiary Neonet Securities AB.

### **Proposal for auditor's fees, Item 10 on the agenda**

As in the past, it is proposed that auditor's fees for the period up to the end of the next Annual General Meeting are to be paid in accordance with approved invoices.

### **Election of Board members and Chairman of the Board, Item 11 on the agenda**

The Nomination Committee proposes the re-election of all current members:

Staffan Persson  
Hans Karlsson  
Nils-Robert Persson  
Gerard Versteegh  
Thord Wilkne

### **Nomination Committee ahead of 2010 AGM, Item 15 on the agenda**

For the period up to the end of the next AGM, the proposal is for the re-election of the members of the Nomination Committee who were elected in line with the procedure approved by the 2008 AGM:

Peter Lindell  
Staffan Persson  
Hans Karlsson

The Nomination Committee shall itself appoint its Chairman, who may not be the Chairman of the Board. Should a member of the committee resign before its work is finalized, the committee shall appoint a new member. The committee shall prepare the AGM's decisions in matters involving elections and fees, including a proposal concerning the election of the Chairman of the AGM, a proposal concerning the number of Board members, a proposal concerning fees to be paid to the Board and auditors and any remuneration for the Board's committee work, a proposal concerning the election of members and Chairman of the Board and a proposal concerning the election of auditors (where appropriate); as well as a proposal concerning the Nomination Committee ahead of the 2011 AGM. The Nomination Committee proposes that no fee be paid to the members of the committee, but that the company shall be responsible for costs arising from the committee's work.

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Stockholm, April 2009  
*Nomination Committee in NeoNet AB (publ)*

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## NOMINATION COMMITTEE'S EXPLANATORY STATEMENT

### Regarding the proposal concerning the Board, Item 11 on the agenda

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#### **Background and description of the work of the Nomination Committee**

Pursuant to the resolution passed at the AGM of NeoNet AB (publ) ("Neonet") on April 21, 2008, the Chairman of the Board contacted the largest shareholders at the end of the third quarter in line with their ranking in significance, each of whom are entitled to nominate a representative until two representatives have been appointed, who, along with the Chairman, were to constitute the Nomination Committee ahead of the 2009 AGM. The Nomination Committee has itself appointed its Chairman, who may not be the Chairman of the Board.

The two largest shareholders at the end of the third quarter were Staffan Persson with companies and family, and Lombard International Assurance S.A. Each of these has appointed their representative, who, along with Chairman of the Board, constitute Neonet's Nomination committee ahead of the 2009 AGM.

The Nomination Committee consists of the following:

Peter Lindell, appointed by Staffan Persson  
Hans Karlsson, appointed by Lombard International Assurance S.A.  
Staffan Persson, Chairman of the Board of Neonet AB (publ)

The Nomination Committee subsequently appointed Peter Lindell as Chairman of the Nomination Committee.

The Nomination Committee has held one minuted meeting, in addition to maintaining ongoing contact.

#### **Explanatory statement**

The Nomination Committee in Neonet explains its proposal for the Board as follows:

In the opinion of the Nomination Committee, the current Board functions smoothly and has the expertise required for its tasks. As the basis for its work, the Nomination Committee has conducted an assessment of the Board and its work and has studied the Chairman of the Board's account of the Board's activities, goals and strategies.

All members have stated that they are available for re-election. The Nomination Committee feels that the proposed composition of the Board is characterized by diversity and breadth in terms of know-how and experience in strategically important areas for Neonet, such as technology systems, securities trading and financial markets. Consequently, the Nomination Committee believes that the proposed Board is appropriately composed to meet the demands imposed by the company's business in respect of its operations, future development, financial position and other circumstances.

The number of five members appears functionally satisfactory since, for example, audit matters are dealt with by entire Board and not by a separate committee. The Board's members are all men. However, the Nomination Committee does not feel it is currently financially warranted to expand the number of members in an effort to gain more equal gender distribution, since the current Board is deemed to have the experience and skills required for its tasks.

During the year, Neonet expanded its management team with the addition of a woman, which means that women now account for 29 percent of the management team.

All proposed members are deemed to be independent in relation to the company and executive management. All proposed members, except for Staffan Persson, are deemed to be independent in relation to the company's major shareholders. The proposal for the composition of the Board thus meets the rules of the Swedish Corporate Code of Governance in respect of independence.

More detailed information concerning the proposed Board members is available on Neonet's website.

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Stockholm, April 2009  
*Nomination Committee of NeoNet AB (publ)*