

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

The Nomination Committee's proposals for the annual shareholders' meeting 2020 and the Nomination Committee's reasoned statement

1. Background

- 1.1 In accordance with the guidelines adopted by the annual shareholders' meeting in InCoax Networks AB (the "**Company**") on 17 May 2019, a Nomination Committee has been appointed and announced through a press release on 14 November 2019.
- 1.2 The Nomination Committee has consisted of Peter Agardh, representing Saugatuck Invest AB, Anders Nilsson, representing Norrlandspojkarna AB, Lars Berggren, representing BLL Invest AB, and the Chairman of the board of directors, Richard Tooby. Peter Agardh has been the Chairman of the Nomination Committee.
- 1.3 The Nomination Committee shall represent the Company's shareholders in all questions which fall within the Nomination Committee's field of responsibility.
- 1.4 The Nomination Committee shall prepare and submit proposals to the annual shareholders' meeting regarding:
 - (a) the Chairman at the annual shareholders' meeting;
 - (b) the number of board members elected by the shareholders' meeting;
 - (c) the Chairman and other members of the board elected by the shareholders' meeting;
 - (d) fees and other remuneration for each of the members of the board elected by the shareholders' meeting and for members of board committees (where applicable);
 - (e) the number of auditors;
 - (f) the auditors;
 - (g) the fee for auditors;
 - (h) election of Nomination Committee, or alternatively a decision on principles for appointing a Nomination Committee, as well as instructions for the Nomination Committee; and
 - (i) remuneration to the members of the Nomination Committee (if applicable).

2. The Nomination Committee's work

- 2.1 The Nomination Committee has held three meetings and has also had had additional contacts in between.

- 2.2 Initially, the Nomination Committee has oriented itself with regard to how the work in the board has been conducted and how it works as well as with regard to the Company's strategy and future challenges, the Nomination Committee has furthermore evaluated which competence and experience the members of the board should possess, which has served as guidance for the Nomination Committee's work.
- 2.3 The Chairman of the board of directors has ensured that the Nomination Committee has received all relevant information on how the work has been conducted in the board during the year

3. The Nomination Committee's proposals

- 3.1 In summary, the Nomination Committee submits the following proposals:

Item 1: Election of Chairman of the meeting

The Nomination Committee proposes that the Chairman of the board of directors, Richard Tooby, is elected as Chairman of the meeting.

Item 9: Determination of the number of board members, auditors and deputy auditors

The Nomination Committee proposes that five ordinary board members should be elected until the end of the next annual shareholders' meeting.

Furthermore, the Nomination Committee proposes that one registered public accounting firm, without deputy auditor, should be elected as auditor until the end of the next annual shareholders' meeting.

Item 10: Determination of remuneration for the board members and the auditor

The Nomination Committee proposes that remuneration to the board of directors shall be paid with SEK 200,000 to the Chairman of the board of directors (SEK 300,000 previous year), with GBP 24,000 to the proposed board member Kevin Foster and with SEK 100,000 to each of the other board members (SEK 150,000 previous year).

Furthermore, the Nomination Committee proposes that remuneration to the auditor shall be paid in accordance with customary norms and approved invoice.

Item 11: Election of board members and auditor

The Nomination Committee proposes that Richard Tooby, Anders Nilsson, Pär Thuresson and Peter Agardh are re-elected as ordinary board members and that Kevin Foster is elected as new ordinary board member. Furthermore, the Nomination Committee proposes that Richard Tooby is re-elected as Chairman of the board of directors.

The present board member Patrik Widlund has declined re-election.

Kevin Foster, born 1960, has large experience after more than 36 years in the broadband access industry working for a leading telecom operator. Previously, Kevin Foster has been the Chairman of the Board of Broadband Forum (2012-2020) and UK-based NICC DSL Task Group (2010-2020). Kevin Foster is Chartered Engineer and a

Fellow of UK Institute of Engineering and Technology (IET). Kevin Foster has made significant contributions to broadband access technology during his career and holds numerous awards; the most recent being the UK IET's Achievement Medal for Broadband Innovation (2017). Kevin Foster holds no shares in the Company. Kevin Foster is considered to be independent in relation to the company as well as its senior management and in relation to major shareholders.

Lastly, the Nomination Committee proposes that the registered public accounting firm KPMG AB is re-elected as auditor. KPMG AB has informed that the authorized public accountant Mikael Larsson, will continue to be appointed as the responsible auditor.

Item 15: Resolution on implementation of a long-term incentive program for the proposed board member Kevin Foster

The Nomination Committee's proposal regarding implementation of a long-term incentive program for the proposed board member Kevin Foster can be found in the separate documentation to the annual shareholders' meeting.

4. The Nomination Committee's reasoned statement regarding the proposal for board of directors

- 4.1 The Nomination Committee makes the assessment that the board has been well-functioning during the period. Furthermore, the assessment is made that the board is competent as to handle the continued development of the Company. However, the Nomination Committee considers that Kevin Foster, who is proposed for new election, will provide valuable supplementary knowledge and experience to the board, especially regarding the board's work with addressing Tier 1 operators. The Nomination Committee considers it important to strengthen the expertise in this regard.
- 4.2 The proposed board is, with regard to the Company's operations, stage of development and other conditions in general, considered to continue to provide an adequate board composition in relation to the qualifications, experiences and backgrounds of the proposed board members. The Nomination Committee therefore considers the proposed board composition with five board members to be adequate in order to be able to meet the needs which the Company is facing and will be facing in relation to its operations.
- 4.3 Information on the board members who are proposed for re-election can be found at the Company's website, www.incoax.com.

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The Nomination Committee of InCoax Networks AB (publ)