

Complete proposals by the Nomination Committee AGM 2015

Decision regarding appointments

The AGM 2013 resolved that the Chairman of the Board be authorised to invite not less than three and not more than five of the major shareholders in terms of votes to each appoint a member who, together with the Chairman of the Board, shall constitute a Nomination Committee. The determination as to which shareholders constitute the three to five major shareholders in terms of votes shall be based on ownership information from Euroclear Sweden AB's as per the final day of trading in August (grouped by owner) unless, not later than the sixth weekday in September, any other shareholder gives written notice to the Chairman of the Board and proves his status as one of the three to five major shareholders in terms of votes. If deemed appropriate as a consequence of any subsequent change in ownership structure, the Nomination Committee shall be entitled to invite additional shareholders to assume a place on the Nomination Committee; however, the total number of members shall not exceed six. The member representing the largest shareholder shall be Chairman of the Committee. The composition of the Nomination Committee shall be published not later than six months prior to the next Annual General Meeting. In the event a member of the Nomination Committee leaves the Committee before its work is completed, the Chairman of the Board shall, if the Nomination Committee deems necessary, invite the same shareholder — or, if the latter is no longer one of the major shareholders, the shareholder who, in terms of size of shareholding, is next entitled — to appoint a replacement. Members of the Nomination Committee shall receive no fees, but any costs incurred in the course of the nomination work shall be borne by the Company. The term of office of the Nomination Committee shall extend until the composition of a new Nomination Committee is published. This instruction for the appointment of the Nomination Committee is applicable until decided otherwise by a future General Meeting.

Composition

Pursuant to a resolution of SSAB's AGM 2013, the Chairman of the Board has invited five of the major shareholders in terms of votes to each nominate a member to constitute the nomination committee together with the Chairman of the Board.

The nomination committee established for the 2015 AGM consists of Anders Nyberg, Industrivärden (chair of the Nomination Committee); Kari A.J. Järvinen; Åsa Nisell, Swedbank Robur Fonder; Lars-Eric Aaro, LKAB; Frank Larsson, Handelsbanken Fonder and Sverker Martin-Löf (Chairman of the Board).

Nomination Committee's proposals

- that *Advokat* Sven Unger be appointed to chair the meeting;
- that there be eight directors;
- that Board fees be paid in the amount of SEK 1,650,000 to the Chairman of the Board and SEK 550,000 to each director who is not employed in the Group. Compensation to directors in respect of committee work shall be paid in the amount of SEK 100,000 each, with the exception of the position of Chairman of the Audit

Committee, for which payment shall be made in the amount of SEK 125,000. Fees shall be paid to the auditor in accordance with approved invoices;

- that the following directors be re-elected: Petra Einarsson, Kim Gran, Matti Lievonen, Martin Lindqvist, Annika Lundius, John Tulloch and Lars Westerberg. Sverker Martin-Löf and Jan Johansson have declined re-election. Election of Bengt Kjell as new board member.
 - that Bengt Kjell be elected as Chairman of the Board;
 - that the auditors shall be one registered auditing company and that PwC be re-elected as auditors for another year until the Annual General Meeting of 2016.
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