

## Atlas Copco AB

### **Item 15 -The proposal from the Nomination Committee regarding Nomination Committee**

a) That the company shall have a nomination committee consisting of the chairman of the Board and a representative from each of the four largest shareholders in terms of voting rights. During the third quarter of 2006 the chairman of the Board shall contact the four largest shareholders registered directly or as a group with VPC for the appointing of an owner representative. The names of the four owner representatives and the names of the shareholders they represent shall be made public latest six months prior to the Annual General Meeting 2007 and be based upon the known number of votes immediately prior to the publishing. The term of office of the nomination committee lasts until a new nomination committee has been appointed. The chairman of the nomination committee shall, unless the members otherwise agree, be the member who represents the shareholder with the largest number of votes.

b) that representative(s) who has been appointed by such shareholder(s) who, during the term of the nomination committee, no longer belong to the group of four largest shareholders in terms of voting rights, shall cease to be member(s) of the committee and the one, or those, shareholder(s) who has been added among the four shareholders with the largest voting rights shall appoint its/their representative(s). Unless there are special circumstances to the contrary, there shall be no change in the composition of the nomination committee if there are only marginal changes in the number of votes or a change occurs later than two months prior to the Annual General Meeting. A shareholder who has appointed a representative as member of the nomination committee can replace such representative with a new representative to be a member of the nomination committee. Every change in the composition of the nomination committee shall be made public as soon as it has taken place.

c) that the nomination committee shall prepare proposals to the Annual General Meeting 2007 regarding the following matters for decision:

- proposal regarding chairman for the Annual General Meeting
- proposal regarding number of Board members
- proposal regarding composition of the Board of Directors
- proposal regarding chairman and vice chairman of the Board of Directors
- proposal regarding remuneration to the chairman, vice chairman and other Board members not employed by the company
- proposal regarding compensation for committee work
- proposal regarding the criteria for the selection of chairman and members of the nomination committee.

**d)** that, in connection with its mission in general, the nomination committee shall fulfil those tasks that, according to the Swedish Code of Corporate Governance, are allocated to a nomination committee and that the company, upon request from the nomination committee, shall provide resources like for example the secretary function in the nomination committee in order to facilitate the work of the committee. Upon request, the company shall also carry such reasonable costs for external consultants who are deemed by the nomination committee to be required in order for the nomination committee to carry out its mission.