

Proposal for resolution regarding a Nomination Committee at the Annual General Meeting of Investor AB on March 21, 2006

Agenda Item 19

The Knut and Alice Wallenberg Foundation, the EB Foundation, Nordea's mutual funds, Skandia Liv, the Marianne and Marcus Wallenberg Foundation and the Marcus and Amalia Wallenberg Memorial Fund, which shareholders jointly represent approximately 60 per cent of the votes for all shares in the Company, have notified the Company that they will propose that the Annual General Meeting in general resolves:

1. That the Company shall have a Nomination Committee consisting of one representative for each of the four shareholders controlling the largest number of votes and the Chairman of the Board of Directors. The names of the four shareholder representatives and the names of the shareholders they represent shall be published not later than six months prior to the Annual General Meeting in 2007. Based on VPC's register of registered shareholders as of August 31, 2006, shareholders controlling the largest number of votes will be contacted for participation in the Nomination Committee. The Nomination Committee shall remain in office until a new Nomination Committee has been appointed. The Chairman of the Nomination Committee shall, unless the members agree otherwise, be the member who represents the shareholder controlling the largest number of votes.
2. That, if during the incumbency of the Nomination Committee, one or more shareholders who have appointed members of the Nomination Committee ceases to belong to the four shareholders controlling the largest number of votes, the members appointed by such shareholders shall resign from the Committee and the shareholder or shareholders who have become one of the four shareholders controlling the largest number of votes shall appoint its representatives. In the absence of imperative reasons, however, no changes shall be made in the composition of the Nomination Committee if merely marginal changes in the number of votes have taken place or if the changes occur later than two months prior to the Annual General Meeting. Shareholders who have appointed a representative to the Nomination Committee shall be entitled to dismiss such member and appoint a replacement member of the Nomination Committee. Changes in the composition of the Nomination Committee shall be published immediately after such changes having been made.
3. That the Nomination Committee shall present the following proposals for resolutions to the Annual General Meeting in 2007:
 - (a) proposal for Chairman of the Meeting;
 - (b) proposal for Members of the Board of Directors;
 - (c) proposal for Chairman of the Board of Directors;
 - (d) proposal for remuneration to the Members of the Board of Directors, distinguishing between the Chairman of the Board of Directors and other Members of the Board of Directors and remuneration for committee work;
 - (e) proposal for auditors; and
 - (f) proposal for remuneration to the Company's auditors.
4. That the Nomination Committee shall otherwise discharge any functions or assignments which are incumbent on the Nomination Committee under the terms of the Code of Corporate Governance, and that the Company on the request of the Nomination Committee shall put at the Committee's disposal staff resources, such as secretarial functions in the Committee to facilitate the Committee's work. If required,

the Company shall also defray reasonable expenses for external advisers that the Nomination Committee judges necessary to engage for the due discharge of the Committee's functions and assignments.