

Unofficial translation from the Swedish original version

Instructions for the SVCA Supervisory Board

Original instructions adopted by SVCA's Board of Directors in September 2014. The current version was adopted by SVCA's Board of Directors in April 2018.

Duties

Section 1

SVCA's Supervisory Board (the "Supervisory Board") shall supervise compliance with the Swedish Private Equity & Venture Capital Association's ("SVCA") Code of Conduct (the "Code of Conduct") and administer that Code.

Supervision

Section 2

The purpose of the supervision is to ensure public confidence in the fact that private equity firms are acting responsibly and professionally.

Section 3

The supervision shall be carried out through review of individual cases where issues arise regarding violation of the Code of Conduct, in accordance with the provisions set forth below.

Supervision in individual cases may be initiated after notification from SVCA's Board of Directors or on the Supervisory Board's own initiative. Members shall be entitled to give notice of a request for supervision to the Supervisory Board, whereupon the Supervisory Board shall decide whether to commence a so-called initiative matter. Individuals who are personally affected by activities described in Section 7 of the Code of Conduct shall be entitled to request supervision, which shall then be commenced by the Supervisory Board. However, if it is clear that a notification or request does not concern an issue that could lead to criticism for violation of the Code of Conduct, the Supervisory Board may dismiss the notification or request without performing an investigation.

Section 4

Supervision may also be exercised in the form of a general review of the private equity and venture capital industry's compliance with the Code of Conduct.

Supervision in the form of a general review is to be determined by the Supervisory Board, after consulting with SVCA's Board of Directors.

In respect of issues of a greater concern, the Supervisory Board may issue guidelines clarifying what is or should be considered best practice in compliance with the Code of Conduct. The Supervisory Board may issue guidelines in connection with a particular supervisory matter upon request by either SVCA, a member of the SVCA, or an individual personally affected by such activities referred to in section 7 of the Code of Conduct and on its own initiative when the Supervisory Board considers there is a reason for supervision.

Section 5

The Supervisory Board may collect oral and written information from individuals and organisations within private and public sector. The Supervisory Board may also request a private equity firm, which is the subject of supervision, to respond in writing to issues under review. A private equity firm which is the subject of supervision shall be given the opportunity to respond to such information that has arisen in the supervision and which may be detrimental to the private equity firm unless it appears clearly unnecessary.

According to the Articles of SVCA, its members are obligated to submit true and complete information and statements to the Supervisory Board.

Section 6

The Supervisory Board shall record its adopted measures in an appropriate manner. At the meetings of the Supervisory Board, the executive secretary shall keep minutes and the minutes shall be attested by the chairman of the meeting.

Section 7

A supervisory matter shall be concluded with a final decision in which the Supervisory Board states whether its review has resulted in criticism for violation of the Code of Conduct. In addition, the Board shall be entitled to make other statements which it considers justified, as part of its final decision. The Supervisory Board's final decision shall be submitted to SVCA's Board of Directors, which shall determine whether the final decision shall result in any action by the SVCA.

Publicity

Section 8

The Supervisory Board shall continuously report on current supervisory matters and generally meet the public's and mass media's interest in relation to insight.

Section 9

The Supervisory Board's final decision in a supervisory matter shall become public at the time the Supervisory Board, having first consulted SVCA's Board of Directors, so decides. When deciding the time for publication of a final decision, the interest of SVCA's Board of Directors first having the opportunity to consider potential measures as well as the interest of the public and the private equity and venture capital industry in having the decisions made public as soon as possible shall be taken into consideration. The guidelines and annual activity reports issued by the Supervisory Board shall be made public.

Section 10

Information from minutes and documented measures shall not be made public unless the Supervisory Board in individual cases decides otherwise.

Section 11

Notifications and other documents and information submitted to the Supervisory Board related to supervisory matters shall not be made public unless their content is already part of the public domain, or publication will not harm the party that submitted, or otherwise is affected by, the document or information. The identity of a notifying or affected natural person may not be disclosed other than when necessary for conducting the supervision, or if the natural person has given their express consent.

Information and responses submitted by private equity firms shall, to the extent possible considering the purpose of the supervision, be treated as confidential. This means that as a starting point such information or documents are not public and that the Supervisory Board, as far as it deems possible, shall frame its final decisions in supervisory matters such that facts submitted by a private equity firm are not disclosed, unless they are already part of the public domain or if it can take place without prejudicing the private equity firm.

Section 12

The Supervisory Board may delegate to the chief secretary, or another administrative official of the Board, the right to determine which information and documents shall be made public. A party who has requested but not received a document is entitled to request a decision from the Supervisory Board.

Section 13

A person that has taken part in the administration of a supervisory matter may not, unless otherwise provided by law, disclose to third parties that which has arisen during deliberation. The duty applies also to the content of decisions that have not yet been made public.

Considering its independent position in relation to the SVCA, the Supervisory Board is within the scope of its supervisory activities accountable to ensure that personal data is handled in compliance with applicable personal data legislation.

Administration

Section 14

The Supervisory Board shall administer the Code of Conduct by continuously determining whether it is functioning well and notify SVCA's Board of Directors of any need for action.

The Supervisory Board is responsible for ensuring that the Code of Conduct Commentary is updated. Updates shall be notified to SVCA's Board of Directors.

The Supervisory Board's administrative duties include promoting public awareness of the purpose and content of the Code of Conduct, serving as a referral body, and otherwise submitting information in contexts concerning public confidence in private equity firms' activities. Each year, the Supervisory Board shall give an annual activity report for the preceding calendar year.

Organisation, etc.

Section 15

The Supervisory Board shall consist of a maximum of three members appointed by SVCA's Board of Directors for an initial term of three years. The term may be extended by one to three years at a time. One of the members shall be appointed chairman. During a term, a member may not be removed from office unless (i) the member has committed a crime or another similar action likely to seriously affect public confidence in the member, or (ii) the member seriously neglected his or her duties under the appointment, as set forth in these Instructions.

Member appointees shall be suitable for the appointment and known for their honesty and shall have exhibited integrity and independence in previous appointments. Members may have individual appointments to, and be directors in, private equity firms and portfolio companies, but shall otherwise not be active in the private equity and venture capital industry. Appointments and directorships shall not risk seriously affecting the public's confidence in the member and thus calling into question the purpose of the supervision according to section 2 of these Instructions. Directorships must be notified to the SVCA.

The Supervisory Board may have a secretariat, including a chief secretary, to assist the Board in the preparation of matters and administration.

Section 16

The Supervisory Board shall be entitled to co-opt one or more experts to the Board for the administration of a matter when there is a need for special knowledge which can add valuable review expertise to the Board.

Section 17

The Supervisory Board's final decision in supervisory matters shall be made by three members, or where a conflict of interest, illness or another circumstance prevents one member from participating, by two members. If the Supervisory Board consists of fewer than three members or if the Supervisory Board's decision, due to a reason stated in this section or in section 18, is taken by fewer than three members, the chairman has the casting vote. A member who does not agree with a decision shall be entitled to issue a dissent, which shall be attached to the decision.

An expert has the right to participate in the preparation of the matter, to view all documentation and to be heard at Supervisory Board meetings. The expert shall not be entitled to vote during resolution on the matter, but the expert shall be entitled to issue an opinion and have it attached to the decision.

Conflicts of Interest

Section 18

The Supervisory Board shall apply the provisions of the Administrative Procedure Act (Sw: "*Förvaltningslagen*") in relation to conflicts of interest in its activities. This means, *inter alia*, that anyone being aware of a circumstance that could be assumed to constitute a conflict of interest must voluntarily make this known.
