

## **Nomination Committee**

Pursuant to the Swedish Corporate Governance Code, Swedish companies whose shares are admitted to trading on a regulated market in Sweden shall have a nomination committee. The annual general meeting on 17 May 2022 resolved to adopt the following instruction for the nomination committee, which shall apply until further notice.

### **Principles for appointment of the nomination committee**

The nomination committee shall prior to the annual general meeting be composed of (i) representatives of the three largest shareholders of the Company in terms of votes, who are registered in the share register maintained by Euroclear Sweden AB as of the last trading day in August each year, and (ii) the chair of the board of directors as a co-opted member without voting rights, who shall also convene the nomination committee to its first meeting. The nomination committee shall meet the requirements of composition set out in the Swedish Corporate Governance Code (the “**Code**”). If the larger shareholders who have the right to appoint members of the nomination committee wish to appoint persons with the consequence that the requirements of composition provided in the Code are not met, the first choice of the larger shareholder shall have precedence over a smaller shareholder. At the appointment of a new member, the shareholder who shall appoint the new member shall consider the composition of the current nomination committee.

Should any of the three largest shareholders abstain from their right to appoint a member of the nomination committee, the right to appoint a member shall pass to the next shareholder in line that does not already have the right to appoint a member of the nomination committee. However, the procedure shall only continue until the earlier of (i) five additional shareholders have been asked or (ii) the nomination committee is complete.

The name of the members and the shareholders they represent shall normally be made public on the Company’s website at the latest six months prior to the annual general meeting. At this convening, the nomination committee shall appoint a chair amongst its members. The chair of the board of directors shall not be elected as the chair of the nomination committee. The mandate period of the nomination committee shall extend until the next nomination committee is appointed. Changes in the composition of the nomination committee shall be made public on the website of the Company as soon as they have occurred.

If a change in the Company’s ownership structure occurs after the last trading day in August but before the date which occurs three months ahead of the forthcoming annual shareholders’ meeting, and if a shareholder that after this change has become one of the three largest shareholders in terms of votes, who are registered in the share register of the Company, makes a request to the chair of the nomination committee to be part of the nomination committee, the shareholder shall have the right, in the discretion of the nomination committee, either to appoint an additional member of the nomination committee or to appoint a member who shall replace the member appointed by the, after the changes in the ownership structure, smaller shareholder in terms of votes.

A shareholder who has appointed a member of the nomination committee has the right to dismiss the member and appoint a new member. If such an exchange takes place, the shareholder shall without delay give notice of this to the chair of the nomination committee (or, if it is the chair of the nomination committee who shall be exchanged, to the chair of the board of directors). The notification shall contain the name of the dismissed member and the person who shall replace him as member of the nomination committee.

A member who prematurely resigns from his task shall give notice of this to the chair of the nomination committee (or, if it is the chair of the nomination committee who resigns, to the chair of the board of directors). In such case, the nomination committee shall without delay call upon the shareholder who has appointed the member to appoint a new member. If a new member is not appointed by the shareholder, the nomination committee shall offer other larger shareholders with respect to votes, to appoint members of the nomination committee. Such offer shall be made in order of priority to the largest shareholders with respect to votes (that is, first to the largest shareholder with respect to votes who has not already appointed a member of the nomination committee or previously abstained from

the right to do so, thereafter to the second largest shareholder with respect to votes who has not already appointed a member of the nomination committee or previously abstained from the right to do so etc.). The procedure shall continue until the earlier of (i) five additional shareholders have been asked or (ii) the nomination committee is complete.

No remuneration is to be paid to members of the nomination committee. The Company shall, however, defray all reasonable expenses that are required for the work of the nomination committee.

#### **Instruction of the nomination committee**

The members of the nomination committee are to promote the common interests of all shareholders and not to reveal the content or details of nominations discussions unduly. Each member of the nomination committee is to consider carefully whether there is any conflict of interest or other circumstance that makes membership of the nomination committee inappropriate before accepting the assignment.

#### **Tasks of the nomination committee**

The nomination committee shall fulfil the tasks set out in the Code and shall, when applicable, present proposals to an upcoming general meeting as regards:

- a) Election of the chair of the general meeting.
- b) The number of members of the board of directors to be elected by the general meeting.
- c) Election of the chair and the members of the board of directors.
- d) Fees and other remuneration to each of the elected board members and to the members of the board of directors' committees.
- e) Election of the auditor/auditors.
- f) Remuneration to the auditor/auditors.
- g) Principles for the composition of the nomination committee.
- h) Any changes regarding the instructions for the nomination committee.

The nomination committee has the right, at the Company's expense, to engage external consultants whom the nomination committee considers necessary to fulfil its task.