

The nomination committee's work, proposals and reasoned statement for decisions at the annual general meeting of Cint Group AB (publ) on 15 May 2024

The nomination committee

According to the principles resolved by the annual general meeting held on 17 May 2022, the nomination committee is composed of representatives of the three largest shareholders in Cint Group AB (publ) ("Cint" or 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 the chair of the board of directors (co-opted member without voting rights). Thus, the nomination committee consists of the ordinary members Carl Armfelt (chair) appointed by DNB Asset Management, Robert Furuholm, appointed by Nordic Capital, Thomas Wuolikainen, appointed by Fjärde AP-fonden and Patrick Comer in the capacity of chair of the board of Cint (co-opted member). The nomination committee has applied the requirements set out in the Swedish Corporate Governance Code (the "Code") and the instructions for the nomination committee resolved by the annual general meeting 2022.

All decisions below by the nomination committee have been unanimous by the ordinary members.

The nomination committee's work ahead of the annual general meeting 2024

The nomination committee has had three meetings where minutes were kept ahead of the annual general meeting 2024 (the "AGM") and in addition thereto had ongoing contacts. The nomination committee has conducted a board evaluation and individual interviews with the board of directors. The chair of the board has not been present at the interviews with the other board members. Shareholders have had the possibility to make proposals and suggestions for candidates to the board of directors. No proposals or suggestions to the nomination committee have however been received.

Proposals of the nomination committee

Proposal regarding chair of the AGM

Proposal

The nomination committee proposes that Carl Westerberg, attorney at Gernandt & Danielsson Advokatbyrå, be elected as chair of the AGM, or in his absence, the person designated by the nomination committee instead.

Reason

Carl Westerberg is suitable to chair the AGM due to, among other things, his competence in company law and experience from chairing general meetings for listed companies. Further, Carl Westerberg has previously chaired Cint's general meetings in a competent and successful way.

Proposal regarding the number of board members to be elected at the AGM

Proposal

The nomination committee proposes that, for the period until the end of the next AGM, the board of directors shall consist of six members elected by the AGM.

Reason

According to Cint's articles of association, the board of directors shall consist of not less than five and not more than ten directors without any deputy directors. Liselotte Engstam and Tina Daniels have informed that they are not available for re-election as board members at the AGM.

The nomination committee considers that the competence that the five board members proposed for re-election possess is relevant and important for the board and the Company. Furthermore, the nomination committee considers that the industrial and operational experience in the board should be further strengthened through election of one new member of the board in accordance with the proposal below. The nomination committee considers that the five board members proposed for re-election, together with the additional new board member proposed for election, have the necessary experience and expertise to lead Cint.

Proposal for election of board members and chair of the board

Proposal

The nomination committee proposes that the AGM shall re-elect Patrick Comer, Carl Sparks, Anna Belfrage, Mark Simon and Donna L. DePasquale as members of the board and elect Linda Höglund as a new member of the board, for the period until the end of the next annual general meeting.

Patrick Comer is proposed to be re-elected as chair of the board of directors.

Reason

It is the opinion of the nomination committee that, taking into consideration Cint's business and operations, and the financial circumstances in which the Company operates, the proposed board of directors is composed of a broad and versatile group of knowledgeable and skilled individuals who are motivated and prepared to undertake the tasks required of the board of directors in the Company's international business environment. These proposed members possess, in the opinion of the nomination committee, substantial expertise and experience and will fulfil the requirements regarding independence in relation to the Company, group management and the Company's major shareholders. Such expertise and experience relates to the digital insight industry in Europe and the US, public company financial matters, Swedish practice and compliance matters, sustainability matters and corporate responsibility. The nomination committee has used Section 4.1 of the Code as its diversity policy and has considered the requirements regarding breadth and versatility on the board, as well as the requirement to strive for gender balance. The nomination committee has evaluated the need for diversity within the board and ascertained that the proposed board members represents breadth and versatility in terms of, among other things, knowledge, skills and professional background and that the proposed board members entails gender balance within the board (three men and three women). The nomination committee's assessment is that the proposed new board of directors has the collective experience and competence required to lead Cint in a successful manner.

The following has been taken in to account in relation to the proposal to elect the new board member:

Linda Höglund has extensive experience of leading large international companies and comes most recently from Klarna where she served as Chief Operating Officer. She has also previously served as General Partner and CFO at Luminar Ventures, Global CFO / SEA at Grab, Global CFO & EVP at Klarna and CFO Europe Games at Electronic Arts. In addition, she also has extensive experience as board member in both listed and unlisted companies and has extensive experience of Swedish Corporate Governance.

Proposed members' independence according to the Code

The nomination committee considers all proposed board members, except Patrick Comer, to be independent in relation to the Company and the Company's management. The nomination committee considers all proposed board members to be independent in relation to the Company's major shareholders.

Detailed information about the board members, including the nomination committee's assessment of their independence, can be found on Cint's website, www.cint.com.

Proposal for election of external auditor

Proposal

The nomination committee proposes that the AGM shall appoint a registered accounting firm as the Company's auditor and that the registered accounting firm PricewaterhouseCoopers AB be re-elected as auditor, for the period until the end of the annual general meeting 2025.

Reason

The nomination committee has examined statements and comments from the audit committee regarding proposal for election of external auditor. The audit committee's recommendation is that PricewaterhouseCoopers AB is re-elected as external auditor for Cint. The nomination committee shares the opinion of the audit committee and considers it suitable to propose re-election of PricewaterhouseCoopers AB as external auditor for Cint, since the registered accounting firm is expected to manage the assignment as external auditor in a correct and efficient way.

Proposal regarding the remuneration of the board of directors and auditor

Proposal

The nomination committee proposes that the total fees to be paid to the members of the board of directors elected by the annual general meeting for the period until the close of the annual general meeting 2025 shall remain unchanged from the financial year 2023 and accordingly remain at SEK 1,200,000 to the chair of the board and SEK 450,000 to each of the members of the board elected by the general meeting. The nomination committee proposes that an additional fee of SEK 200,000 shall be paid to the chair of the audit committee and SEK 100,000 to each of the members of the audit committee for the period until the close of the annual general meeting 2025. The nomination committee proposes that an additional fee of SEK 100,000 shall be paid to the chair of the remuneration committee and SEK 50,000 to each of the members of the remuneration committee for the period until the close of the annual general meeting 2025.

The nomination committee proposes that remuneration to the Company's auditor shall be paid in accordance approved invoice.

Reason

The nomination committee notes that the board work in Cint is extensive and complex. This makes the work time-consuming and sets high demands on the board members' commitment, accessibility and competence. In order for Cint to be able to recruit and retain adequate competences, it is important to offer remuneration on market levels. The remuneration for a board member in Cint is in line with comparable companies, therefore, the proposed board remuneration is considered to be well motivated. The nomination committee further makes the assessment that a raise of the board fees is not needed at this time and that the board fees is thus proposed to remain unchanged in comparison with the board fees resolved at the annual general meeting 2023.

The nomination committee considers that the most appropriate remuneration model for the Company's auditor is that remuneration shall be paid against approved invoice.

Principles for appointment of the nomination committee and instruction of the nomination committee

The nomination committee has reviewed current instructions for the nomination committee, which were resolved by the annual general meeting 2022, and has decided that no changes will be proposed.

* * *

Stockholm, April 2024
Cint Group AB (publ)
The nomination Committee