

## **The nomination committee's work, proposals and reasoned statement for decisions at the annual general meeting of Cint Group AB (publ) on 17 May 2022**

### **The nomination committee**

According to the principles resolved by the annual general meeting held on 5 February 2021, the nomination committee was composed on the basis of the ownership status of Cint Group AB (publ) ("Cint" or the "Company") at the end of the last trading day in August 2021. Thus, the nomination committee consists of the ordinary members Robert Furuhjelm, chair, appointed by Nordic Capital, Jan Dworsky, appointed by Swedbank Robur, Emma Viotti, appointed by Handelsbanken Fonder and Patrick Comer in the capacity of chair of the board of Cint. Niklas Savander, previous chair of the board of the Company and current board member, was part of the nomination committee as an ordinary member until 1 February 2022 when Patrick Comer was elected as the new chair of the board of Cint. Niklas Savander has been a co-opted member of the nomination committee since 1 February 2022. 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 2021.

All decisions below by the nomination committee have been unanimous. The chair of the board, Patrick Comer, has however not participated in the resolutions regarding remuneration to the board members.

### **The nomination committee's work ahead of the annual general meeting 2022**

The nomination committee has had five meetings where minutes were kept ahead of the annual general meeting 2022 (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 KB, be elected as chair of the AGM.

##### 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 eight members elected by the AGM. The proposal entails a decrease of the number of board members elected by the general meeting from nine to eight.

##### 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. The annual general meeting 2021 decided that the number of board members should be seven. In connection with completion of the acquisition of Lucid Holdings, LLC, it was resolved at an extraordinary general meeting on 1 February 2022 to increase the number of board members from seven to nine and to elect Patrick Comer and Carl Sparks as new board members. Rickard Torell, Cecilia Qvist and Antonia Brandberg Björk 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 six 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 two new members of the board in accordance with the proposal below. The nomination committee considers that the six board members proposed for re-election, together with the two new board members proposed for election, have the necessary experience and expertise to lead Cint. Hence, the nomination committee proposes that the number of members of the board shall be decreased from nine to eight.

### ***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, Niklas Savander, Daniel Berglund, Kaveh Rostampor and Anna Belfrage as members of the board and to elect Liselotte Hågertz Engstam and Tina Daniels as new members 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 also taken section 4.1 of the Code into consideration and the proposed composition of the board increases the number of women in the board. The nomination committee's ambition is that the proportion of female board members also shall be further increased and, over time, be in line with the recommendations in the Code. 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 two new board members:

*Liselotte Hågertz Engstam* is an experienced international leader with more than ten years of board experience and 20 years as General Manager & Executive Leader in major European, American and Indian companies in professional services, technology and engineering sectors. She has a successful track record in expanding across different markets and geographies and leading major operating units. She brings strong strategic skills and extensive digital, technology, innovation, sustainability and governance experience.

*Tina Daniels* has a deep and broad experience with sales, business development and partnership around digital marketing and media sales. She leads marketing and analytics teams responsible for measuring the impact of brand and performance advertising for Google and YouTube. She has experience from and has been successful in start-ups as well as larger established organizations. She is particularly skilled and has extensive experience of the digital insight industry.

#### 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, except Daniel Berglund, 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](http://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 next annual general meeting.

#### Reason

The nomination committee has examined statements and comments from the board's audit committee regarding proposal for election of external auditor. The recommendation of the board's audit committee is that PricewaterhouseCoopers AB is re-elected as external auditor for Cint. The nomination committee shares the opinion of the board's 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 2023 shall be 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 2023. 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 2023.

The nomination committee proposes that remuneration to the Company's auditor shall be paid against approved account.

#### 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. The remuneration for a board member in Cint is generally lower than in comparable companies. In order for Cint to be able to recruit and retain adequate competences, it is important to offer remuneration on market levels. Therefore, the proposed increase of board remuneration is considered to be well motivated.

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

### ***Proposal regarding principles for appointment of the nomination committee and Instruction of the nomination committee***

#### Proposal

Pursuant to the Code, Swedish companies whose shares are admitted to trading on a regulated market in Sweden shall have a nomination committee. The nomination committee proposes that the annual general

meeting on 17 May 2022 shall resolve 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 director's 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.

#### Reason

The nomination committee notes that the Code states that the general meeting shall appoint the nomination committee members or determine how the members are appointed; the general meeting's decision shall include a procedure for replacing members who leave the nomination committee before its work is completed.

The nomination committee proposes that the Company's principles for appointment of the nomination committee that was adopted by at the annual general meeting on 5 February 2021 shall be amended in relation to the chair of the board, who shall be a co-opted member instead of an ordinary member of the nomination committee. The nomination committee's opinion is that no further changes are deemed necessary and that the principles for appointment of the nomination committee and the instruction for the nomination committee thus otherwise shall be proposed be unchanged. The nomination committee deems that this model, which means that the general meeting decides how members of the nomination committee are to be appointed, is the most suitable model for Cint.

\* \* \*

Stockholm, April 2022  
Cint Group AB (publ)  
*The nomination Committee*