



*English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **The Nomination Committee's proposals for resolutions by the Annual General Meeting 2022**

The Nomination Committee has prior to the Annual General Meeting 2022 consisted of **Christian Reindl**, representing HSBC Trinkenhuis and Burkhardt AG, Duesseldorf W8, SPSW, Lupus Alpha and RGG ADM-GRUPPEN AB, **Per-August Bent**, representing CSD Invest AB, Indivia Invest AB, John Vestberg, Jan Ramkvist Advokataktiebolag, Viktor Kovacs, Häger Invest AB, P-A Bendt AB and P-A Bendt Venture AB, **Lars Rodert**, representing ÖstVäst Capital Management, and **Gunnar Jardelöv**, representing Vidar Stenberg, Hannu Heinonen, Martin Roos, Peter Roosling, Lennart Weiss, Tomas Klevbo, Varis Förvaltning AB, Mikael Lönn, Gunnar Jardelöv, Bo Tillman and Lennart Lindberg. **Christian Reindl** has been appointed chair of the Nomination Committee.

The proposals by the Nomination Committee to the Annual General Meeting 2022 are as follows:

### **ELECTION OF THE CHAIRPERSON FOR THE MEETING**

The Nomination Committee proposes that *advokat* Dennis Westermark be elected chairman of the meeting.

### **RESOLUTION REGARDING NUMBER OF DIRECTORS**

The Nomination Committee proposes that, for the period until the close of the next Annual General Meeting, the Board of Directors consist of three (3) directors elected by the shareholders' meeting.

### **DETERMINATION OF THE FEES FOR THE DIRECTORS AND AUDITORS**

The Nomination Committee proposes that, for the period until the next Annual General Meeting, the directors' fees shall be SEK 450,000 for the chairperson of the Board of Directors and SEK 225,000 for each of the other directors who are not employees of the group. The proposed fees are the same as resolved by the Extraordinary General Meeting held on 29 March 2022.

The Nomination Committee proposes that all existing board committees - Audit Committee - should be dissolved and no additional fees should be paid.

The Nomination Committee further proposes that fees be payable to the auditor in accordance with approved invoice.

### **ELECTION OF THE BOARD OF DIRECTORS AND AUDITORS**

The Nomination Committee proposes the reelection of directors Staffan Dahlström, Jan Frykhammar and Stina Slottsjö. Jan Frykhammar is proposed to be reelected as chairman of the Board of Directors.

Information regarding the proposed directors is available on the company's website, [www.clavister.com](http://www.clavister.com).

The Nomination Committee further proposes that, for the period until the next Annual General Meeting, the Annual General Meeting resolve to reelect as auditor the registered accounting firm Öhrlings PricewaterhouseCoopers AB, which has notified the company that in the event Öhrlings PricewaterhouseCoopers AB is elected, Claes Sjödin shall be the auditor in charge. The Nomination

Committee's proposal for auditor corresponds to the recommendation and evaluation made by the Audit Committee.

## **Report on the Nomination Committee's work and statement of reasons 2022**

In accordance with sections 2.6 and 4.1 of the Swedish Corporate Governance Code (the "**Code**"), the Nomination Committee hereby submits the following report prior to the Annual General Meeting's election of the Board of Directors.

The Nomination Committee of the company was appointed in accordance with the principles adopted. The composition of the Nomination Committee was published on the company's website on 17 November 2021.

The Nomination Committee has, prior to this year's shareholders meeting, held a total of ten (with minutes kept) meetings and also numerous contacts by email and telephone. The Nomination Committee also had several contacts with major shareholders and external legal advisors.

The Nomination Committee has read the evaluation of the work of the Board of Directors by the chairman of the Board of Directors and has interviewed the other directors. Based on these contacts, the Nomination Committee has been able to conclude which needs regarding the preparation of the composition of the Board of Directors would be appropriate taking into consideration the requirements which will be imposed on the Board of Directors as a consequence of the company's business operations, phase of development, management and control and circumstances in general. In its work, the Nomination Committee has taken into consideration the requirements set forth in the Code for diversity and breadth of qualifications on the Board of Directors. As its diversity policy, the Nomination Committee has applied section 4.1 of the Code in producing its proposal for election of directors.

All directors, as well as the chairman will remain in their existing roles according to the proposal by the Nomination Committee. Please see the company's website for information regarding the directors. The proposal by the Nomination Committee entails that the Board of Directors will thereby have three (3) members.

The Nomination Committee believes that the proposed members possess the diversity and breadth of qualifications regarding expertise, experience and background which are required in order to understand the company's operations. Provided the shareholders' meeting adopts the proposal by the Nomination Committee, the Board of Directors will consist of one woman and two men.

In its assessment of the proposed independence of the directors, the Nomination Committee has found that the proposed Board of Directors of the company fulfills the requirements of independence set forth in the Code.

The Nomination Committee has not considered it necessary to propose any changes to the principles regarding the composition and work of the Nomination Committee.

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Stockholm in April 2022  
**Clavister Holding AB**  
*The Nomination Committee*