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The Nomination Committee's proposals for resolutions by the Annual General Meeting 2023

The Nomination Committee for the Annual General Meeting 2023 has comprised of the following members: **Lars Rohdert**, representing ÖstVäst Capital Management, **Per-August Bendt**, representing Häger Invest AB, P-A Bendt AB and P-A Bendt Venture AB, **Staffan Dahlström**, representing CSD Investment, and **Christian Löfvendahl**, representing Wissam Aoudi, Christian Löfvendahl, Indivia Invest AB and John Vestberg. **Staffan Dahlström** has been appointed chair of the Nomination Committee.

The proposals by the Nomination Committee to the Annual General Meeting 2023 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 Nomination Committee further proposes that fees be payable to the auditor according to 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.

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.

RESOLUTION ON ADAPTION OF REVISED NOMINATION COMMITTEE INSTRUCTIONS

The Nomination Committee proposes an adaption of the revised Nomination Committee Instructions as set out below:

The Nomination Committee of the Company shall consist of four (4) members.

During the month of September, the chairman of the board shall contact the four (4) largest shareholders in the Company to appoint one (1) representative each to be a member of the Nomination Committee.

The Nomination Committee shall be constituted based on shareholder statistics from Euroclear Sweden AB as of the last working day in the month of August and other reliable ownership information provided by the Company at this time.

When assessing who constitutes the four largest owners in terms of number of votes, a group of shareholders shall be considered to constitute an owner if they are:

1. **owner grouped** in the Euroclear Sweden AB system or,
2. **published and notified the Company in writing** that they have reached a written agreement to take a long-term common position in the Company's administration through the coordinated exercise of voting rights.

If one of the four largest shareholders chooses to waive their right to appoint a member to the Nomination Committee, the next shareholder in order of size in terms of number of votes shall be given the opportunity to appoint a member to the Nomination Committee.

The Nomination Committee can also decide, if deemed appropriate, to let a group appoint an additional member to be co-opted to the Nomination Committee.

If any member leaves the Nomination Committee before its work has been completed, the Nomination Committee must urge the shareholder who appointed the member to appoint a new member to the Nomination Committee within a reasonable time.

If the shareholder refrains from appointing a new member, the right to appoint a new member of the Nomination Committee shall pass to the next largest shareholder with the largest number of votes who has not already appointed (or declined to appoint) a member of the Nomination Committee, however no later than three (3) months before the Annual General Meeting.

If any owner, who has not previously been given the opportunity to appoint a member to the Nomination Committee, will belong to the four largest owners in terms of number of votes, this owner shall be given the opportunity to appoint a member to the Nomination Committee to replace the member appointed by the owner who at that time represents the lowest number of votes, however, no later than three (3) months before the annual general meeting.

Any changes in the composition of the election committee must be made public as soon as they occur.

The Chairman of the Board shall convene the first meeting of the Nomination Committee. The member appointed by the shareholder with the largest number of votes is appointed chairman of the Nomination Committee, unless the members agree otherwise.

The term of office for the Nomination Committee extends until a new Nomination Committee is appointed.

The composition of the Nomination Committee must be announced no later than six (6) months before the Annual General Meeting.

The Nomination Committee shall present proposals in the following matters to be submitted to the Annual General Meeting for resolution:

1. proposal for **Chairman of the General Meeting**
2. proposal for **Board of Directors**
3. proposal for **Chairman of the Board**
4. proposal for **Auditors**
5. proposal for **fees for the Directors**
6. proposal for **fees for the Auditors**
7. possible proposal for **revised Nomination Committee Instructions**

The Company shall, at the request of the Nomination Committee, provide personnel resources such as secretarial functions in the Nomination Committee to facilitate the Nomination Committee's work.

If necessary, the Company shall also be able to answer for reasonable costs for external consultants that the Nomination Committee deems necessary for the Nomination Committee to be able to fulfill its mission.

The above instruction shall apply until the general meeting has taken a different decision.

Report on the Nomination Committee's work and statement of reasons 2023

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 November 15, 2022.

The Nomination Committee has, prior to this year's shareholders meeting, held a total of three (with minutes kept) meetings and 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 because 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.

The Nomination Committee has deemed it necessary to propose changes in the instructions for the Nomination Committee's composition and work according to the proposal for revised Nomination Committee Instructions that have been presented in the Nomination Committee's proposal for resolutions by the Annual General Meeting 2023. The proposal means that the Nomination Committee follows the company's direction not to set requirements to follow the “Code”.

Stockholm in April 2023
Clavister Holding AB
The Nomination Committee