

**The Nomination Committees' proposal for resolution on guidelines for appointing members of the Nomination Committee and instructions for the Nomination Committee (item 12)**

The Nomination Committee proposes that the work of the Nomination Committee for the Annual General Meeting 2024 should be conducted as follows:

**Guidelines for appointing members of the Nomination Committee**

- The Company shall have a Nomination Committee that shall consist of a member for each of the three largest shareholders in terms of votes, based on the shareholder statistics as of the last trading day in June 2023, which the Company obtains from Euroclear Sweden AB. If such shareholder does not exercise its right to appoint a member, the right to appoint a member of the Nomination Committee shall transfer to the next largest shareholder in terms of votes. Coincident with the appointment of a new Nomination Committee, in an appropriate manner, the Chair of the Board shall contact the three largest shareholders identified and request them to nominate the person said shareholder intends to appoint as a member of the Nomination Committee in writing within a reasonable period in the circumstances, although not exceeding 30 days.

The majority of the Nomination Committee's members should be non-affiliated to the Company and its management. The Chief Executive Officer or other member of management should not be a member of the Nomination Committee. At least one of the members of the Nomination Committee should be non-affiliated to the largest shareholder of the Company in terms of votes, or group of shareholders that cooperate on the Company's administration. Board members may be members of the Nomination Committee, but should not constitute a majority of the Nomination Committee members. The Chair of the Board or other Board members should not be the Chair of the Nomination Committee. If more than one member is a member of the Nomination Committee, a maximum of one of these people should be affiliated to the Company's largest shareholder.

Information on the definitively appointed Nomination Committee shall include the name of the three appointed members, as well as the name of those shareholders that appointed them, and shall be announced by no later than six months prior to the scheduled Annual General Meeting. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed. Unless the members agree otherwise, the Chair of the Nomination Committee should be that member appointed by the largest shareholder in terms of votes.

- If one or more of the shareholders that have appointed members of the Nomination Committee are no longer one of the three largest shareholders in terms of votes,

members appointed by such shareholders shall put their places on the Nomination Committee at the Committee's disposal, and that, or those, shareholders that have become one of the three largest shareholders in terms of the vote shall be entitled to appoint members. However, unless there are special circumstances, there shall be no changes to the composition of the Nomination Committee if only marginal changes to the number of votes have occurred, or any such change occurs later than two months prior to the Annual General Meeting. Shareholders that have appointed members of the Nomination Committee are entitled to dismiss such member and appoint a new member of the Nomination Committee, as well as appoint a new member of the Nomination Committee if the member appointed by said shareholder decides to leave the Nomination Committee. Changes to the composition of the Nomination Committee shall be announced as soon as they have occurred.

### **Instructions for the Nomination Committee**

- The Nomination Committee shall prepare proposals on the following issues to be submitted to the Annual General Meeting for resolution:
  - a) a proposal regarding a Chair of the Meeting;
  - b) a proposal regarding the number of Board members elected by the Annual General Meeting and the number of auditors;
  - c) a proposal regarding fees to Board members not employed by the Company, and members of the Board's various Committees not employed by the Company;
  - d) a proposal regarding audit fees;
  - e) a proposal regarding election of the Chair of the Board and other Board members, and election of auditors;
  - f) a proposal regarding guidelines for appointing members of the Nomination Committee, and instructions for the Nomination Committee;
  - g) a proposal regarding fees to members of the Nomination Committee.
- The Company's Chair convenes the first meeting and shall ensure that the Nomination Committee receives relevant information regarding the results of the Board of Directors' review of its work without delay. Such information shall be presented by January at the latest and shall contain information about the Board of Directors working methods and how effective its work is. Furthermore, the Chair shall be co-opted to the Nomination Committee's meetings when required.
- On request from the Nomination Committee, the Company shall provide personnel, e.g. secretarial services in order to facilitate the work of the Nomination Committee. When required, the Company shall reimburse the Nomination Committee's reasonable expenses, such as the cost of recruitment, and for any external consultants the Nomination Committee deems necessary in order to complete its assignment.