

## **Item 13 – Resolution on principles regarding the appointment of, and instructions for, the Nomination Committee**

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*N.B. The English text is an in-house translation of the original Swedish text. Should there be any disparities between the Swedish and the English text, the Swedish text shall prevail.*

The Nomination Committee proposes that the General Meeting resolves on the following principles regarding the appointment of, and instructions for, the Nomination Committee applicable for the period until the General Meeting resolves to amend or repeal the principles.

The Nomination Committee shall consist of four members, of which one member shall be the Chairman of the Board, who convenes the first meeting. The other three members shall be appointed by the three shareholders in the company controlling the largest number of votes based on the ownership statistics as of the last banking day in September of the year in which such members shall be appointed, whereby one member of the Nomination Committee is appointed by each shareholder. The shareholder information used to determine who shall have the right to appoint a member to the Nomination Committee shall be sorted by voting rights (including any group of shareholders) and include the 25 largest registered shareholders in Sweden. A registered shareholder is a shareholder who has an owner-registered account with Euroclear or a shareholder whose shares are registered in a custody account with a nominee and has had their identity reported to Euroclear. If a shareholder waives its right to appoint a member, such right shall be passed to the shareholder who represents the largest shareholding in terms of voting rights after the abovementioned shareholders based on the above shareholder information. The Chairman of the Nomination Committee shall be the member who at the time of the Nomination Committees appointment represents the shareholder controlling the largest number of votes, unless the Nomination Committee unanimously agrees otherwise. In the event of a tied vote in the Nomination Committee, the Chairman of the Nomination Committee has the casting vote.

For the appointment of the Nomination Committee until the end of the next Annual General Meeting, the Chairman of the Board shall ask the largest shareholders in terms of votes held, in accordance with above, for the appointment of three members to take part in the Nomination Committee.

The company shall disclose the composition of the Nomination Committee by means of a press release on the company's website as soon as the members have been appointed, but no later than six months prior to the Annual General Meeting.

When appointing the Nomination Committee, items 2.3 (independent members) and 2.4 (participation of members of the Board of Directors) of the Swedish Code of Corporate Governance (the Code) shall be taken into account.

If one or more of the shareholders that have appointed members on the Nomination Committee earlier than three months prior to the Annual General Meeting cease to belong to the three largest shareholders in terms of votes held, the members representing these shareholders shall vacate their positions and the shareholder or shareholders who are among the three largest shareholders in terms of votes controlled, shall be entitled to appoint replacements for the resigning members. Unless there are special circumstances, there shall be no changes in the composition of the Nomination Committee based on changes in shareholdings that occur later than three months prior to the Annual General Meeting. In the event that a member resigns from the Nomination Committee before its work is concluded and the Nomination Committee deems it appropriate to appoint a replacement, such replacement shall be appointed by the same shareholder who appointed the resigning member or, if they no longer belong to the largest shareholders in terms of votes

controlled, by the shareholder who is next in line in terms of the number of votes controlled. Changes in the composition of the Nomination Committee shall be made public as soon as they occur.

The composition of the Nomination Committee shall be disclosed no later than six months prior to the Annual General Meeting, stating which owner is represented by which member. No compensation is to be paid to the members of the Nomination Committee. However, any necessary expenses for the work of the Nomination Committee shall be borne by the company.

The Nomination Committee's term of office shall be for the period until the composition of the next Nomination Committee has been disclosed. The Nomination Committee shall act in the best interest of all shareholders in the company in matters that fall within the scope of the Nomination Committee's tasks in accordance with the Code. The company shall be able to deviate from these principles if it in each case is considered to result in better corporate governance according to the premise of "comply or explain" mechanism as described in the Code.

The Nomination Committee shall submit proposals on the following questions for resolutions to the Annual General Meeting:

- Election of the Chairman of the Meeting.
- Resolution on number of Board members and auditors.
- Resolution on remuneration to the Board, remuneration for committee work and the auditors' remuneration.
- Election of Board members, Chairman of the Board and auditor(s).
- If any, amendments regarding procedures for appointment of the next Nomination Committee.

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