

*This is a translation of the Swedish original. In case of discrepancies between the English translation and the Swedish original, the Swedish text shall prevail.*

# Statement by the Nomination Committee of Alleima AB relating to the proposal regarding directors for election by the Annual General Meeting 2025

*The Instruction for the Nomination Committee is available on the company's webpage under the Corporate Governance section.*

## **The Nomination Committee's work during the year**

The Nomination Committee consists of its chairman Fredrik Lundberg, representing Industrivärden; Bo Selling, representing Lundbergföretagen; Martin Nilsson, representing Första AP-fonden; Jan Dworsky, representing Swedbank Robur Funds; and Andreas Nordbrandt, chairman of the Board of Directors.

The Nomination Committee held its first meeting in October 2024 and has since held another meeting in January 2025 in preparation of the 2025 Annual General Meeting. All decisions taken by the Nomination Committee have been unanimous.

The Chairman of the Board informed the Nomination Committee of the process used for the annual evaluation of the Board and presented the results of said evaluation. Furthermore, the Nomination Committee has held individual interviews with all Board members, including the President and CEO, to acquire additional insights into the Board's work and the company's future operations, development and strategy.

The Nomination Committee has not received any shareholder proposals.

In preparing proposals for the 2025 Annual General Meeting, the Nomination Committee has paid special attention to the requirements that the company's strategic development, international operations as well as governance and control place on the Board's qualifications and composition. The Nomination Committee has applied rule 4.1 of the Swedish Code of Corporate Governance as the diversity policy. The rule states that the Board shall have an appropriate composition in view of the company's operations, phase of development and other relevant circumstances, display diversity and breadth in terms of qualifications, experience and background of the Board members elected by the General Meeting and that the company shall strive for gender balance. The Nomination Committee has also attached importance to the Board members having a reasonable total workload to ensure that sufficient time and attention can be given to the Board assignment in Alleima and has concluded that this is the case for the proposed Board members.

In order to assess whether the Board's fees are reasonable a comparison has been made with fees in companies of comparable size and complexity.

## **Rationale for the proposal of Board members for election**

The Nomination Committee has concluded that the existing number of Board members (seven) remains appropriate and has resolved to propose the re-election of Board members Göran Björkman, Claes Boustedt, Ulf Larsson, Andreas Nordbrandt, Susanne Pahlén Åklundh, Victoria Van Camp and Karl Åberg, as well as to re-elect Andreas Nordbrandt as the Chairman of the Board.

The Nomination Committee has found that the current Board of Directors functions well. The Board members represent a broad spectrum of experience and knowledge from both industry and financial markets, and the Board of Directors reflects a reasonable and relevant shareholder representation. The members have displayed great commitment, and the rate of attendance is very high. It is the Nomination Committee's opinion that continuity of composition and manner of working of the Board benefits the Company at this stage, and that it is therefore at this time not suitable to make changes to the Board's size or composition.

The proposed Board of Directors consists of almost a third (approx. 29%) female members. The Nomination Committee intends to continuously strive toward achieving a more balanced gender distribution.

All proposed Board members, except for Karl Åberg and Claes Boustedt, are deemed to be independent of the company's major owners. All proposed Board members are further, with the exception of President and CEO Göran Björkman, independent of the company and its management.

In the opinion of the Nomination Committee, the proposed Board of Directors has an appropriate composition in view of the company's operations, phase of development and other relevant circumstances, and displays diversity and breadth in terms of the Board members' qualifications, experience and background.

## **Rationale for the proposal of auditor**

The Board of Directors' Audit Committee recommends the election of Öhrlings PricewaterhouseCoopers AB as the company's auditor. The Nomination Committee therefore proposes that the Annual General Meeting, in accordance with the Audit Committee's recommendation, elect Öhrlings PricewaterhouseCoopers AB as the company's auditor.

Stockholm January, 2025

The Nomination Committee of Alleima AB