

# THE ELECTION COMMITTEE'S PROPOSAL FOR THE 2024 ANNUAL MEETING AND MOTIVATED STATEMENT

---

The nomination committee in Plejd AB has been appointed in accordance with the nomination committee instructions decided by the previous general meeting and, before the 2024 annual general meeting, has consisted of Suzanne Sandler (Handelsbanken Fonder AB, chairman of the nomination committee), Erik Calissendorff (Tansaki Aktiebolag), Iman Habib (Pluspole Group), Halldora von Koenigsegg (Christian von Koenigsegg) and Marcus Neckmar (Andra AP-fonden from November 22). Furthermore, in accordance with the nomination committee's instructions, the board's chairman, Ylwa Karlgren has been co-opted to several of the nomination committee's meetings.

The nomination committee submits the following proposal to the 2024 annual general meeting.

- Ylwa Karlgren is proposed for chairman at the annual general meeting.
- The board is proposed to consist of six (6) members without deputies.
- The company is proposed to have one (1) auditor without a deputy.
- The re-election of Ylwa Karlgren, Erik Calissendorff, Nico Jonkers, Halldora von Koenigsegg, and Anders Persson, as well as the new election of Magnus Zederfeldt, is proposed for board members for the period until the end of the next annual general meeting. Information about the proposed board members can be found on the company's investor page, [www.plejd.com/investors](http://www.plejd.com/investors).
- Ylwa Karlgren is proposed for re-election as chairman of the board.
- For the period until the end of the next annual general meeting, it is proposed that remuneration be paid with SEK 385,000 (SEK 350,000) to the chairman of the board and with SEK 175,000 (SEK 160,000) to each of the other members elected by the general meeting. Furthermore, it is proposed that for work in committees, an annual fee of SEK 80,000 (SEK 70,000) shall be paid to the chairman of the audit committee and SEK 40,000 (SEK 35,000) to its members, as well as SEK 40,000 (SEK 35,000) to the chairman of the remuneration committee and 20 000 SEK (15,000 SEK) to its members.
- The auditor is proposed, in accordance with the audit committee's recommendation, to re-elect the registered audit firm PWC with Johan Malmqvist as auditor in charge.
- Fees to the auditor are proposed to be paid in amounts according to the approved invoice.
- Halldora von Koenigsegg (Christian von Koenigsegg), Iman Habib (Pluspole Group), Erik Calissendorff (Plejd Grundare), and Marcus Neckmar (Andra AP-fonden) are proposed as members of the nomination committee.

- The nomination committee proposes an update of nomination committee instructions to clarify the routines in the event of possible ownership changes during the year (Appendix 1).

## Account of the nomination committee's work and reasoned opinion on the proposal for the board

Information about the composition of the nomination committee has been available on the company's website. According to a decision at a previous general meeting, the nomination committee has been tasked with coming up with proposals for the number of board members and the composition of the board, including the chairman of the board, as well as proposals for the board's remuneration, before this annual general meeting. The nomination committee has also been tasked with submitting proposals regarding the chairman at the annual general meeting, proposals for auditors and their remuneration, as well as proposals for changes to the current instructions for the nomination committee. On the company's website, there has been information that shareholders have been able to submit proposals to the nomination committee.

The selection committee has had four recorded in the minutes meetings, interviewed all board members, including the chairman and CEO, and took part in a professionally conducted board evaluation. In addition, the selection committee has conducted interviews with candidates who fit the requested profile well.

The nomination committee plans the work long-term and takes into account succession planning and equality goals. In order to assess the board's size and appropriate composition, the nomination committee has discussed the requirements that will be placed on the board as a team and has taken particular account of the company's goals and strategy, rapid development stage, governance, and control. Based on these documents and considerations, it is the opinion of the nomination committee that the board can be strengthened with a member whose expertise is primarily within internationalization, expansion, and market penetration.

The nomination committee is of the opinion that the proposed members possess the versatility and breadth in competence, experience, and background required to understand and lead the company's operations forward, as well as follow up, support, and positively challenge the company's management. The proposal means the board will consist of two women and four men. The proportion of women is thus 33 percent (40 percent).

The nomination committee has taken note of a well-executed benchmark regarding board fees in listed companies and found that the fee levels are below the median. In combination with the board's work becoming increasingly extensive and the committees receiving an increased workload, the nomination committee agreed to propose an increase in all fees as follows: SEK 385,000 (SEK 350,000) for the chairman of the board, SEK 175,000 (SEK 160,000) for other members, SEK 80,000 (SEK 70,000) to the chairman of the audit committee, SEK 40,000 (SEK 35,000) to other members of the audit committee, SEK 40,000 (SEK 35,000) to the chairman of the remuneration committee, SEK 20,000 (SEK 15,000) to other members of the audit committee. It was also decided to propose to the

meeting that board fees should be paid to all members without exception for major owners or employees of the company.

One of the six proposed members is judged to be dependent in relation to major owners, one is dependent in relation to the company, and the other four members are independent in relation to major owners, the company and the management.

-----  
The nomination committee in Plejd AB

February 2023

*Please note that this is an unofficial translation for information purposes only. In the event of any discrepancies between the Swedish and English versions, the Swedish version shall prevail.*

# Nomination Committee Instruction

---

1. The nomination committee shall consist of a minimum of three (3) and a maximum of six (6) members. The members shall be elected at the ordinary annual general meeting.

The company's four (4) largest shareholders by voting power, or the group of shareholders in accordance with item 2 ("**Major Shareholders**"), shall be invited to appoint a representative to the nomination committee. If any of the Major Shareholders waives its right to appoint a member to the nomination committee, the next Major Shareholder in order of size shall be given the opportunity to appoint a member to the nomination committee. If any Major Shareholder consulted waives its right to appoint a member to the nomination committee, no more than eight (8) of the largest Major Shareholders need to be consulted unless this is required for at least three members to be appointed. In addition, one member may represent the smaller shareholders and the chair of the board shall be co-opted.

Board members may be members of the nomination committee but shall not constitute a majority of the members of the nomination committee. The managing director shall not be a member of the nomination committee. At least one of the members of the nomination committee shall be independent of Major Shareholders representing more than 10% of the votes in the company.

The term of office of the nomination committee extends until the appointment of a new nomination committee.

2. In order to decide who the largest shareholders are, the nomination committee shall use shareholder statistics from Euroclear Sweden AB as of the last banking day in December, the year before the annual general meeting, and other reliable shareholder information provided to the company at that time. When assessing who the largest shareholders are in terms of votes, a group of shareholders shall be considered as one shareholder if they (i) have been grouped in the Euroclear Sweden system or (ii) have publicly and in writing notified the company that they have made a written agreement to exercise their voting rights in a coordinated manner.
3. If the list of shareholders changes after the nomination committee has been constituted, any new shareholder among the four largest shareholders shall contact the nomination committee with a request to appoint a member. If no new shareholder has contacted the nomination committee, but a Major Shareholder who has appointed a member of the nomination committee

has reduced its holding by more than 50% and is no longer a Major Shareholder, the nomination committee shall contact the other shareholders in order of size according to the latest reliable shareholder information provided to the company at that time. The nomination committee is only required to contact shareholders until the nomination committee can ensure that it remains independent and has a sufficient number of members, even if the member appointed by the former Major Shareholder ceases to be a member.

In the event of the above changes in the list of shareholders, all members of the nomination committee shall be informed of the change.

If the nomination committee is full and the change in ownership is significant where important competence can be added to the nomination committee, a member appointed by a Major Shareholder who no longer belongs to the four largest shareholders may make their seat available, and the new shareholder may be allowed to appoint a member.

In the event of any change in the composition of the nomination committee, the company shall be informed so that it can send a notice about the change in the nomination committee.

Regardless of the above, the composition of the nomination committee should not be changed later than three (3) months before the annual general meeting.

4. The nomination committee shall establish written rules of procedure for its work. Together with the rules of procedure, contact details for the nomination committee shall be published on the website.
5. The company shall publish changes in the nomination committee's composition as soon as the change has occurred. In this way, all shareholders shall be informed of the persons who can be contacted in nomination matters.
6. The nomination committee shall act in the interest of all shareholders and submit proposals to the general meeting regarding:
  - election of the chair of the annual general meeting;
  - election of the chair of the board of directors and other directors of the board;
  - remuneration to be distributed between the chair and other directors;

- election and remuneration of the auditor and deputy auditor (if applicable);
  - decision on principles for the appointment of the nomination committee (if applicable); and
  - election of the members of the nomination committee (if applicable).
7. The nomination committee shall evaluate the composition of the current board based on the market's requirements for independence, gender equality, and the company's situation. The nomination committee shall establish a requirement profile for new members who need to be recruited.
8. The nomination committee shall submit a report on how the nomination committee's work has been conducted. The nomination committee's proposal for election shall be published on the company's website and in the notice of the annual general meeting. The chair of the nomination committee shall attend the annual general meeting and present the work of the nomination committee and the nomination committee's proposals for resolutions.
9. Remuneration shall not be paid to the members who are appointed and represent Major Shareholders. Nomination committee members representing smaller shareholders may be remunerated by the company. The nomination committee shall be entitled to charge the company with costs in agreement with the managing director, for example, for recruitment consultants or other costs required for the nomination committee to fulfill its assignment.

*Please note that this is an unofficial translation for information purposes only. In the event of any discrepancies between the Swedish and English versions, the Swedish version shall prevail.*