

# NOMINATION COMMITTEE'S PROPOSAL TO THE ANNUAL GENERAL MEETING 2025 AND MOTIVATED STATEMENT

---

The Nomination Committee of Plejd AB has been appointed in accordance with the instructions established by the previous Annual General Meeting and has, for the 2025 AGM, consisted of Halldora von Koenigsegg (Christian von Koenigsegg, Chair of the Nomination Committee), Iman Karimi (Pluspole Group), Marcus Neckmar (Andra AP-fonden), and Erik Calissendorff (Plejd Grundare). Furthermore, in line with the Nomination Committee's instructions, Ylwa Karlgren, Chair of the Board, has participated in several of the Nomination Committee's meetings.

The Nomination Committee proposes the following to the 2025 Annual General Meeting:

- Ylwa Karlgren is proposed as Chair of the AGM.
- The Board is proposed to consist of six (6) members without deputies.
- The Company is proposed to have one (1) auditor without a deputy.
- For Board members serving until the end of the next Annual General Meeting, re-election is proposed for Ylwa Karlgren, Erik Calissendorff, Nico Jonkers, Halldora von Koenigsegg, Anders Persson, and Magnus Zederfeldt. Information about the proposed Board members can be found on the company's website, [www.plejd.com](http://www.plejd.com).
- Ylwa Karlgren is proposed for re-election as Chair of the Board.
- Remuneration for the period until the end of the next Annual General Meeting is proposed at SEK 400,000 (previously SEK 385,000) for the Chair of the Board and SEK 185,000 (previously SEK 175,000) for each of the other Board members elected by the AGM. Additionally, annual remuneration for committee work is proposed at SEK 85,000 (previously SEK 80,000) for the Chair of the Audit Committee and SEK 45,000 (previously SEK 40,000) for its members, and SEK 45,000 (previously SEK 40,000) for the Chair of the Remuneration Committee and SEK 25,000 (previously SEK 20,000) for its members.

Thus, the total remuneration proposed for the Board, including committee work, amounts to SEK 1,525,000 (previously SEK 1,440,000).

- For auditor, in line with the Audit Committee's recommendation, re-election is proposed for the registered audit firm PWC, with Johan Malmqvist as lead auditor and Christoffer Bengtsson as co-signing auditor.
- Remuneration to the auditor is proposed to be paid according to approved invoices.
- The Nomination Committee proposes to maintain the current version of the Nomination Committee's instructions as revised at the 2024 AGM (Appendix 1).
- For the Nomination Committee's members, the proposal includes Halldora von Koenigsegg (Christian von Koenigsegg), Iman Karimi (Pluspole Group), Marcus Neckmar (Andra AP-fonden), and Erik Calissendorff (Plejd Grundare).

## Report on the Nomination Committee's Work and Motivated Statement Regarding the Proposed Board

Information about the composition of the Nomination Committee has been available on the company's website. According to resolutions from previous Annual General Meetings, the Nomination Committee was tasked with preparing proposals for the number of Board members and the composition of the Board, including the Chair, as well as proposals for Board remuneration. Furthermore, the Committee was tasked with proposals regarding the Chair of the AGM, auditor, auditor remuneration, and potential amendments to the Nomination Committee instructions. Information has been available on the company's website, enabling shareholders to submit suggestions to the Nomination Committee.

The Nomination Committee has held three recorded meetings, interviewed all Board members, including the Chair and CEO, and reviewed a professionally conducted Board evaluation.

The Nomination Committee plans its work with a long-term perspective, considering succession planning and gender equality targets. To evaluate the Board's size and suitable composition, the Committee discussed requirements regarding the team's capabilities, focusing particularly on the company's objectives, strategy, rapid development phase, governance, and control. Based on these evaluations and considerations, the Committee believes that no adjustments in the Board's composition are necessary at this stage.

The Nomination Committee finds that the proposed members possess the diversity and broad range of expertise, experience, and backgrounds necessary to understand and drive the company's business forward, as well as support, monitor, and positively challenge the company's management. The proposal will result in a Board composed of two women and four men, representing a 33% female share, unchanged from the previous year.

The Committee reviewed a comprehensive benchmark of Board remuneration among listed companies and concluded that remuneration levels remain below the median. Remuneration is proposed to increase by approximately 4-6%, as detailed previously. As in the prior year, it is proposed that all Board members receive remuneration without exception for major shareholders or company employees. Thus, the total proposed remuneration for the Board, including committee work, amounts to SEK 1,525,000 (previously SEK 1,440,000).

Of the six proposed Board members, one is assessed as dependent on a major shareholder, one as dependent on the company, while the remaining four are considered independent from major shareholders, the company, and its management.

-----  
Nomination Committee, Plejd AB

February 2025

*This translation is for convenience only and in case of any discrepancy, the Swedish version shall prevail.*

# Nomination Committee Instructions

---

1. The Nomination Committee shall consist of at least three (3) and no more than six (6) members. Members shall be elected at the Annual General Meeting.

The four (4) largest shareholders or groups of shareholders in terms of voting rights, according to point 2 below (“Major Shareholders”), shall be invited to appoint a representative to the Nomination Committee. If any of the Major Shareholders waives their 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 invited Major Shareholder waives their right to appoint a member to the Nomination Committee, no more than eight (8) of the largest Major Shareholders need to be invited unless this is required for at least three members to be appointed. In addition, a member may represent the smaller shareholders, and the Chairman of the Board shall be co-opted.

Board members may be members of the Nomination Committee but shall not constitute a majority of its members. The CEO shall not be a member of the Nomination Committee. At least one of its members shall be independent in relation to Major Shareholders representing over 10% of the votes in the company.

The Nomination Committee's mandate shall continue until a new Nomination Committee has been appointed.

2. 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 of the year before the Annual General Meeting and other reliable ownership information provided to the company at this time. When assessing who the largest shareholders in terms of voting rights are, a group of shareholders shall be considered as one shareholder if they (i) are grouped as owners in the Euroclear Sweden system or (ii) have publicly announced and notified the company in writing that they have entered into a written agreement to coordinate the exercise of their voting rights.
3. If the ownership list changes after the Nomination Committee has been formed, any new owner who has become one of the four largest owners shall contact the Nomination Committee with a request to appoint a member. If no new owner has contacted the Nomination Committee but a Major Shareholder who has appointed a member to the Nomination Committee has

reduced their holding by more than 50% and is no longer a Major Shareholder, the Nomination Committee shall contact the remaining owners in order of size according to the latest reliable ownership information provided to the company at this time. The Nomination Committee only needs to contact owners until the Nomination Committee can ensure that it remains independent and has enough members, even if the member appointed by the previous Major Shareholder resigns as a member.

In the event of the above changes in the ownership list, all members of the Nomination Committee shall be informed of the change.

If the Nomination Committee is complete and the ownership change is significant where important expertise can be added to the Nomination Committee, a member appointed by a Major Shareholder who is no longer among the four largest owners may offer their position and the new shareholder will be allowed to appoint a member.

If the members of the Nomination Committee change, the company shall be informed so that it can issue a press release about the change.

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. The rules of procedure and contact details for the Nomination Committee shall be published on the company website.
5. The company shall publicize changes in the composition of the Nomination Committee as soon as they occur. This will inform all shareholders of who to contact in nomination matters.
6. The Nomination Committee shall work in the interest of all shareholders and submit proposals to the Annual General Meeting for:
  - election of Chairman of the Annual General Meeting,
  - election of Chairman of the Board and other members of the company's Board of Directors,
  - determination of Directors' fees divided between the Chairman and other members,
  - election of and decision on fees for the auditor and deputy auditor (if applicable),

- decision on principles for how the Nomination Committee is appointed (if applicable)
  - election of the members of the Nomination Committee (if applicable).
7. The Nomination Committee shall evaluate the current Board's composition based on the market's requirements for independence, gender equality, and the company's situation. The Nomination Committee shall establish a requirements profile for any new members that 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 proposals for election shall be published on the company's website and in the notice to the Annual General Meeting. The Chairman of the Nomination Committee shall attend the Annual General Meeting, report on how the work in the Nomination Committee has been conducted, and present the Nomination Committee's proposals for decisions.
  9. No fees shall be paid to the members appointed by and representing Major Shareholders. Nomination Committee members who represent smaller shareholders may be remunerated by the company. The Nomination Committee shall have the right to charge the company with costs, after agreement with the CEO, for services such as recruitment consultants or other costs required for the Nomination Committee to fulfill its assignment.

–

*This translation is for convenience only and in case of any discrepancy, the Swedish version shall prevail.*