

## Hexatronic Group AB (publ) Nomination Committee's proposals for the Annual General Meeting 2025

### Report on the work of the Nomination Committee

The Nomination Committee was formed in September 2024 as follows:

- Staffan Ringvall, appointed by Handelsbanken Fonder, chairman of the Nomination Committee
- Mark Shay, appointed by Accendo Capital SICAV RAIF
- Sophie Larsén, appointed by AMF Pension & Fonder
- Jonas Nordlund, appointed by himself
- Magnus Nicolin, adjunct, Chairman of the Board of Hexatronic Group

The composition of the Nomination Committee was announced more than six months before the Annual General Meeting, via press release on September 20, 2024. The Nomination Committee meets the independence requirements according to the Swedish Code of Corporate Governance (the "**Code**").

The Nomination Committee has had four recorded meetings since the last Annual General Meeting.

The Nomination Committee has fulfilled its objectives, which include:

- Evaluating the composition and work of the Board of Directors;
- Preparing proposals for the Annual General Meeting regarding the election of board members and Chairman of the Board of Directors;
- In cooperation with the Company's Audit Committee, preparing proposals for the Annual General Meeting regarding the election of auditors;
- Preparing proposals for the Annual General Meeting regarding remuneration for the Board of Directors, divided between the Chairman and other members, compensation for committee work, and auditors;
- Preparing proposals for the Annual General Meeting regarding the Chairman of the Annual General Meeting; and
- Preparing proposals for amending the principles for the appointment of the upcoming Nomination Committee, if applicable.

When assessing the composition of the Board of Directors, the Nomination Committee looks at the individual members' competence and experience, as well as the Board of Directors as a whole in terms of collaboration and breadth for the company's strategic development, governance, and control. Additionally, the Nomination Committee considers the need for renewal versus continuity, board size, independence, and diversity, particularly regarding gender balance.

Concerning the Board of Directors' composition, the diversity policy and goals outlined in section 4.1 of the Code have been applied, resulting in the Nomination Committee's proposals to the Annual General Meeting regarding the election of board members. The Nomination Committee has conducted an external evaluation of the Board of Directors and interviews with all board members and the CEO.

## **The Nomination Committee's Proposals to the Annual General Meeting**

### ***Proposal for Chairman at the Annual General Meeting***

The Nomination Committee proposes the attorney Ola Åhman, Advokatfirman Hammarskiöld & Co, as chairman of the Annual General Meeting, or in his absence, the person designated by the Nomination Committee.

### ***Proposal for Number of Board Members and Deputy Board Members, Auditor, and Deputy Auditor***

The Nomination Committee proposes that the Board of Directors shall consist of six (6) members elected by the general meeting, with no deputies. The Nomination Committee proposes that the general meeting elects a registered audit firm as auditor, with no deputy auditor.

### ***Proposal for Remuneration for the Board of Directors and the auditor***

For comparison, amounts from the previous year are in parentheses.

The Nomination Committee proposes that the board remuneration be SEK 1,040,000 (SEK 1,000,000) for the Chairman of the Board and SEK 380,000 (SEK 365,000) for each of the other board members.

Furthermore, the Nomination Committee proposes that the remuneration to the chairman of the Audit Committee be SEK 160,000 (SEK 140,000) and SEK 90,000 (SEK 80,000) to each member of the Audit Committee.

Additionally, the Nomination Committee proposes that the remuneration to the chairman of the Remuneration Committee be SEK 85,000 (SEK 80,000) and SEK 45,000 (SEK 40,000) to each member of the Remuneration Committee.

The Nomination Committee's proposal for increased remuneration levels corresponds to a market-based increase of about four percent due to inflation. For the chairman and members of the Audit Committee, a more significant increase is proposed due to increased workload from more complex regulations, particularly CSRD.

The Nomination Committee proposes that remuneration to the auditor be paid in accordance with an approved statement of costs.

### ***Proposal for election of Board Members, Chairman of the Board of Directors, and Auditor***

The Nomination Committee proposes re-election of board members Magnus Nicolin, Diego Anderson, Linda Hernström, Helena Holmgren, Jaakko Kivinen, and Åsa Sundberg. All elections are for the period until the end of the next Annual General Meeting.

Erik Selin has declined re-election. The Nomination Committee thanks Erik Selin for his contributions to the Company.

The Nomination Committee further proposes the re-election of Magnus Nicolin as Chairman of the Board of Directors. Information about the board members proposed for re-election is available on the Company's website.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the election of the registered audit firm Öhrlings PricewaterhouseCoopers AB ("**PwC**") as auditor. The Nomination Committee notes that PwC has announced that, if elected as auditor, Johan Malmqvist will be appointed as the main auditor.

### **The Nomination Committee's statement regarding the proposals for Board Members, Auditor, and Remuneration**

The Nomination Committee assesses that the board work is functioning well. Several new board members were elected at the 2024 Annual General Meeting, and the Nomination Committee believes the Board of Directors should have additional time to work together before making further changes. Therefore, it proposes to keep the Board of Directors and the Chairman role unchanged and not to replace the board member who declined re-election for the 2025 Annual General Meeting.

All proposed board members are considered independent of the Company, management, and major shareholders. The proposal thus meets the Code's requirements for independence.

The Nomination Committee strives for a gender balance in the Board of Directors in line with the Code. The Nomination Committee's proposal results in a gender balance of 50% women and 50% men.

The Nomination Committee has received the Audit Committee's evaluation of the auditor and recommendation for the election of the auditor. The Audit Committee's evaluation of the auditor's work was conducted in consultation with the Company's CFO and the audit committee's own experiences of working with the auditor during the year. Overall, the audit committee believes that PwC and the main auditor Johan Malmqvist and his team have the commitment, competence, attitude, and level of ambition that fit well with the company's maturity and long-term planning. Information has been obtained that PwC will also appoint Johan Malmqvist as the main auditor for the upcoming year.

### **Nomination Committee's proposal for principles for the appointment of the Nomination Committee**

The Nomination Committee has found no reason to propose any changes to the principles for appointing the next Nomination Committee.

\*\*\*

Stockholm in March 2025

Nomination Committee for Hexatronic Group AB (publ)