

# Hexatronic Group AB (publ) Nomination Committee's proposals for the Annual General Meeting 2026

## Report on the work of the Nomination Committee

The Nomination Committee was formed in September 2025 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 17, 2025. The Nomination Committee meets the independence requirements according to the Swedish Code of Corporate Governance (the "**Code**").

The Nomination Committee has had three 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 received and reviewed an internal 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 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 1,080,000 (SEK 1,040,000) for the Chairman of the Board and SEK 395,000 (SEK 385,000) for each of the other board members.

Furthermore, the Nomination Committee proposes that the remuneration to the chairman of the Audit Committee be SEK 165,000 (SEK 160,000) and SEK 95,000 (SEK 90,000) to each member of the Audit Committee.

Additionally, the Nomination Committee proposes that the remuneration to the chairman of the Remuneration Committee continue to receive 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. However, it is proposed that the remuneration to the chairman and members of the Remuneration Committee remain unchanged.

### *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.

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's work is functioning well and that the board has the competence and experience well suited for the company's strategic development, governance, and internal control. Several new board members were elected at the 2024 Annual General Meeting, and the Nomination Committee believes that, for the sake of continuity, it is valuable for the Board to have additional time to work together before any changes are made to its composition. In light of this, it is proposed that the Board and the role of the Chairman remain unchanged.

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.

During 2025, the Company has conducted a procurement process for auditors in accordance with applicable regulations. After evaluating the proposals received, taking into account several selection criteria used (expertise, industry experience, fee levels, audit scope, cultural fit, engagement, professionalism and team composition, etc.), the Audit Committee, in consultation with the Company's CFO, has decided to propose the re-appointment of PwC as auditor at the 2026 Annual General Meeting. The Nomination Committee has therefore proposed the re-election of the registered audit firm PwC until the end of the Annual General Meeting 2027, in accordance with the Audit Committee's recommendation. The audit firm has announced that authorized auditor Johan Malmqvist will be appointed as the main auditor, provided that re-election occurs.

### **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.

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Stockholm, April 2026

Nomination Committee for Hexatronic Group AB (publ)