

## **The Nomination Committee's proposals etc. to the 2025 annual general meeting**

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The Nomination Committee of KlaraBo Sverige AB, corp. reg. no 559029-2727, (the “**Company**”) has been appointed in accordance with the principles previously decided by the 2021 annual general meeting and comprises of (i) Roland Schylit, appointed by Anders Pettersson with company, (ii) Kent Söderström, appointed by Investment AB Spiltan with company, and (iii) Magnus Tyreman, appointed by Lennart Sten with company. The chairman of the nomination committee has been Roland Schylit.

The Nomination Committee's proposals for the 2025 annual general meeting follow below. The Nomination Committee's motivated statements regarding proposals for the Board is set out in Appendix 1.

### *Item 1 – Election of the Chairman for the meeting*

The Nomination Committee proposes the election of Lennart Sten as Chairman of the annual general meeting, or, in his absence, such other person nominated by the Nomination Committee.

### *Item 8 – Determination on the number of Board members, auditors and deputy auditors*

The Nomination Committee proposes that the number of Board members elected by the annual general meeting is seven. Furthermore, the Committee proposes one auditor with no deputy.

### *Item 9 – Determination on the remuneration for members of the Board of Directors and the auditor*

The Nomination Committee proposes a remuneration of SEK 440,000 (440,000) to the Chairman of the Board and remunerations of SEK 220,000 (220,000) to each of the other Board members who is not employed by the Company. For the Audit Committee, remuneration to its chairman is proposed of SEK 100,000 (100,000) and of SEK 80,000 (80,000) to each of its other members. For the Remuneration Committee, remunerations are proposed of SEK 45,000 (45,000) to each of the members. The remuneration to the Chairman of the Board includes remuneration for committee work. The Chairman of the Board shall thus not receive an additional remuneration in the event that he or she is a member of a committee.

The Nomination Committee also proposes that remunerations to the auditor are paid against approved invoices.

### *Item 10 – Election of Board members, Chairman of the Board and auditor*

The Nomination Committee proposes the re-election until the end of the next annual general meeting of the board members Lennart Sten, Anders Pettersson, Joacim Sjöberg, Sophia Mattsson-Linnala and Per Håkan Börjesson, and the election of Karin Gunnarsson and Ralph Mühlrad. It is proposed that Lennart Sten be re-elected as new Chairman of the Board. Mats Johansson has declined re-election.

#### **Karin Gunnarsson**

*Birth year:* 1962

*Education:* Degree in Business Administration from the Stockholm School of Economics.

*Other experience:* Former CFO at HEXPOL AB and board member of Concentric AB.

*Other ongoing assignments:* Board member of Ependion AB, Bulten AB, Cibes Holding AB, and Athanase Innovation AB.

*Shareholding in the company:* -

Independent in relation to the Company and its management, as well as major shareholders in the Company.

#### **Ralph Mühlrad**

*Birth year:* 1960

*Education:* Studies in Economics at Stockholm University.

*Other experience:* Former board member of Midsona AB, CEO of the Nordic division of the American sports and apparel group Champion, and board member of Champion Europe S.P.A.

*Other ongoing assignments:* Chairman of the board of Habima AB and Mühlrad-Invest AB, as well as board member of New Wave Group AB, Aktiebolaget Kontaktpressning, and Stureplans Affärsresebyrå AB.

*Shareholding in the company (together with related parties):* 1,285,000 shares of series A and 9,260,300 shares of series B.

Independent in relation to the Company and its management. Dependent in relation to major shareholders in the Company.

The other board members are presented in more detail on the Company's website, [www.klarabo.se](http://www.klarabo.se).

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the re-election of the Company's current auditor, the registered accounting firm Öhrlings PricewaterhouseCoopers AB, until the end of the next annual general meeting. Öhrlings PricewaterhouseCoopers AB have notified that authorised public accountant Mats Åkerlund will serve as the auditor in charge.

*Principles for how the Nomination Committee is appointed and its work:*

The Nomination Committee is of the opinion that there is no need to adopt updated principles for the appointment of the Nomination Committee and instructions for the Nomination Committee's work. Principles and instructions decided by the 2021 annual general meeting will thus continue to apply.

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## The work and motivated statements of the Nomination Committee

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The Nomination Committee of KlaraBo Sverige AB, corp. reg. no. 559029-2727, (the “**Company**”) has in its work of preparing proposals for the 2025 annual general meeting had several meetings and a number of informal contacts by telephone and e-mail.

The Nomination Committee has analysed the level of board and committee remunerations in relation to other similar companies in terms of industry and size. Based on this and in the light of the additional work that committee work entails, the Nomination Committee proposes that special committee remunerations be paid for the Audit Committee and the Remuneration Committee.

In preparing its proposal for the board, the Nomination Committee has taken note of the board's evaluation of its work and taken into account the requirements on the board's size and composition that are set out in law, Nasdaq Stockholm's Nordic Main Market Rulebook for Issues of Shares and the Swedish Code of Corporate Governance (the “**Code**”) and especially the requirement for diversity and breadth in the board and the requirement to strive for gender balance.

It is the Nomination Committee's opinion that the board's work in the Company works well and that continuity in the board is of great importance. The Nomination Committee therefore proposes re-election of the Chairman of the board Lennart Sten and the board members Anders Pettersson, Joacim Sjöberg, Sophia Mattsson-Linnala and Per Håkan Börjesson. Furthermore, it is proposed to elect Karin Gunnarsson and Ralph Mühlrad.

The proposed board has a composition well adapted to the Company's needs and challenges, where each of the members can contribute with relevant experience and competence. The Nomination Committee considers that the proposal provides a board with diversity and breadth and relevant competence and experience with regard to the Company's operations, development stage and other conditions. The board is also well placed to ensure that the Company's operations are conducted in a sustainable manner. All board members correspond to the requirements placed on the members of a listed company.

In the proposed board, the proportion of female members is 29 percent and the proportion of male members is 71 percent. In its continued work, the Nomination Committee intends to strive for a more even gender distribution on the board. As a diversity policy, the Nomination Committee has applied Rule 4.1 of the Code when preparing its proposal.

In assessing the independence of the proposed board members, the Nomination Committee has found that its proposal for the board in the Company meets the requirements for independence set out in the Code. Of the proposed members, all members are considered to be independent in relation to the Company and the company management. Of the proposed members, Joacim Sjöberg, Sophia Mattsson-Linnala and Karin Gunnarsson are considered to be independent in relation to the Company's major shareholders, and the other proposed members are considered to be dependent to the Company's major shareholders.

Information about the proposed board members is available on the Company's website, [www.klarabo.se](http://www.klarabo.se).

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