

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## **The Nomination Committee's proposals for the annual shareholders' meeting 2023 and reasoned statement**

### **1. Background**

- 1.1 In accordance with the guidelines adopted by the annual shareholders' meeting in Polygiene Group AB (below "**Polygiene**" or the "**Company**") on 17 May 2019, a Nomination Committee has been appointed and announced through a press release on 7 December 2022.
- 1.2 The Nomination Committee has consisted of Paul Morris, representing Paul Morris with family, Peter Gyllenhammar, representing Peter Gyllenhammar AB, Håkan Lagerberg, representing own holding and Mastan AB, and the Chairman of the board, Jonas Wollin.
- 1.3 Paul Morris has been the Chairman of the Nomination Committee.
- 1.4 The Nomination Committee shall represent the Company's shareholders in all questions which fall within the Nomination Committee's field of responsibility.
- 1.5 The Nomination Committee shall prepare and submit proposals to the annual shareholders' meeting regarding:
  - (a) the Chairman at the annual shareholders' meeting;
  - (b) the number of board members elected by the shareholders' meeting;
  - (c) the Chairman and other members of the board elected by the shareholders' meeting;
  - (d) fees and other remuneration for each of the members of the board elected by the shareholders' meeting and for members of board committees (where applicable);
  - (e) the number of auditors;
  - (f) the auditors;
  - (g) the fee for auditors;
  - (h) election of Nomination Committee, or alternatively a decision on principles for appointing a Nomination Committee, as well as instructions for the Nomination Committee; and
  - (i) remuneration to the members of the Nomination Committee (if applicable).

### **2. The Nomination Committee's work**

- 2.1 The Nomination Committee has held one recorded meeting and has had continuous contacts in between.

- 2.2 The Company's shareholders have been informed on the Company website, that it has been possible to submit proposals to the Nomination Committee. No such proposals have been submitted by shareholders.
- 2.3 Initially, the Nomination Committee has oriented itself with regard to how the work in the board has been conducted and how it works as well as with regard to the Company's strategy and future challenges, the Nomination Committee has furthermore evaluated which competence and experience the members of the board should possess, which has served as guidance for the Nomination Committee's work.
- 2.4 The Chairman of the board has ensured that the Nomination Committee has received all relevant information on how the work has been conducted in the board during the year.

### **3. The Nomination Committee's proposals**

- 3.1 In summary, the Nomination Committee submits the following proposals:

*Item 1: Election of Chairman of the meeting*

The Nomination Committee proposes that the annual shareholders' meeting elects lawyer Ola Grahn as Chairman of the meeting.

*Item 9: Determination of the number of board members and deputies as well as the number of auditors and deputy auditors*

The Nomination Committee proposes that the annual shareholders' meeting resolves that five ordinary board members, without deputies, are elected until the end of the next annual shareholders' meeting. The Nomination Committee further proposes that the annual shareholders' meeting resolves that one registered public audit firm, without deputy, is elected as the audit firm until the end of the next annual shareholders' meeting.

*Item 10: Determination of remuneration for the board members and the auditor etc.*

The Nomination Committee proposes that the annual shareholders' meeting resolves that remuneration to the board members elected by the shareholders' meeting shall be paid in accordance with the following:

- SEK 350 000 to the Chairman of the board (unchanged since previous year); and
- SEK 200 000 to each of the other board members (unchanged since previous year).

The Nomination Committee further proposes that the annual shareholders' meeting resolves that remuneration to the auditor shall be paid in accordance with customary norms and approved invoice.

*Item 11: Election of board members and auditor*

The Nomination Committee proposes that the annual shareholders' meeting resolves that Jonas Wollin, Håkan Lagerberg, Pamela Ravasio and Paul Morris are re-elected as ordinary board members and that Bengt Engström is elected as new ordinary board member. Furthermore, the Nomination Committee proposes re-election of Jonas Wollin as Chairman of the board. The present board member Martin Kössler has declined re-election.

**Bengt Engström**, born 1953, holds a Master of Science degree from KTH, Stockholm and has worked in senior positions in various companies since the 1980s. He started as Director Production & Supply Chain at Bofors AB. Then various managerial jobs at Whirlpool such as Global VP Microwave Ovens, Europe VP Manufacturing & Technology and then EVP Whirlpool Corporation and President Whirlpool Europe. After moving home to Sweden, he was CEO of Duni AB and Nordic CEO of Fujitsu. In recent years, he has worked as an advisor, board member and investor in both large and small companies.

Bengt Engström's other assignments include: Chairman of the board of Nordic Flanges AB, Qleanair AB, Qlosr AB, BEngström AB, BEngström Förvaltning AB and IFG Duroc. Board member of Scanfil Oy, Real Holding AB, Scandinavian Chemotech AB and KTH Executive School AB.

Bengt Engström holds no shares in Polygiene. Bengt Engström is considered to be independent both in relation to the Company and its management and in relation to its major shareholders.

The Nomination Committee further proposes that the annual shareholders' meeting resolves that Grant Thornton Sweden AB is re-elected as auditor. Grant Thornton Sweden AB has informed that Per Kjellander will continue to be appointed as the responsible auditor.

#### **4. The Nomination Committee's reasoned statement regarding the proposal for board of directors**

- 4.1 The Nomination Committee assesses that the board has functioned well during the period and that the board members possess good competence and the qualifications required to lead the Company's continued development. However, the Nomination Committee has made the assessment that the board needs to be further strengthened with expertise in technology and capital markets issues.
- 4.2 In light of the above and the resignation of the former member Rajesh Varma prior to the annual general meeting, the nomination committee has evaluated a number of candidates, looking for profiles with, among other things, technical background and previous stock market experience. After evaluating suitable candidates, the Nomination Committee has decided to propose Bengt Engström as new ordinary board member. The Nomination Committee considers that proposed board member will provide valuable supplementary knowledge and experience to the board.
- 4.3 The proposed board is, with regard to the Company's operations, stage of development and other conditions in general, considered to provide an adequate board composition in relation to the qualifications, experiences and backgrounds of the proposed board members. The Nomination Committee therefore considers the proposed board composition to be adequate in order to be able to meet the needs which the Company is facing and will be facing in relation to its operations.

4.4 Information about Bengt Engström can be found above. Information on the board members who are proposed for re-election can be found at the Company's website ([ir.polygiene.com](http://ir.polygiene.com)).

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Malmö in April 2023

Polygiene Group AB (publ)

The Nomination Committee