

*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 2024 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 12 December 2024.
- 1.2 The Nomination Committee has consisted of Paul Morris, representing Paul Morris with family, Peter Gyllenhammar, representing Peter Gyllenhammar AB, Joel Eklund, representing Fosielund Holding 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 three recorded meetings 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 four 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, Paul Morris and Bengt Engström are re-elected as ordinary board members and that Sofia Svensson 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 members Håkan Lagerberg and Pamela Ravasio have declined re-election.

**Sofia Svensson**, born 1978, holds a Master of Science in Engineering from the Faculty of Engineering at Lund University. She has held a number of senior positions such as CEO of Lammhults Design Group and Hövding Sverige AB as well as Deputy CEO and CFO of Midway Holding AB. Today she works as an Investment Manager at Fosielund Holding AB.

Sofia Svensson's other assignments: -

Sofia Svensson holds no shares in Polygiene. Sofia Svensson is considered to be independent in relation to the Company and its management but not 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 market expertise and stock market experience.
- 4.2 In light of the above and that the board members Håkan Lagerberg and Pamela Ravasio have declined re-election, the nomination committee has evaluated a number of candidates, looking for profiles with, among other things, market understanding and previous stock market experience. After evaluating suitable candidates, the Nomination Committee has decided to propose Sofia Svensson 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 Sofia Svensson 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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Polygiene Group AB (publ)

The Nomination Committee

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