

## The Nomination Committee's proposals to the Annual General Meeting 2023

The Nomination Committee, consisting of Liv Gorosch (Chairman), appointed by the A-shareholders, Ronnie Bergström, appointed by the A-shareholders, Dick Bergqvist, appointed by AMF, and Monica Åsmyr, appointed by Swedbank Robur Fonder, proposes to the Annual General Meeting the following:

- p.1** - that Mikael Borg, member of the Swedish Bar Association, is appointed as Chairman at the Annual General Meeting;
- p.8** - that the Board of Directors shall consist of 5 ordinary members of the Board for the period until the close of the next Annual General Meeting;
- p.9** - that fees for the Board of Directors shall amount to SEK 2,145,000, whereof SEK 900,000 to the Chairman of the Board and SEK 415,000 to each of the other members of the Board (a member of the Board who receives remuneration from the company due to employment shall not receive any fees);
  - that remuneration to the Audit Committee shall amount to SEK 200,000 SEK to the Chairman of the Committee and SEK 100,000 to the other members of the Committee; that remuneration to the Remuneration Committee shall amount to SEK 75,000 to the Chairman of the Committee and SEK 50,000 to the other members of the Committee, and that, if the Board of Directors decides to establish a Sustainability Committee, remuneration shall amount to SEK 75,000 to the Chairman of the Committee and SEK 50,000 to the other members of the Committee for the period until the end of the next annual general meeting.
  - that Auditor's fees are based on approved invoices;
- p.10** - re-election of Annette Brodin Rampe, Johan Thorell, Louise Hedberg and Alexander Murad Bjärgård as members of the Board; and re-election of Annette Brodin Rampe as Chairman of the Board; new election of Robert Belkic as member of the Board for the period until the close of the next Annual General Meeting.
  - re-election of the registered audit firm Ernst & Young Aktiebolag ("EY") as Auditor for the period until the close of the next Annual General Meeting, in accordance with the recommendation from the Audit Committee.

Bengt Braun (member of the Board) has informed the Nomination Committee that he is not eligible for re-election as member of the Board at the Annual General Meeting 2023. Against this background, the Nomination Committee has proposed that Robert Belkic is elected as new member of the Board until the end of the next annual general meeting. Robert Belkic is since 2012 CFO of Hexagon and has broad international experience within strategic matters, M&A and financial markets. Robert Belkic's previous work experience includes the automotive industry and education services. Robert Belkic will leave the role as CFO of

Hexagon in June 2023. More information about Robert Belkic can be found under the heading "Information on proposed Board members" below.

The Nomination Committee has decided not to propose any changes in the instructions for the Nomination Committee, which were adopted at an Extraordinary General Meeting on 24 September 2021 and which, in accordance with the resolution from the General Meeting, will apply until further notice.

## **The work of the Nomination Committee and motivated statement for the Annual General Meeting 2023**

### **Composition and assignment**

The composition of the Nomination Committee was announced on 3 October 2022, in accordance with the resolution of the Extraordinary General Meeting on 24 September 2021, consisting of two persons appointed by the A-shareholders and a representative from each of the two, by number of votes, largest B-shareholders/owner groups who do not own any A-shares and who have notified their wish to be part of the Nomination Committee. The Nomination Committee consists of Liv Gorosch (appointed by the A-shareholders, Chairman), Ronnie Bergström (appointed by the A-shareholders), Dick Bergqvist (appointed by AMF) and Monica Åsmyr (appointed by Swedbank Robur Fonder). Further, Annette Brodin Rampe is co-opted to the Nomination Committee as Chairman of the Board of Directors. The four owner representatives represent approximately 60 per cent of the total number of votes in Storskogen. The Nomination Committee has been responsible for producing proposals regarding Chairman to the Annual General Meeting, number of Board members, election of Board members, Chairman of the Board of Directors and auditor as well as remuneration to the Board of Directors, Committees of the Board and auditor.

### **Work**

The Nomination Committee has held three meetings where minutes have been kept to prepare proposals to the Annual General Meeting 2023 and has kept in contact between meetings. The Nomination Committee has been informed of the internal Board evaluation which was conducted in 2022 and has held individual interviews with all members of the Board, as well as the CEO, during 2022. The interviews have been conducted without presence of the Chairman of the Board. The Nomination Committee has also interviewed potential Board candidates.

### **Motivation to proposed Board composition**

The evaluation of the Board and its work, as well as the discussions held with the members of the Board, proves that the Board of Directors is well positioned and the members of the Board are deemed to have appropriate experiences and competences within material aspects for the company, such as strategic and financial matters, and sustainability. The Nomination Committee has, after discussions with the proposed members of the Board and

evaluation of their other assignments, concluded that they have sufficient time available to fulfil their duties as members of the Board of Storskogen.

The Nomination Committee has discussed the recommendations regarding diversity and gender equality as set out in the Swedish Code of Corporate Governance (the “**Code**”) and has chosen to apply Section 4.1 of the Code as diversity policy in developing the proposal for Board of Directors. This means that the Board of Directors shall have, with regards to the company’s operations, phase of development and other relevant circumstances, appropriate composition, characterised by diversity and width in terms of the competence, experience and background of the Board members elected by the General Meeting as well as a gender balance. The proposed Board consists of two women and three men, corresponding to a gender division of 40/60 per cent. The Nomination Committee therefore believes that a gender balance has been accomplished and that the Board of Directors has an otherwise appropriate and strong composition with respect to the operations of Storskogen.

The Nomination Committee has evaluated the independence of the proposed members of the Board and deems Johan Thorell, Robert Belkic, Louise Hedberg and Anette Brodin Rampe to be independent in relation to the company, company management and the company’s major shareholders. Alexander Murad Bjärgård is considered dependent in relation to the company, company management and the company’s major shareholders. The proposed members of the Board therefore meet the requirements set out in the Code regarding that a majority of the Board members elected by the General Meeting should be independent in relation to the company and company management.

The Nomination Committee has compared Board remuneration to other listed companies of similar size and complexity. The remuneration levels should be competitive in order to secure that Storskogen can attract and retain Board members with the right competence. The Nomination Committee proposes that the remuneration to the Chairman of the Board and to the members of the Board remain unchanged from the previous year, as well as the remuneration to the members of the Audit Committee and the members of the Remuneration Committee.

The registered audit firm EY has acted as auditor in the company since 2019, and from 2021 with Åsa Lundvall as the auditor in charge. The Nomination Committee proposes, in accordance with the proposal from the Audit Committee, to re-elect EY as Auditor. The Nomination Committee further proposes that fees to the Auditor are continued to be paid in accordance with approved invoices in accordance with the proposal of the Audit Committee.

### **Proposals from shareholders**

Shareholders have had the opportunity to leave suggestions to the Nomination Committee in accordance with the information available on Storskogen’s website. No such suggestions have been received.

Stockholm in April 2023  
The Nomination Committee for  
**Storskogen Group AB (publ)**

## Information on proposed Board members

### Annette Brodin Rampe

**Born:** 1962

**Elected:** 2022

**Education:** M.Sc. Chemical Engineering, Chalmers Tekniska Högskola.

**Relevant work experience:** CEO Internationella Engelska Skolan, Board member of Peab AB, Enströmgruppen AB and Stillfront Group AB.

**Other essential assignments outside of Storskogen:** CEO ImagineCare AB, Board member of Pion Group AB, Ferronordic AB and Episurf Medical AB.

**Own and related party holdings:** 400,000 B-shares (private and through legal entity)

Independent in relation to the company and company management, as well as the company's major shareholders.

### Louise Hedberg

**Born:** 1974

**Education:** M.Sc. Business and Economics, Stockholm School of Economics, as well as studies in sustainability, Stockholm University and Stockholm Resilience Centre.

**Elected:** 2019

**Relevant work experience:** Head of Sustainability East Capital, IR-manager East Capital Explorer, Head of IR Dometic Group, consultant JKL Group.

**Other essential assignments outside of Storskogen:** Chairman of Penny to Pound Aktiebolag. Board member of East Capital SICAV (Lux), East Capital (Lux) General Partner S.à r.l. and Espiria SICAV (Lux). Deputy Board member of Hayman AB.

**Own and related party holdings:** 94,000 B-shares.

Independent in relation to the company and company management, as well as the company's major shareholders.

### Johan Thorell

**Born:** 1970

**Education:** MSc Business and Economics, Stockholm School of Economics.

**Elected:** 2019

**Relevant work experience:** CEO Gryningskust Holding, and active within property management since 1996.

**Other essential assignments outside of Storskogen:** CEO and Board member of Gryningskust Holding AB and subsidiaries. Chairman of the Board of K2A Knaust & Andersson Fastigheter AB (publ) and Kallebäck Property Invest AB. Board member of AB Sagax, Hemsö Fastighets AB and Nicoccino Holding AB (publ).

**Own and related party holdings:** 14,679,331 B-shares (through legal entity).

Independent in relation to the company and company management, as well as the company's major shareholders.

## Alexander Murad Bjärgård

**Born:** 1974

**Education:** LL.M., Uppsala University, studies in business and other subjects, Boise State University, IFALPES and IFL.

**Elected:** 2019

**Relevant work experience:** Partner and serial entrepreneur at Firm Factory Network, Head of legal and purchasing manager at Tradimus, legal associate Mannheimer Swartling.

**Other essential assignments outside of Storskogen:** Board member of Firm Factory Network AB. Deputy Board member of Kullengubben Advokat AB.

**Own and related party holdings:** 37,539,070 A-shares and 27,691,998 B-shares.

Dependent in relation to the company and company management, as well as the company's major shareholders.

## Robert Belkic

**Born:** 1970

**Education:** BSc in Business Administration and studies in economics and other subjects, Stockholm University.

**Relevant work experience:** CFO Hexagon AB since 2012 and before that Group Treasurer of the company since 2009. Also held various Group treasury roles at EF Education First Ltd and Autoliv Inc.

**Other essential assignments outside of Storskogen:** CFO in Hexagon (until 30 June 2023.)

**Own and related party holdings:** 100 B-shares



Independent in relation to the company and company management, as well as the company's major shareholders.