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## **The Nomination Committee's proposal**

The Nomination Committee in Addtech AB (the "Company") proposes that the Annual General Meeting to be held August 26, 2021 resolves as follows:

### **Item 2 Election of Chairman to preside over the Meeting**

The Chairman of the Board, Johan Sjö, is proposed as Chairman to preside over the Meeting.

### **Item 11 Determination of the number of Board members**

The Nomination Committee proposes that the Board of Directors shall consist of six Board members.

### **Item 12 Determination of fees for the Board of Directors and the auditors**

The fee for each Board member shall be as follows: SEK 1,100,000 to the Chairman of the Board of Directors, SEK 450,000 to each of the other Board members appointed by the Annual General Meeting who are not employed by the Company and additionally SEK 100,000 to each member of the Remuneration Committee. Total fees amount to SEK 3,100,000.

Subject to Swedish law and requiring an agreement with the Company, a Board member may invoice the Company for Board fees, including any social security charges and VAT, from a legal entity or private business owned by the member. Such a procedure must be cost neutral for the Company.

Audit fees will be paid according to approved invoices.

### **Item 13 Election of Board members and Chairman of the Board of Directors**

Re-election of the Board members Kenth Eriksson, Henrik Hedelius, Ulf Mattsson, Malin Nordesjö and Niklas Stenberg. Johan Sjö and Eva Elmstedt have requested not to be re-elected.

Annikki Schaeferdiek is proposed as a new Board member.

Kenth Eriksson is proposed as Chairman of the Board of Directors.

### **Item 14 Election of Auditor**

The Nomination Committee proposes that the Annual General Meeting shall elect the auditing firm KPMG AB. KPMG AB has notified that the authorized auditor Joakim Thilstedt will be appointed as Auditor in charge.

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## **The Nomination Committee's work report and motivated opinion regarding proposals for Board members prior to the Annual General Meeting 2021**

The Nomination Committee has held six meetings. The work of the Nomination Committee begins by going through a check list containing all tasks that it must perform under the Swedish Corporate Governance Code and additionally, a schedule is established for the work that needs to be done.

The Nomination Committee has based its considerations on the Board having an appropriate composition, considering the Company's current situation, future focus and other circumstances, characterized by versatility and width in terms of the skills, experience and background of the Board members. As a basis for its considerations, the Nomination Committee has received information from the Chairman of Addtech AB's Board of Directors on the Board's own evaluation and on the Company's operations, stage of development and other circumstances. The Nomination Committee has also interviewed some of the Board members and been given a presentation by the CEO. Also, the committee has been provided with assessments of the Board regarding the quality and efficiency of the auditor's work.

The Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as its diversity policy when drafting its proposal. The committee's proposal entails the Board having six members, of which two are women, corresponding to 33 percent, which does not meet the requirements of the Swedish Corporate Governance Code for an equal gender balance. The Nomination Committee supports the initiative of the Swedish Corporate Governance Board (Sw. *Kollegiet för svensk bolagsstyrning*) and its ambition of ensuring that the least represented gender reaches a level of around 40 percent on the Board of Directors of listed companies by 2020. When the Nomination Committee assesses that there is reason to propose further changes to the Board's composition, the Nomination Committee, as it has according to the principles so far, will increase its focus with regard to versatility and width on the Board, including gender balance, in its considerations regarding which Board composition enables the Board to acquire the best skills and expertise.

The proposed Board members collectively possess sound financial and industrial expertise, along with knowledge of international conditions and markets, including relevant sustainability aspects. The question regarding the independence of members of the Board has been discussed. The Nomination Committee's assessment in these respects is set out in the presentation of each proposed member below. The proposal for the composition of the Board meets the relevant independence requirements.

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## **Presentation of proposed Board members**

### **Kenth Eriksson**

Degree of Master of Engineering and Master of Science in Business and Economics. Born 1961.  
Board Member since 2016.

Other Board assignments: Board member in Zalaris.

Professional experience: CEO in Tradimus and senior positions at Electrolux. Partner in Athanase Industrial Partner.

Number of shares in the Company (incl. associated): 40,320 class A shares and 236,400 class B shares.

Independence in relation to the Company/management\*: Yes

Independence in relation to the major shareholders of the Company\*: Yes

### **Henrik Hedelius**

Degree of Master of Science in Business and Economics. Born 1966.

Board Member since 2017.

Other Board assignments: Chairman in Frill Holding AB, board member in Bergman & Beving, Two H and Service and Care AB.

Professional experience: Board Member in Bergman & Beving, Mannerheim Invest, Vinovo, Team Sportia and Mind Industrial Group. Senior positions at Jarl Securities, Storebrand Kapitalförvaltning, Swedbank and ABN Amro.

Number of shares in the Company (incl. associated): 39,600 class B shares.

Independence in relation to the Company/management\*: Yes

Independence in relation to the major shareholders of the Company\*: No

### **Ulf Mattsson**

Degree of Master of Science in Business and Economics. Born 1964.

Board Member since 2012.

Other Board assignments: Chairman in Eltel, VaccinDirekt, Swemac and Lideta. Board member in Oras Invest Oy and Priveq V & VI.

Professional experience: CEO in Domco Tarkett, Mölnlycke Health Care, Capio, Gambro and Karo Pharma.

Number of shares in the Company (incl. associated): 32,000 class B shares.

Independence in relation to the Company/management\*: Yes

Independence in relation to the major shareholders of the Company\*: Yes

### **Malin Nordesjö**

Degree of Master of Science in Business and Economics. Born 1976.

Board Member since 2015.

Other Board assignments: Board member in Bergman & Beving and in a number of companies within the Tisenhult Group.

Professional experience: Senior positions in Tisenhult Group and Trittech Technology.

Number of shares in the Company (incl. associated): 78,008 class B shares.

Independence in relation to the Company/management\*: Yes

Independence in relation to the major shareholders of the Company\*: No

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**Annikki Schaeferdiek**

Master of Science in Mechanical Engineering. Born 1969.

Suggested board member at the 2021 Annual General Meeting.

Other Board assignments: Chairman of the board at Competella AB and board member at Proact IT AB, Formpipe Software AB and Axiell Group AB.

Professional experience: Founder and CEO of Syster P AB and leading positions within Ericsson and Netwise.

Number of shares in the Company (incl. associated): -

Independence in relation to the Company/management\*: Yes

Independence in relation to the major shareholders of the Company\*: Yes

**Niklas Stenberg**

Degree of Master of Laws (L.L.M.). Born 1974.

CEO and Group CEO in Addtech AB.

Board member since 2020. Employed in the Group since 2010.

Professional experience: Senior positions within Addtech and Bergman & Beving, former lawyer.

Number of shares in the Company (incl. associated): 224,136 class B shares. Call options equivalent to 268,000 class B shares.

Independence in relation to the Company/management\*: No

Independence in relation to the major shareholders of the Company\*: Yes

\* The information regarding independency is related to the proposed Board members' independence in accordance with the Swedish Corporate Governance Code in relation to a) the Company/management and b) major shareholders.

*Stockholm, July 2021*

***Addtech AB (publ)***

*The Nomination Committee in Addtech AB*