

## **The Nomination Committee's proposals to Hexicon AB's annual general meeting 2023 (including reasoned statement)**

### *Description of the work of the nomination committee for the annual general meeting*

For the 2023 Annual General Meeting in Hexicon AB, a nomination committee was appointed, in accordance with the guidelines for the appointment of the nomination committee adopted at the annual general meeting held on 12 May 2022, consisting of the following members: Rickard Haraldsson (appointed by Index Equity Sweden AB and Gulfstream Group LLC.), Sanja Batljan (appointed by Ilija Batljan Invest AB (publ), Leif Almhorn (appointed by SEB Trygg Liv) and Hans von Uthmann (chairman of Hexicon AB's board of directors), with Rickard Haraldsson as chairman.

The nomination committee has, in accordance with the guidelines that was adopted at the annual general meeting held on 12 May 2022 and the Swedish Corporate Governance Code, had the duty to prepare proposals regarding the following matters to be submitted at Hexicon AB's annual general meeting 2023:

- election of chairman of the general meeting,
- the number of board members to be elected by the general meeting,
- election of chairman and members of the board of directors,
- remuneration and other fees payable to the appointed board members and the members of the board committee,
- election of auditor/auditors,
- remuneration to the auditor/auditors,
- guidelines for the composition of the nomination committee,
- any changes in the instructions for the nomination committee.

The nomination committee has held 7 recorded meetings with ongoing contact in between. The nomination committee has applied section 4.1 of the Swedish Corporate Governance Code (the "Code") as diversity policy in connection with the preparation of its proposals. This means that the nomination committee has taken as its starting point that the composition of the board should be appropriate in view of Hexicon AB's operations, stage of development and other circumstances. The nomination committee has also taken into account that the composition of the board members elected at the annual general meeting should be characterised by diversity and breadth in terms of skills, experience and background.

The nomination committee further considers it important that the board members can devote the time and care required to fulfil their duties as board members of Hexicon AB, and the nomination committee has therefore assessed the board members' assignments outside Hexicon AB and the time these assignments require.

The nomination committee has received a report from the chairman of the board on how the board's work has been carried out. The nomination committee has furthermore interviewed all board members.

The nomination committee has discussed the size and composition of the board in light of the company's situation and development opportunities. The nomination committee believes that the board has good expertise, and therefore proposes no changes to its composition. At the same time, the nomination committee also makes the assessment that the board should continue to consist of six members.

In preparing the nomination committee's proposal for the election of the auditor and the decision on the auditor's remuneration, the nomination committee has been in contact with the chairman of the audit committee in order to obtain the board's and the audit committee's assessment of the quality and effectiveness of the auditor's work. The nomination committee's proposal for the election of the auditor and the decision on the auditor's remuneration is in line with the recommendation of the audit committee.

#### *The nomination committee's assessments of the proposed composition of the board*

In the opinion of the nomination committee, the proposed board represents a well-balanced composition of persons in terms of size, competence, experience and breadth and diversity of qualifications, which together complement each other. The nomination committee's proposal for the board means that 33 percent of the members elected at the annual general meeting are women. The aim is to increase this proportion over time. Furthermore, the nomination committee believes that the proposed board members have sufficient time to fulfil their duties as board members of Hexicon AB.

#### *The nomination committee's assessment of the independence of the proposed board members*

Taking into account the applicable Swedish independence rules, the nomination committee has made the following assessments of the independence of the proposed board members in relation to Hexicon AB and its senior management as well as Hexicon AB's major shareholders:

- In the opinion of the nomination committee, all proposed board members are independent of Hexicon AB and its senior management.
- In the opinion of the nomination committee, all proposed board members, except Mia Batljan, are independent of Hexicon AB's major shareholders. Mia Batljan is considered to be dependent in relation to Hexicon AB's largest shareholder Ilija Batljan Invest AB (publ). The proposed composition of the board of directors thus meets, in the opinion of the nomination committee, the requirements for independence set out in sections 4.4 and 4.5 of the Code.

### *The nomination committee's assessment of the proposed board remuneration*

The nomination committee's assessment is based on a comparison with comparable companies and the complexity and time scope of the assignment. Furthermore, the nomination committee considers that a competitive remuneration is important to attract and retain good expertise in the board. Overall, the assessment leads to the conclusion that a increase corresponding to five per cent of the current remuneration is justified.

### *The nomination committee's proposal to the annual general meeting 2023*

The nomination committee proposes that the board of directors, in so far as it is elected by the annual general meeting, shall consist of six ordinary members without deputy board members. For the period until the end of the next annual general meeting, the nomination committee proposes the re-election of the board members Bjarne Borg (member since 2021), Mats Jansson (member since 2013), Mia Batljan (member since 2021) and Vivianne Holm (member since 2020), Lars Martinsson (member since 2022) and Hans von Uthmann (member since 2022) as board members.

The nomination committee proposes the re-election of Hans von Uthmann as chairman of the board.

Information regarding the proposed board members will be held available at Hexicon AB's website, <https://www.hexicongroup.com>

### *Proposal for fees payable to the chairman and other members*

The nomination committee proposes that the fees payable to the board of directors shall amount to a total of SEK 1,102,500 out of which SEK 315,000 shall be paid to the chairman of the board and SEK 157,500 shall be paid to each of the other ordinary members elected by the general meeting. The nomination committee furthermore proposes that no fees shall be paid for committee work.

### *Proposal for the election of, and remuneration to, the auditor*

The nomination committee proposes re-election of KPMG AB for the period until the end of the next annual general meeting. KPMG AB has informed the nomination committee that Fredrik Wollmann is the auditor in charge.

The nomination committee proposes that the auditor's fee be paid in accordance with approved invoicing.

The proposal is in accordance with the recommendation of the audit committee.

### *The nomination committee's proposal of chairman for the annual general meeting 2023*

The nomination committee proposes that Marcus Nivinger (or in his absence the person designated by the nomination committee) is elected chairman of the 2023 annual general meeting.

*Principles for the appointment of and instructions for the Nomination Committee in Hexicon AB*

The nomination committee has not found reason to present any proposal to change the principles for the appointment of and instructions for the nomination committee that were adopted at the annual general meeting on 12 May 2022 and applicable until otherwise decided by the general meeting.