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The nomination committee's proposals for resolutions by the annual general meeting 2021

The nomination committee has prior to the annual general meeting 2021 consisted of **Christian Reindl**, representing HSBC Trinkenhau and Burkhardt AG, Duesseldorf W8, SPSW, Lupus Alpha and RGG ADM-GRUPPEN AB, **Lars Rodert**, representing Vidar Stenberg, Infinitum AB, Hannu Heinonen, Magnus Wålsten, Magnus Bolag, Robert Zetterwall, Peter Roosling, Peter Roosling AB, Bo Tillman, Johan Fransson, Niagara Holding AB, Anders Gottnersson, Tommy Rasmusson, Lennart Lindberg, Kimmo Rajala and ÖstVäst Capital Management, **Tommy Forsell**, representing Tommy Forsell, Peter Laurén, Patrik Holsti, Anders Andrén and Anders Björk and **Jan Ramkvist**, representing CSD Invest AB, Indivia Invest AB, Ambidextrous Investment Vehicle, John Vestberg, Aerial Holdings AB, Jan Ramkvist Advokataktiebolag and Viktor Kovacs. **Christian Reindl** has been appointed chair of the Nomination Committee.

The proposals by the nomination committee to the annual general meeting 2021 are as follows:

ELECTION OF THE CHAIRPERSON FOR THE MEETING

The nomination committee proposes that advokat Dennis Westermark be elected chairman of the meeting.

RESOLUTION REGARDING NUMBER OF DIRECTORS

The nomination committee proposes that, for the period until the close of the next annual general meeting, the board of directors consist of seven (7) directors elected by the shareholders' meeting.

DETERMINATION OF THE FEES FOR THE DIRECTORS AND AUDITORS

The nomination committee proposes that, for the period until the next annual general meeting, the directors' fees shall be SEK 300,000 for the chairperson of the board of directors and SEK 160,000 for each of the other directors who are not employees of the group. The proposed fees are the same as the previous year.

The nomination committee proposes that the present organization with a Financial Committee shall be unchanged.

In addition, the nomination committee proposes that, for the period until the next annual general meeting, remuneration remain unchanged in the amount of SEK 75,000 for the chairperson of the Audit Committee and SEK 50,000 to the other members; in the amount of SEK 75,000 to the chairperson of the Remuneration Committee and SEK 50,000 to the other members. The nomination committee further proposes that remuneration shall be SEK 165,000 to the chairperson of the Finance Committee and SEK 50,000 to the other members.

The nomination committee further proposes that fees be payable to the auditor in accordance with approved invoice.

ELECTION OF THE BOARD OF DIRECTORS AND AUDITORS

The nomination committee proposes the reelection of Jan Frykhammar, Kimberly Matenchuk and Staffan Dahlström, Martin Kreuzer and Viktor Kovacs. In addition, the nomination committee proposes the new election of Mr. Martin Roos and Mr. Malte Pollman. The committee proposes Viktor Kovacs as Chairman of the Board.

Information regarding the proposed directors is available on the company's website at www.clavister.com.

The nomination committee further proposes that, for the period until the next annual general meeting, the annual general meeting resolve to elect as new auditor the registered accounting firm Öhrlings PricewaterhouseCoopers AB which has notified the company that in the event Öhrlings PricewaterhouseCoopers AB is elected, Mr. Claes Sjödin shall be the auditor in charge. The nomination committee's proposal for auditor corresponds to the recommendation and evaluation made by the audit committee.

Report on the nomination committee's work and statement of reasons 2021

In accordance with sections 2.6 and 4.1 of the Swedish Corporate Governance Code (the "Code"), the nomination committee hereby submits the following report prior to the annual general meeting's election of the board of directors.

The nomination committee of the company was appointed in accordance with the principles adopted. The composition of the nomination committee was published on the company's website on 18 November 2020.

The nomination committee has, prior to this year's shareholders meeting, held a total of 18 (with minutes kept) meetings and also numerous contacts by email and telephone. The nomination committee also had several contacts with major shareholders and external legal advisors.

The nomination committee has read the evaluation of the work of the board of directors by the chairman of the board of directors and has interviewed the other directors. Based on these contacts, the nomination committee has been able to conclude which needs regarding the preparation of the composition of the board of directors would be appropriate taking into consideration the requirements which will be imposed on the board of directors as a consequence of the company's business operations, phase of development, management and control and circumstances in general. In its work, the nomination committee has taken into consideration the requirements set forth in the Code for diversity and breadth of qualifications on the board of directors. As its diversity policy, the nomination committee has applied section 4.1 of the Code in producing its proposal for election of directors.

Through the proposed new directors, the board of directors will gain relevant experience from sales and marketing work as well as deeper knowledge of the global market.

Martin Roos is a Swedish citizen. He is a graduate of Stockholm School of Economics and the Royal Institute of Technology (KTH). Martin Roos has vast experience from several managerial positions within the Ericsson Group and as CEO within two multinational telecom operators (Cable and Wireless and Altice). Mr Roos will contribute positively with his extensive strategic, sales and marketing, organizational development and hands-on transformation skills and comes with a solid track-record of creating shareholder value. He owns 522,584 shares in the Company.

Mr. Malte Pollman is a German citizen. He is a graduate of Universities Paderborn, Kaiserlautern with additional education at Bertelsmann University at Insead and the Executive Programme in Innovation Management at MIT, Boston. He has several years of experience as CEO and Chief Strategy Officer at Utimaco GmbH where he is responsible for strategic corporate development, Mergers & Acquisitions and strategic relationships with government, academia and industry associations. He owns no shares in the Company.

Other directors, as well as the chairman will remain in their existing roles according to the proposal by the nomination committee. Please see the company's website for information regarding the remaining directors. The proposal by the nomination committee entails that the board of directors will thereby have seven (7) members.

The nomination committee believes that the proposed members possess the diversity and breadth of qualifications regarding expertise, experience and background which are required in order to understand the company's operations. Provided the shareholders' meeting adopts the proposal by the nomination committee, the board of directors will consist of one woman and six men, i.e. two additional men compared to the previous year.

In its assessment of the proposed independence of the directors, the nomination committee has found that the proposed board of directors of the company fulfills the requirements of independence set forth in the Code.

The nomination committee has not considered it necessary to propose any changes to the principles regarding the composition and work of the nomination committee.

Stockholm in April 2021
Clavister Holding AB (publ)
The nomination committee