

## **THE NOMINATION COMMITTEE'S PROPOSAL AND REASONED STATEMENT FOR THE 2023 AGM IN RATOS AB (PUBL)**

The Nomination Committee of Ratos AB (publ) ("the Company") submits the following proposals and reasoned statement ahead of the 2023 Annual General Meeting.

### **The Nomination Committee's work ahead of the 2023 Annual General Meeting in Ratos AB (publ)**

The 2016 Annual General Meeting resolved on principles for appointing a Nomination Committee that is to apply until another decision has been made by the General Meeting. The principles are available on the Company's website [www.ratos.com](http://www.ratos.com). In accordance with these principles, the Chairman contacted Ratos's major owners by vote in the beginning of autumn of 2022 in order to form a Nomination Committee which, in addition to the Chairman, shall consist of at least five members.

The Nomination Committee was given the following composition:

Jenny Parnesten, Chairman of the Nomination Committee, nominated by the Ragnar Söderbergs foundation and own and related parties' holdings,  
 Jan Söderberg, own holding,  
 Maria Söderberg, nominated by Torsten Söderberg Foundation and own holdings,  
 Erik Brändström, nominated by Spiltan Fonder AB,  
 Henrik Didner, nominated by Didner & Gerge Fonder AB  
 Per-Olof Söderberg, Chairman of the Board

The Nomination Committee's composition deviates from the Swedish Corporate Governance Code's rule 2.4, Section 2, which stipulates that if more than one member of the Board is on the nomination committee, no more than one of these may be dependent in relation to the major shareholders in the company. Board members Per-Olof Söderberg (also Chairman of the Board) respectively Jan Söderberg, appointed as Nomination Committee members, are regarded as dependent in relation to the Company's major shareholders. However, given their long-term contribution to the Board's work, their deep knowledge about Ratos and their relationship to the principal shareholders, as well as their network in the Swedish business industry, the Nomination Committee have considered the deviation from the Code to be motivated.

Combined, the members of the Nomination Committee represent 61.0 per cent of the votes in the Company.

Ahead of the 2023 Annual General Meeting, the Nomination Committee has held four recorded meetings and has had regular contact in between. For its work, the Nomination Committee has taken part of the conducted internal evaluation of the Board's work, taken part of the Chairman's statement regarding the Board's work and the Company's strategies as well as the Chairman of the Nomination Committee has interviewed individual members.

Proposed fees to the members of the Board, as well as compensation for committee work, have been prepared by Jenny Parnesten, Maria Söderberg, Erik Brändström and Henrik Didner – i.e. like in previous years, by the four members of the Nomination Committee who are not members of the Ratos' Board.

Shareholders have been informed that proposals regarding members of the Board can be submitted to the Nomination Committee. The proposals received has been dealt with by the Nomination Committee.

## **The Nomination Committee's proposals of the Board**

The Nomination Committee has unanimously decided to propose the following to the 2023 Annual General Meeting:

- that the Board shall consist of six directors, without deputy directors.
- re-election of the Board members Tone Lunde Bakker, Ulla Litzén, Karsten Slotte, Jan Söderberg, Per-Olof Söderberg and Jonas Wiström (CEO).
- that Per-Olof Söderberg is re-elected as Chairman of the Board.

## **The Nomination Committee's reasoned statement**

### ***Election of Board members***

Ratos's Board has in recent years gradually been renewed, at the same time as a certain consistency has been kept. Board member Helena Svancar changed employer during the year and left the Ratos Board on 26 October 2022 to avoid future conflicts of interest. It is the nomination committee's opinion that the current Board functions well and with a great deal of commitment from each member. Ratos's business concept is to own and develop companies that are or can become market leaders. This new strategy requires the Board to have a broad industrial background as well as a documented ability to operate and develop companies in different industries and phases of development. The nomination committee deems the members proposed for re-election to have broad and complementary experience that more than adequately meets these requirements and deems that ongoing continuity in the work of the Board is paramount given the company's current stage of development. Consequently, the nomination committee sees no reason at this time to elect another Board member and feels that the proposed composition of six members is suitable and appropriate.

The Nomination Committee deems the members proposed for election to have broad and complementary experience that more than adequately meets the set requirements.

The nomination committee has continued to discuss requirements for diversity based in part on the Code's requirement for stipulating how the diversity policy has been applied and has chosen to use Rule 4.1 of the Code, which states that the Board is to exhibit diversity and breadth of qualifications, experience and background, and strive for an equal gender balance. Following deliberation by the nomination committee regarding, for example, the Board members' background and experience, it is noted that the gender balance for the proposed Board will be 33.3% women and 66.7% men, as the members proposed include two women and four men. The nomination committee intends to strive for an improved gender balance over the long term.

The requirements on the Board's independence are deemed to be fulfilled. The Nomination Committee considers Tone Lunde Bakker, Ulla Litzén and Karsten Slotte as independent in relation to the Company and the Company's management team, and to major shareholders in the Company. Jan Söderberg and Per-Olof Söderberg are considered to be independent in relation to the Company and the Company's management team, but not independent in relation to major shareholders in the Company. Jonas Wiström is considered to be independent in relation to major shareholders in the Company but not in relation to the Company and the Company's management.

### ***Compensation issues***

The Nomination Committee's proposal to the 2023 Annual General Meeting is that the remuneration is adjusted in accordance with the below proposal and that the CEO, as previous year, does not receive any board remuneration in his capacity as board member in addition to his CEO compensation.

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

Ratos 2023 Annual General Meeting

N.B. The English text is an unofficial translation. In the event of any discrepancies between the Swedish and the English versions, the original Swedish version shall prevail.

The Nomination Committee has unanimously decided to propose to the 2023 Annual General Meeting that:

- Per-Olof Söderberg is appointed Chairman of the 2023 Annual General Meeting.
- Remuneration to each of the Board members, except for CEO Jonas Wiström, amounts to SEK 510,000 (SEK 500,000 previous year) and to the Chairman of the Board to SEK 990,000 (SEK 970,000 previous year). For the members of the Audit Committee, remuneration amounts to SEK 300,000 (SEK 250,000 previous year) to the chairman of the Committee and unchanged SEK 100,000 to each other member of the Committee. For the Compensation Committee, an unchanged remuneration amounts to SEK 75,000 to both the chairman and to each other member of the Committee.
- The audit firm Ernst & Young AB is re-elected as auditor for the period until the end of the next Annual General Meeting. Ernst & Young AB has announced that Erik Sandström will be appointed as chief auditor for the audit.
- The auditor shall be paid in accordance with approved account.

Stockholm in February 2023

NOMINATION COMMITTEE IN RATOS AB (PUBL)