

## THE NOMINATION COMMITTEE'S PROPOSAL AND REASONED STATEMENT FOR THE 2022 AGM IN RATOS AB (PUBL)

The Nomination Committee of Ratos AB (publ) ("the Company") submits the following proposals and reasoned statement ahead of the 2022 Annual General Meeting.

### The Nomination Committee's work ahead of the 2022 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.se](http://www.ratos.se). In accordance with these principles, the Chairman contacted Ratos's major owners by vote in the beginning of autumn of 2021 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,  
 Hans Hedström, nominated by Carnegie 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 60.5 per cent of the votes in the Company.

Ahead of the 2022 Annual General Meeting, the Nomination Committee has held five 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 Hans Hedström – 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 2022 Annual General Meeting:

- that the Board shall consist of seven directors, without deputy directors.
- re-election of the Board members Ulla Litzén, Karsten Slotte, Jan Söderberg, Per-Olof Söderberg and Jonas Wiström and the election of new Board Members Tone Lunde Bakker and Helena Svancar. Eva Karlsson has declined re-election.
- that Per-Olof Söderberg is re-elected as Chairman of the Board.

## The Nomination Committee's reasoned statement

### **Election of Board members**

Ratos's business concept is to acquire and develop companies that are or can become market leaders. This means that strict requirements are placed on the Board to be able to both evaluate acquisition opportunities and participate in operating and developing companies in different industries and phases of development. Ratos's Board has in recent years gradually been renewed, at the same time as a certain consistency has been kept. The Board member Eva Karlsson declined re-election at the Annual General Meeting in 2022. In the search for new Board members, it has been important for the Nomination Committee to find an individual with good leadership qualities, wide network of contacts and who has both a broad industrial background and a documented ability to further develop operations. The Nomination Committee is of the opinion that Tone Lunde Bakker and Helena Svancar both have demonstrated these abilities. It is the assessment of the Nomination Committee that Tone Lunde Bakker and Helena Svancar both can devote the time and commitment that is required of a Board member.

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 further considers that the proposed composition of seven Board members is suitable and appropriate.

The Nomination Committee has continued to discuss requirement for diversity, inter alia on the basis of the Swedish Corporate Governance Code's requirement to state how the diversity policy has been applied. In this regard, the Nomination Committee has chosen to use the Governance Code's paragraph 4.1, which stipulates that the Board is to have a composition characterized by diversity and breadth of qualifications, experience and background. In addition, a gender balance in the Board shall be strived for. Based on the Nomination Committee's considerations regarding inter alia the background and experience of the Board members, it is noted that this will result in a gender diversity of 42,9 %/57,1% for the proposed Board, since the proposed directors for re-election are three women and four men. According to the Nomination Committee, this is in accordance with the requirement for an equal gender balance.

The requirements on the Board's independence are deemed to be fulfilled. The Nomination Committee considers Tone Lunde Bakker, Ulla Litzén, Karsten Slotte and Helena Svancar 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 has been aware that compensation to the company's Board members has lagged behind the trend in director fees for listed companies of comparable size and complexity in recent years. This is a feature of the decisions to have allowed the levels of director fees to remain unchanged for

several years. The Nomination Committee therefore proposes that the remuneration is adjusted in accordance with the below proposal.

### **The Nomination Committee's additional proposals to the 2022 Annual General Meeting**

The Nomination Committee has unanimously decided to propose to the 2022 Annual General Meeting that:

- Per-Olof Söderberg is appointed Chairman of the 2022 Annual General Meeting.
- Remuneration to each of the Board members, except for CEO Jonas Wiström, amounts to SEK 500,000 (SEK 485,000 previous year) and to the Chairman of the Board amounts unchanged to SEK 970,000. For the members of the Audit Committee, remuneration is proposed to SEK 250,000 (SEK 150,000 previous year) to the chairman of the Committee and unchanged SEK 100,000 to other members of the Committee. For the Compensation Committee, remuneration is proposed to amount to SEK 75,000 (SEK 50,000 previous year) 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 2022

NOMINATION COMMITTEE IN RATOS AB (PUBL)