



ROTTNEROS

# **The Nomination Committee's proposed resolutions and reasoned statement to the Annual General Meeting of Rottneros AB (publ) on 10 April 2025**

## **Composition**

The Nomination Committee of Rottneros AB (publ) for the 2025 Annual General Meeting consists of Michal Jarczyński (appointed by Arctic Paper S.A.), Chairman, Stefan Sundh (appointed by PROAD AB) and Chairman of the Board Per Lundeen.

The owner-appointed members of the Nomination Committee together represent approximately 58.5 per cent of all shares and votes in Rottneros AB (publ). In addition, the Chairman of the Board is a member of the Nomination Committee. A member of the Nomination Committee who is also a member of the Board of Directors or a proposed Board member has not participated in the Nomination Committee's preparation and decisions concerning him/herself.

The Nomination Committee submits proposals to the Annual General Meeting for items 2, 5 and 12-16 as attached.

## **Item 2 – The Nomination Committee's proposal for election of Chairman of the Meeting**

The Nomination Committee proposes that the Annual General Meeting elects Per Lundeen as Chairman of the Annual General Meeting 2025 and that attorney Henrik Nilsson from Advokatfirman Allians is appointed as the keeper of the minutes.

## **Item 5 – The Nomination Committee's proposal for election of one or two persons to verify the minutes**

The Nomination Committee proposes that the Annual General Meeting appoints Toni Lazarevski and one additional shareholder to approve the minutes of the Meeting, together with the Chairman.

## **Item 12 – The Nomination Committee's proposal for remunerations to the Board of Directors and the auditor**

The Nomination Committee proposes that the Annual General Meeting resolves that remuneration to the Board of Directors shall be paid as follows.



- 660,000 SEK to the Chairman of the Board of Directors and 330,000 SEK to each of the other member of the Board of Directors who are not employed within the Company.
- 23,000 SEK to each member of the Audit Committee and the Remuneration Committee, respectively.
- 33,000 SEK to each of the employee representatives regarding the time required to read materials ahead of meetings.

Furthermore, the Nomination Committee proposes that the Annual General Meeting resolves that auditors' fees shall be paid in accordance with the approved invoice.

### **Item 13 - The Nomination Committee's proposal for determination of the number of Board members and auditors**

The Nomination Committee proposes that the Annual General Meeting resolves that the Board of Directors shall consist of seven ordinary members without deputies. Furthermore, it is proposed that the meeting resolves that the number of auditors shall be one and that no deputy auditor is appointed.

### **Item 14 – The Nomination Committee's proposal for election of Board members and Chairman of the Board**

The Nomination Committee proposes that the Annual General Meeting re-elects Per Lundeen, Roger Matsson, Julia Onstad, Conny Mossberg, Magnus Wikström and Johanna Svanberg and elects Michal Jarczynski as ordinary members for the period until the end of the next Annual General Meeting. It is further proposed that the Annual General Meeting re-elects Per Lundeen to Chairman of the Board of Directors.

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

The Nomination Committee has discussed the requirements that will be placed on the Board of Directors in the coming years, and taken part in the completed Board evaluation. The Nomination Committee has considered the company's operations, its development stage, future development and other conditions, as well as governance and control to assess the Board's size and appropriate composition, as well as versatility and breadth regarding competence, experience and background of the Board members, and considered the requirement for an even gender distribution.

The Nomination Committee assesses that the proposed Board, with regard to the company's operations, development stage and other conditions, provides an appropriate composition and is characterized by versatility and breadth with the competence, experience and background that the proposed members have in terms of e.g., industry and market experience.



**ROTTNEROS**

In assessing the independence of the proposed Board members, the Nomination Committee has found that its proposal for the Board of Directors in the company meets the requirements for independence set out in the Swedish Code of Corporate Governance (Sw. Svensk kod för bolagsstyrning). The composition of the Board is deemed to meet the requirement that at least two of the Board members who are independent in relation to the company and the company management are also independent in relation to the company's major shareholders, in that Magnus Wikström and Johanna Svanberg are considered to be independent in relation to both the company and the company management as well as the company's major shareholders. Per Lundeen, Conny Mossberg, Roger Mattsson and Julia Onstad are considered to be independent to the company and the company management, but not in relation to major shareholders.

The Nomination Committee has dealt with all issues that the Nomination Committee are to deal with in accordance with the Swedish Code of Corporate Governance, including (a) the Board's competence and ability with regard to the company's operations and development stage, (b) the Board's size, (c) the Board's composition on the members' experience, gender and background, (d) the Board members' fees, (e) proposals for the election of auditors and audit fees, and (f) how the Nomination Committee is to be appointed to the 2024 Annual General Meeting. The Nomination Committee has applied section 4.1 of the Swedish Code of Corporate Governance as a diversity policy.

Provided that the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, two out of seven Board members will be women, corresponding to 29% of the total number of Board members. The Nomination Committee has sought to ensure that the proposed Board of Directors achieves the objective of gender balance as set out in the Swedish Corporate Governance Code.

Information regarding the members of the Board of Directors proposed to be re-elected is available in the Company's annual report for the financial year 2024 and on the Company's website. Information regarding the member of the Board of Directors proposed to be elected is available under the section regarding the General meetings on the Company's website, [www.rottneros.com](http://www.rottneros.com).

### **Item 15 – The Nomination Committee's proposal for election of auditor**

The Nomination Committee proposes that the Annual General Meeting re-elects the registered accounting firm Öhrlings PricewaterhouseCoopers AB (PwC) as auditor for the period until the end of the next Annual General Meeting.

In the event that PwC is re-elected, the Nomination Committee notes that PwC has announced that Bo Karlsson will continue to be auditor in charge.



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### **Item 16 – The Nomination Committee's proposal for resolution on principles for the appointment of the Nomination Committee for the Annual General Meeting 2026**

The Nomination Committee proposes that the Annual General Meeting resolves that the principles for appointment of a Nomination Committee as adopted at the Annual General Meeting 2018 should be unchanged, which are those described below.

The Nomination Committee shall consist of the Chairman of the Board of Directors and two additional members, whereas the Chairman of the Board of Directors shall not be the chairman of the Nomination Committee. One of the two members, in addition to the Chairman of the Board of Directors, shall be appointed by the Company's largest shareholder and one shall be elected by one of the Company's other four largest shareholders. Neither of these two members may also be a member of the Board of Directors.

In the event that, during the Nomination Committee's mandate period, one or more shareholders that have appointed members of the Nomination Committee are no longer among the five largest shareholders in terms of the number of votes, the members appointed by these shareholders shall relinquish their positions and the shareholder(s) that have taken a position among the five largest shareholders in terms of number of votes shall have the right to appoint their own representatives or offer the shareholder who is next in line in terms of number of votes a place on the Nomination Committee, so that there are three Committee members. The Chairman of the Board of Directors is responsible for ensuring that members are appointed as stated above.

The names of the Nomination Committee members are to be presented no later than six months prior to the Annual General Meeting. The Nomination Committee shall appoint a chairman from within its ranks. The composition of the Nomination Committee at any given time shall be published on the Company's website.

The Nomination Committee shall submit proposals on the following matters for resolutions by the Annual General Meeting: (a) the Chairman of the Annual General Meeting, (b) the number of Board members, (c) the election of Board members, (d) the election of Chairman of the Board, (e) Board fees, including distribution between the Chairman and other Board members as well as compensation for Committee work, (f) fees for the auditors, (g) proposal for election of auditors, and (h) changes to the instruction for the Nomination Committee, if any.

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Vallvik, March 2025  
**Rottneros AB (publ)**  
Nomination Committee