

## **Diversity Policy regarding the Board of Directors of Rottneros AB**

As decided by Rottneros AB's board on 26 August 2020



## Background

According to the Annual Accounts Act and the Swedish Corporate Governance Code (the Code), Rottneros AB (the Company) shall have and apply a diversity policy regarding the composition of the Board of Directors. According to the Code, the composition of the Board of Directors should be appropriate for the company's operations, stage of development and other circumstances, and should be characterised by diversity and breadth in terms of the skills, experience and background of the members elected at the AGM. According to the Code, efforts should be made to achieve an even gender distribution.

According to the Code, a majority of the members elected at the AGM must be independent in relation to the company and executive management; also, at least two of these members must be independent in relation to the company's major shareholders.

## Diversity Policy

The Nominating Committee and the Annual General Meeting shall promote diversity in their appointments to the Board. As stated above, diversity refers to a Board of Directors with a composition that is appropriate for the company's operations, stage of development and other circumstances, and that is characterised by diversity and breadth in terms of the skills, experience and background of the members elected at the AGM. Furthermore, efforts should be made to achieve an even gender distribution.

The primary objective of this will be to ensure that the Board is composed of members of varying ages, with various educational and professional backgrounds, and with various lengths of tenure, which collectively promote critical questioning, independent opinions and effective Board functioning. Both genders should be represented on the Board.

All candidates, regardless of ethnicity, gender, religious belief, sexual orientation or disability, shall have equal opportunities with regard to selection and appointment.

The main criteria for appointment shall be the candidate's credentials, knowledge and experience, both of the industry and in general, as well as personal qualities and integrity. A member shall always have the opportunity to devote sufficient time to participation in and preparation for the work of the Board and committees. The member should be of good repute and should undertake to comply with the company's Code of Conduct.

At the time of appointment and regularly thereafter, the training and development needs of members shall be assessed and it shall be ensured that members receive the necessary training to handle the assignment to the Board, taking into account the company's operation, strategy, risks and other circumstances.

This policy shall be subject to annual review and shall be determined by the Board.

