

## **The Nomination Committees proposals and reasoned statement**

The Nomination Committee for the Annual General Meeting 2022 consists of the Chairman of the Board of Directors Lovisa Lander appointed by TA Associates together with Thomas Öster appointed by the family Öster (including company), Kent Molin appointed by the family Molin and Jonas Fridh appointed by Bank Julius Baer & Co LTD.

Shareholders representing approximately 94 per cent of the total number of outstanding shares and 97 per cent of the total number of votes in the Company are behind the Nomination Committee's members.

Shareholders have been able to submit proposals to the Nomination Committee according to the instructions on the company's webpage.

### **The Nomination Committees proposals for the Annual General Meeting 2022**

The Nomination Committee submits the following proposals to the Annual General Meeting 2022. The item numbering below relates to the agenda in the convening notice for the Annual General Meeting.

#### ***Item 1 – Election of the Chairman of the meeting***

The Nomination Committee proposes that Lovisa Lander, Chairman of the Board, is elected Chairman of the Annual General Meeting, or, in her absence, the person appointed by the Nomination Committee.

#### ***Item 10 – Resolution regarding the number of Board members and the number of auditors***

The Nomination Committee proposes that the Board of Directors' shall consist of five (5) ordinary members without deputys.

The Nomination Committee proposes that one (1) auditor without a deputy auditor shall be appointed.

#### ***Item 11 – Resolution regarding the remuneration to the Board of Directors and the remuneration to the auditor***

The Nomination Committee proposes that remuneration to the Board of Directors shall be paid according to the following:

- SEK 500,000 (previously SEK 425,000) to the Chairman of the Board
- SEK 250,000 (previously SEK 185,000) to each of the Board members
- That Board members remuneration for additional efforts of a consultancy nature may be paid within a framework of SEK 100,000, to be distributed in accordance with the Board of Directors' decision (previously SEK 60,000)

The Board members which are dependent in relation to the majority holder TA Associates shall not receive remuneration.

The Nomination Committee proposes that the fee to the auditor shall be paid in accordance with approved invoices.

#### ***Item 12 – Election of Board members***

The Nomination Committee proposes that Lovisa Lander, Birker B. Bahnsen, Alexander Cicetti and Stefano Alfonsi are re-elected and new election of Magnus René. All elections for the period until the end of the next Annual General Meeting.

#### **Information regarding the proposed new Board member**

Magnus René

Born: 1962

Education and work experience: Master of science in electrical engineering from Chalmers Institute of Technology. CEO of Ovzon AB (2019-2021) and Arcam AB (2001-2018), business unit manager at Hogia Teknik (1999-2000) and VP Customer Services Mycronic (1990-1999).

Other engagements: Chairman of the Board of Directors in Ovzon AB and AMT Ltd, Board member of SLM Solutions Group GmbH and Bomill AB and member of the Royal Swedish Academy of Engineering Sciences (IVA).

Shareholding: –

Magnus René is independent in relation to the Company and its management as well as in relation to major shareholders.

Further information about the Board members proposed for re-election can be found on the Company's website, [www.elosmedtech.com](http://www.elosmedtech.com).

### ***Item 13 - Election of Chairman of the Board of Directors***

The Nomination Committee proposes new election of Stefano Alfonsi as the Chairman of the Board of Directors.

### ***Item 14 – Election of auditor***

The Nomination Committee proposes, in accordance with the Board of Directors' recommendation, that the registered accounting firm KPMG AB is re-elected, for the period until the end of the next Annual General Meeting, as auditor. KPMG has announced that authorized public accountant Johan Kratz will be the auditor in charge if the annual general meeting resolves in accordance with the Nomination Committee's proposal.

### ***Item 15 – Determination on principles for the appointment of the Nomination Committee***

The Nomination Committee proposes that the annual general meeting adopts the principles for the appointment of the Nomination Committee and the instructions for the Nomination Committee adopted 2021 to apply in its entirety unchanged with the difference that it is now proposed that the principles and instructions should apply until further notice.

#### *Presentation of the Nomination Committee's work during the year*

The Nomination Committee has held five recorded meetings and a number of informal reconciliations by telephone and email. The Nomination Committee has received a statement from the Chairman of the Board of Directors on the performance of the Board of Directors. The Nomination Committee has been able to conclude that the Board of Directors' has generally performed well.

The Nomination Committee has dealt with all matters within its responsibility in accordance with the Swedish Code of Corporate Governance, including (a) the Board of Directors' competence and ability with regard to the company's operations and development stage, (b) the size of the Board of Directors, (c) the composition of the Board of Directors with respect to the members' experience, gender and background, (d) the Board members' fees, (e) proposals for election of auditor and audit fees, and (f) how the Nomination Committee for the Annual General Meetings shall be appointed. The Nomination Committee has applied item 4.1 of the Swedish Code of Corporate Governance as a diversity policy.

The Nomination Committee has also discussed the requirements for competence, experience and background placed on the Board of Directors of Elos Medtech AB, taking into account the company's strategic development direction in the longer term. Issues of independence and diversity of composition have also been addressed as well as the appropriate number of members for effective work.

*Statement regarding the proposal for the Board of Directors*

The Nomination Committee has noted that the existing Board of Directors has performed well, with industrial and financial expertise in important areas for Elos Medtech AB, which provides the conditions for the Board of Directors to control and support the company's strategy of growing with profitability. The Nomination Committee also considers that it is beneficial for the company to appoint Magnus René as a new Board member as he contributes valuable industrial knowledge in additive manufacturing and polymer.

In the opinion of the Nomination Committee, the proposed Board of Directors has an appropriate composition, taking into account the company's operations, development stage and conditions in general, characterised by versatility and breadth regarding the members' competence, experience and background. Provided that the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, 20 per cent of the Board members will be women. The Nomination Committee notes that the proposed Board of Directors does not achieve the objective of a gender balance set out in the Swedish Code of Corporate Governance. The Nomination Committee will aim to work towards a gender balance.

The Nomination Committee's proposal for a composition of the Board of Directors meets the requirements for independence among the members set out in the Swedish Code of Corporate Governance.

*Statement regarding the other proposals*

The Nomination Committee's proposal for Board fees and remuneration is based on an assessment of the requirements for responsibility, work effort and qualifications that should be placed on Elos Medtech AB's Board of Directors, in light of prevailing remuneration levels on the market.

Gothenburg in March 2022

**The Nomination Committee of Elos Medtech AB (publ)**