

## **THE NOMINATION COMMITTEE'S PROPOSALS AND REASONED OPINION BEFORE THE ANNUAL GENERAL MEETING 2023**

---

In accordance with the resolution of the annual general meeting 2019, Maria Rengefors, chair, (Nordea Fonder), Malin Björkmo (Handelsbanken Fonder), Anette Dahlberg (Första AP-fonden), Monica Åsmyr (Swedbank Robur Fonder), and Anders Nielsen, chair of the board of Concentric, were all appointed members of the nomination committee in October 2022, in preparation for the annual general meeting 2023.

No compensation has been paid to the nomination committee.

The proposals by the nomination committee to the annual general meeting 2023 and the reasoned opinion on the election of board members are as follows.

### **Election of chair of the annual general meeting**

The nomination committee proposes that Anders Nielsen, or if he is prevented from attending, the person the nomination committee proposes in his place, be elected chair of the general meeting.

### **Resolution on the number of board members**

The nomination committee proposes that the board shall be composed of seven board members elected at the general meeting, with no alternates, for the period until the next annual general meeting.

### **Resolution on fees to the board members and the auditor**

Fees to the board members for the period up to and including the annual general meeting 2024 are proposed to be paid in accordance with the resolution of the 2022 annual general meeting, i.e. that the fees to the board members are proposed to remain unchanged. Thus, a fixed fee of a total of SEK 3,650,000 is proposed, of which the chair of the board will receive SEK 900,000 and other board members will receive SEK 375,000. In addition, the chair of the compensation committee will receive SEK 125,000 and member of the compensation committee will receive SEK 50,000. Further, the nomination committee proposes that the chair of the audit committee will receive SEK 175,000 and member of said committee will receive SEK 75,000.

The nomination committee has conducted an analysis of director fees and associated remuneration for committee work and compared them to similar companies based on several measures of size and complexity. The outcome of the analysis justifies, according to the nomination committee, maintaining the current level of said fees and remunerations.

Fees to the auditor for services performed are proposed to be paid against, by the company, approved account.

### **Election of the board members and chair of the board**

The nomination committee proposes re-election of the board members Karin Gunnarsson, Anders Nielsen, Susanna Schneeberger, Martin Sköld, Claes Magnus Åkesson, Petra Sundström and Joachim Rosenberg until the next annual general meeting. It is proposed that Anders Nielsen be re-elected chair of the board until the next annual general meeting.

Information about the proposed board members can be found on the company's website [www.concentricab.com](http://www.concentricab.com).

### **Election of auditor**

The nomination committee proposes that the company shall have one auditor with no alternate. The nomination committee proposes re-election of the registered accounting firm KPMG AB as the company's auditor until the end of the annual general meeting 2024. KPMG AB has notified the company that Joakim Thilstedt, authorised public accountant, will continue to be the auditor-in-charge of the company.

The nomination committee's proposal corresponds to the audit committee's recommendation. Neither the nomination committee nor the audit committee have been influenced by a third party and no clause of a contract entered into with a third party has influenced or restricted the choice of auditor.

### **The nomination committee's reasoned opinion regarding the proposal on election of board members**

To support its proposal, the nomination committee has taken part of an evaluation of the board's work, carried out by the board of directors. The nomination committee has had four (4) meetings and interviewed the chair of the board, the CEO and all of the board members. The nomination committee has also had a number of contacts between meetings. The requirements that can be imposed on the board of Concentric have been discussed thoroughly. Questions of independency have been highlighted and how to achieve a gender balance has been discussed. During the preparation of its proposal on the composition of the board, the nomination Committee has applied the requirement in Section 4.1 of the Swedish Corporate Governance Code regarding the strive for diversity, breadth and gender balance on the board.

The Nomination Committee has in its evaluation found that the present board has a good and appropriate constitution characterized by diversity and breadth regarding the members' competence, experience and background, that their work is up to standard, and that the board members together have a good, industrial and financial competence as well as extensive international experience. The assessment is that the board functions well and that it has the necessary competence considering, the company's business, strategic development, management and control as well as relevant aspects of sustainability for the company. It was therefore resolved to not propose any changes to the current board of directors.

The proposed board meets the requirement on independence stipulated in the Swedish Corporate Governance Code. All proposed board members are considered independent of the company and its management, as well as of the company's larger shareholders.

---

**Concentric AB (publ)**  
*The Nomination Committee*