

The nomination committee's proposal to the general meeting 2023 of NCAB Group AB (publ)

The nomination committee of NCAB Group AB ("**NCAB**") before the annual general meeting 2023 is composed by Per Hesselmark (R12 Kapital and chairman of the nomination committee), Jan Dworsky (Swedbank Robur), Christoffer Geijer (SEB Investment Management), Jan Särilvik (AP4) and Christian Salamon (chairman of NCAB).

The nomination committee's proposal for the chairman of the annual general meeting

The nomination committee proposes that attorney at law Emma Norburg from Advokatfirma DLA Piper is appointed chairman of the annual general meeting, and if she is unavailable, the person Emma Norburg appoints.

The nomination committee's proposal for appointment of the board of directors and chairman of the board of directors and remuneration for the board of directors

The nomination committee hereby proposes the following regarding the board of directors of NCAB:

- that the board of directors shall consist of seven directors appointed by the general meeting without deputy directors,
- that current directors, Christian Salamon, Peter Kruk, Per Hesselmark, Magdalena Persson, Hans Ramel, Gunilla Rudebjer and Hans Ståhl are re-elected for the period until the next annual general meeting has been held,
- that Christian Salamon is re-elected as chairman of the board, and
- that the remuneration of the board of directors is set to SEK 3,311,000 (3,725,000) in total to be allocated with SEK 724,000 (700,000) to the chairman of the board and SEK 362,000 (350,000) to the directors of the board with a major shareholding and SEK 543,000 (525,000) to other directors of the board. Further, SEK 181,000 (175,000) shall be allocated to the chairman of the audit committee and SEK 78,000 (75,000) to each of the members of the audit committee and SEK 26,000 (25,000) to each of the members of the remuneration committee. No remuneration is proposed for a member of the board who is employed by the group.

Jan-Olof Dahlén has informed the nomination committee that he is not available for re-election.

A presentation of the proposed directors and the nomination committee's explanatory statement will be made available on the NCAB's website, www.ncabgroup.com.

The nomination committee's proposal for appointment of auditor and remuneration to the auditor

The nomination committee proposes re-election of ÖhrlingsPriceWaterhouseCoopers AB. The auditing firm has declared that if the annual general meeting resolves in accordance with the proposal, Johan Engstam will be appointed as auditor in charge.

Remuneration to the auditors is proposed to be paid according to approved account.

The nomination committee's proposal is in conformity with the audit committee's recommendation.

The nomination committee's proposal for nomination committee before the annual general meeting 2024

The nomination committee proposes that nomination committee before the annual general meeting 2024 shall be appointed according to the attached proposal.

Proposal on instruction for nomination committee for the 2024 AGM in NCAB Group AB (publ)

The nomination committee shall consist of members appointed by the four largest shareholders according to Euroclear's register as of the last business day in August 2023. The chairman of the board of directors shall in September 2023 contact these shareholders in order to convene the nomination committee. The chairman of the board of directors shall be part of the nomination committee. The nomination committee appoints its chairman amongst its members. If a member leaves the nomination committee or in the event of a change in ownership resulting in the member appointed by a shareholder no longer being one of the largest shareholders, the nomination committee's composition shall, if the nomination committee finds it appropriate, be changed as the nomination committee decides. The composition of the nomination committee shall be made public as soon as the members and the chairman of the nomination committee have been appointed. There shall be no remuneration for the work performed in the nomination committee.

The nomination committee's task is to present proposals to the general meeting regarding:

- Chairman of the general meeting;
- Board members, chairman of the board and auditor;
- Fees to the board members, divided between the chairman and other members;
- Remuneration for work in the board's committees;
- Remuneration of auditors; and
- Nomination committee for the next general meeting.