



*English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **The nomination committee's proposals for resolutions by the annual general meeting 2020**

The nomination committee has prior to the annual general meeting 2020 consisted of **Jan Ramkvist**, representing CSD Invest AB, Peter Dahlander, Indivia Invest AB, Ambidextrous Investment Vehicle, John Vestberg, Aerial Holdings AB, Jan Ramkvist Advokataktiebolag and Viktor Kovacs; **Christian Reindl**, representing Lloyd Fonds AG; **Lars Rodert**, representing Goldman Sachs International Ltd; and **Olof Nord**, representing RGG ADM-Gruppen AB. **Jan Ramkvist** has been appointed chair of the Nomination Committee.

The proposals by the nomination committee to the annual general meeting 2020 are as follows:

### **ELECTION OF THE CHAIRPERSON FOR THE MEETING**

The nomination committee proposes that *advokat* Dennis Westermark be elected chairman of the meeting.

### **RESOLUTION REGARDING NUMBER OF DIRECTORS**

The nomination committee proposes that, for the period until the close of the next annual general meeting, the board of directors consist of five (5) directors elected by the shareholders' meeting.

### **DETERMINATION OF THE FEES FOR THE DIRECTORS AND AUDITORS**

The nomination committee proposes that, for the period until the next annual general meeting, the directors' fees shall be SEK 300,000 (SEK 350,000) for the chairperson of the board of directors and SEK 160,000 (SEK 160,000) for each of the other directors who are not employees of the group.

The nomination committee proposes that a new committee should be established to handle the extra burden caused by the pandemic and the company's financial situation – the Finance Committee.

In addition, the nomination committee proposes that, for the period until the next annual general meeting, remuneration remain unchanged in the amount of SEK 75,000 to the chairperson of the Audit Committee and SEK 50,000 to the other members; in the amount of SEK 75,000 to the chairperson of the Remuneration Committee and SEK 50,000 to the other members. The nomination committee further proposes that remuneration shall be SEK 165,000 to the chairperson of the Finance Committee and SEK 50,000 to the other members.

The nomination committee further proposes that fees be payable to the auditor according to approved invoice.

### **ELECTION OF THE BOARD OF DIRECTORS AND AUDITORS**

The nomination committee proposes the reelection of Viktor Kovacs, Jan Frykhammar, Kimberly Matenchuk and Staffan Dahlström. In addition, the nomination committee proposes the new election of Martin Kreuzer. Bo Askvik has declined re-election. Viktor Kovacs is proposed as chairman of the board of directors.

Information regarding the proposed directors is available on the company's website at [www.clavister.com](http://www.clavister.com).

The nomination committee further proposes that, for the period until the next annual general meeting, the annual general meeting resolve to reelect as auditor the registered accounting firm Ernst & Young AB. Ernst & Young has notified the company that in the event Ernst & Young is reelected, Rikard Grundin will continue as the auditor in charge. The nomination committee's proposal for auditor corresponds to the recommendation by the audit committee.

## **Report on the nomination committee's work and statement of reasons 2020**

In accordance with sections 2.6 and 4.1 of the Swedish Corporate Governance Code (the "**Code**"), the nomination committee hereby submits the following report prior to the annual general meeting's election of the board of directors.

The nomination committee of the company was appointed in accordance with the principles adopted. The composition of the nomination committee was published on the company's website on 18 November 2019.

The nomination committee has, prior to this year's shareholders meeting, held a total of 9 (with minutes kept) meetings and also numerous contacts by email and telephone. The nomination committee also had several contacts with major shareholders and external legal advisors.

The nomination committee has read the evaluation of the work of the board of directors by the chairman of the board of directors and has interviewed the other directors. Based on these contacts, the nomination committee has been able to conclude which needs regarding the preparation of the composition of the board of directors would be appropriate taking into consideration the requirements which will be imposed on the board of directors as a consequence of the company's business operations, phase of development, management and control and circumstances in general. In its work, the nomination committee has taken into consideration the requirements set forth in the Code for diversity and breadth of qualifications on the board of directors. As its diversity policy, the nomination committee has applied section 4.1 of the Code in producing its proposal for election of directors.

Through the proposed new director, the board of directors will gain relevant experience from information security work.

Martin Kreuzer was born in Bavaria and has a degree in law and administrative science from the German Federal University for Applied Administrative Sciences and Law. Martin has fifteen years of experience from intelligence work and information security matters, as Civil Servant at German intelligence services – amongst others in the field of counter-economic espionage and counter cyber warfare. Martin currently is Risk Manager for Cyber Risks in Cyber Insurance at Munich Re. Martin holds no shares in the company.

Other directors, except for Bo Askvik who has declined re-election, as well as the chairman will remain in their existing roles according to the proposal by the nomination committee. Please see the company's website for information regarding the remaining directors. The proposal by the nomination committee entails that the board of directors will thereby have five (5) members.

The nomination committee believes that the proposed members possess the diversity and breadth of qualifications regarding expertise, experience and background which are required in order to

understand the company's operations. Provided the shareholders' meeting adopts the proposal by the nomination committee, the board of directors will consist of one woman and four men, i.e. the same as previous year.

In its assessment of the proposed independence of the directors, the nomination committee has found that the proposed board of directors of the company fulfills the requirements of independence set forth in the Code.

The nomination committee has not considered it necessary to propose any changes to the principles regarding the composition and work of the nomination committee.

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Stockholm in April 2020  
**Clavister Holding AB (publ)**  
*The nomination committee*