

## **REPORT ON THE WORK OF THE NOMINATION COMMITTEE AND REASONED STATEMENT REGARDING THE PROPOSALS TO THE 2024 ANNUAL GENERAL MEETING OF KJELL GROUP AB (PUBL)**

### **Report on the work of the Nomination Committee**

Ahead of the 2024 Annual General Meeting, the Nomination Committee of Kjell Group AB (publ) was appointed in accordance with the guidelines established by the 2023 Annual General Meeting, and consists of Michael Gentili representing FSN Capital (Chairperson), Joel Eklund representing the Eklund family, Felix Lindberg representing Cervantes Capital and, Ingrid Jonasson Blank in her capacity as Chairperson of the Board of Kjell Group.

The Nomination Committee held five meetings ahead of the 2024 Annual General Meeting. The members also regularly communicated by post and phone correspondence.

Shareholders had the opportunity to submit proposals to the Nomination Committee via email.

### **The Nomination Committee's proposals**

#### ***A. Chairperson of the Annual General Meeting***

The Nomination Committee proposes that Chairperson of the Board Ingrid Jonasson Blank be appointed as Chairperson of the Annual General Meeting.

#### ***B. Board members and Board fees***

The Nomination Committee proposes that the Board, until the end of the next Annual General Meeting, consist of seven (7) ordinary members without deputies (one additional member).

The Nomination Committee proposes, until the end of the next Annual General Meeting, the re-election of Board members Ingrid Jonasson Blank, Fredrik Dahnelius, Simon Larsson, Ola Burmark Joel Eklund and Sandra Gadd.

Ingrid Jonasson Blank has declared the position as Chairperson of the Board available.

The Nomination Committee proposes, until the end of the next Annual General Meeting, the election of Jan Friedman as a new member of the Board and Chairperson of the Board, and Ingrid Jonasson Blank as deputy Chairperson of the Board.

The Nomination Committee proposes that fees to Board members shall remain unchanged and consist of: (i) a fee of SEK 250,000 to Board members, (ii) a fee of SEK 500,000 to the Chairperson of the Board, (iii) a fee of SEK 75,000 to the Chairperson of the Audit Committee, (iv) a fee of SEK 50,000 to the other members of the Audit Committee, (v) a fee of SEK 50,000 to the Chairperson of the Remuneration Committee, and (vi) a fee of SEK 25,000 to the other members of the Remuneration Committee.

Simon Larsson and Joel Eklund have announced that, if elected to the Board of Directors, they will abstain from their fees.

## **Reasoned statement regarding the proposal of Board members**

In its work, the Nomination Committee has assessed the composition of the current Board and taken in consideration each member's ability to devote sufficient time and energy to their assignment. Significant weight was given to compliance with the strategies and targets for Kjell Group. After a thorough evaluation, including input from Board members regarding their and other members' contributions and ways of working as well as Board material, the Nomination Committee is of the opinion that the Board has worked well.

The expertise and experience deemed important for Kjell Group is well represented in the proposed Board. Furthermore, it is the Nomination Committee's understanding that the Board proposed for approval at the Annual General Meeting has an appropriate composition for the Company's operations, development phase and other circumstances thanks to the breadth of experience and expertise represented by the members.

In accordance with the above, the Nomination Committee therefore proposes, until the end of the next Annual General Meeting, the re-election of Board members Ingrid Jonasson Blank, Fredrik Dahnelius, Simon Larsson, Ola Burmark, Joel Eklund and Sandra Gadd.

Ingrid Jonasson Blank has declared the position as Chairperson of the Board available.

The Nomination Committee's objective has therefore been to complement the Board with a Chairperson of the Board the expertise and experience required for Kjell Group's success and proposes the election, until the end of the next Annual General Meeting, of Jan Friedman as a new member of the Board and Chairperson of the Board.

Jan Friedman, born 1952, MBA from the Stockholm School of Economics. Jan Friedman is among others Chairperson of the Board of RTS Group, Board member of Vitec Software Group and Board Member of Agora Oy. Prior to that, co-founder and has been Chairperson of Board of Sportamore, Netonnet, Tretti.se and has been active on the board of several listed and unlisted service companies and companies within retail, e-commerce and media. Jan Friedman is independent in relation to the Company and its major shareholders.

Further information about the other Board members is available on the Company's website.

### ***C. Auditor and auditor's fee***

In accordance with the Audit Committee's recommendation, the Nomination Committee proposes the re-election of KPMG AB as the Company's auditor, with authorised public accountant Camilla Alm Andersson as Auditor in Charge, until the end of the next Annual General Meeting, and that the fee to the auditors shall be payable by approved account.

### ***D. Principles for appointment of the Nomination Committee and instructions to the Nomination Committee***

#### **1. Principles for appointment of the Nomination Committee**

The Nomination Committee proposes that the principles for appointment of the Nomination Committee that were established at the 2023 Annual General Meeting remain unchanged, as follows, and thereby be adopted by the meeting:

1.1 Prior to the Annual General Meeting, the Nomination Committee shall be composed of (i) representatives of the three largest shareholders of the Company in terms of votes, who are registered in the share register maintained by Euroclear Sweden AB as of the last trading day in August each year, and (ii) the Company's Chairperson of the Board, who shall also convene the first meeting of the Nomination Committee.

1.2 If any of the three largest shareholders in terms of votes declines the right to appoint a member of the Nomination Committee, that right transfers to the next-largest shareholder who does not already have the right to appoint a member of the Nomination Committee. This will continue until either (i) an additional five shareholders have been asked or (ii) the Nomination Committee is fully appointed. The Chairperson of the Nomination Committee is to be the member that represents the largest shareholder in terms of votes, unless the members agree otherwise.

1.3 The names of the Nomination Committee members are to be published on the Company's website as soon as the Nomination Committee has been appointed, although not later than six months before the next Annual General Meeting. The Nomination Committee's mandate period extends until a new Nomination Committee is appointed. Changes to the composition of the Nomination Committee are to be published on the Company's website as soon as possible.

1.4 If ownership in the Company changes after the last trading day in August but before the date falling three months before the next Annual General Meeting, such that a shareholder has become one of the three largest shareholders in terms of votes and is registered in the Company's share register, and said shareholder submits a request to the Chairperson of the Nomination Committee to participate in the Committee, that shareholder has the right to appoint an additional member of the Nomination Committee. Alternatively, the Nomination Committee may decide that said shareholder has the right to appoint a member of the Nomination Committee to replace the one appointed by the shareholder who is no longer one of the three largest shareholders in terms of votes after the change in ownership structure.

1.5 A shareholder who appointed a member of the Nomination Committee has the right to dismiss their member and appoint a new one. In case of such a replacement, the shareholder shall immediately notify the Chairperson of the Nomination Committee (or, if the Committee Chairperson is to be replaced, the Chairperson of the Board). The notification is to include the name of the outgoing member and the person to replace them as member of the Nomination Committee.

1.6 If a member leaves the Nomination Committee before its work is complete, they are to inform the Chairperson of the Nomination Committee (or, if the Committee Chairperson is leaving, the Chairperson of the Board). In such a case, the Nomination Committee is to encourage, without delay, the shareholder who appointed the member to appoint a new one. If a new member is not appointed by the shareholder, the Nomination Committee is to offer another major shareholder in terms of votes the opportunity to appoint a member of the Nomination Committee. This opportunity shall be granted to the shareholder who, in terms of votes, is the next largest (meaning firstly to the largest shareholder in terms of votes who has not already appointed a member of the Nomination Committee or previously declined the right to do so, and thereafter to the next largest shareholder who has not already appointed a member of the Nomination Committee or previously declined the right to do so, etc.) This will continue until either (i) an additional five shareholders have been asked or (ii) the Nomination Committee is fully appointed.

1.7 No remuneration is paid to members of the Nomination Committee. The Company is responsible for covering reasonable costs that are deemed necessary for the Nomination Committee to carry out its work.

## **2. Instructions to the Nomination Committee**

The Nomination Committee proposes that the instructions for the Nomination Committee that were established at the 2023 Annual General Meeting remain unchanged, as follows, and thereby be adopted by the meeting:

2.1 The members of the Nomination Committee are to promote the common interests of all shareholders and not to reveal the content or details of the Committee's discussions unduly.

2.2 Each member of the Nomination Committee is to consider carefully whether there is any conflict of interest or other circumstance that makes membership of the Nomination Committee inappropriate before accepting the assignment.

2.3 The Nomination Committee shall fulfil its tasks in accordance with these instructions and applicable laws. These tasks include, where applicable, presenting proposals to the Annual General Meeting as regards:

- (a) Election of the Chairperson of the Annual General Meeting.
- (b) The number of members of the Board to be elected by the Annual General Meeting.
- (c) Election of the Chairperson and the members of the Board.
- (d) Fees and other remuneration to each of the elected Board members.
- (e) Election of the auditor/auditors.
- (f) Remuneration to the auditor/auditors.
- (g) Principles for the appointment of the Nomination Committee.
- (h) Any changes regarding the instructions to the Nomination Committee.

2.4 The Nomination Committee's proposals shall be presented in the notice of the Annual General Meeting at which the election of Board members or auditors will take place and shall also be presented on the Company's website. In connection to the notice, the Nomination Committee shall also provide a reasoned statement on the Company's website regarding its proposal on Board members. The statement shall also contain a short description of how the work of the Nomination Committee has been conducted.

2.5 The Nomination Committee has the right, at the Company's expense, to engage external consultants whom the Nomination Committee considers necessary to fulfil its task.