

The Nomination Committee's proposal and reasoned statement to the Annual General Meeting in Carasent on 23 April 2025

Background

The Nomination Committee consists of Niclas Lindlöf (Vitruvian Partners), Anna Sundberg (Handelsbanken Fonder) and Elisabet Jamal Bergström (SEB Asset Management).

The Nomination Committee's duties ahead of the Annual General Meeting 2025 have been to prepare the election of Chairman of the Board as well as the other members of the Board, election of chairman of the Annual General Meeting, remuneration matters, election of auditor and other related issues. The nomination committee has held two formal recorded meetings and in addition thereto been in continuous contact. These meetings and contacts have been devoted to evaluation of the work of the current Board of Directors, discussions on the number of Board members, discussions on prospective new Board competencies and discussions on remuneration to the members of the Board.

The Nomination Committee's reasoned statement

In order to assess the requirements that will be imposed on the Board of Directors as a result of the company's current situation and its future orientation, the Nomination Committee has discussed the composition of the Board regarding, for example, industry experience and diversity of competence. An important starting point has been that the composition of the Board should reflect and give room for the breadth and diversity of competence and experience required for the future development of Carasent.

Furthermore, the Nomination Committee has during its work paid particular attention to the provisions of rule 4.1 of the Swedish Corporate Governance Code, which have been applied as diversity policy by the Nomination Committee in the preparation of its proposed resolution regarding the Board of Directors. The Nomination Committee has strived to achieve an appropriate composition of the Board, characterized by diversity and breadth of competence, experience and background among the proposed Board members, and gender balance.

As basis for its proposal, the Chairman of the Board has provided the Nomination Committee with an account of the completed evaluation of the company's operations, goals and strategies as well as on how the Board's work has been performed during the past year. Individual meetings with Board members and the CEO have been conducted.

The Nomination Committee's assessment is that the Board proposed to be appointed (see below), with regard to the company's operations, stage of development and other factors, is appropriately composed to meet the requirements imposed by the company's operations. The Nomination Committee has paid particular attention to the company's strategic development, governance and control as well as the requirements that these factors impose on the Board's competence and composition. The gender balance is even within the Board. 50 percent of the proposed Board members are women and 50 percent are men.

All proposed members of the Board, other than Tomas Meerits, are deemed to be independent vis-à-vis the company and the executive management as well as the company's major shareholders, taking the independency requirements for the Board set out in the Swedish Corporate Governance Code into account. Tomas Meerits is deemed to be dependent in relation to major shareholders.

The Nomination Committee of Carasent AB (publ) hereby proposes the following to the company's Annual General Meeting 2025:

Chairman of the Annual General Meeting

The Nomination Committee proposes that attorney-at-law Christian Lindhé is elected Chairman of the Annual General Meeting.

Number of members of the Board and deputy members of the Board

The Nomination Committee proposes that the Board of Directors shall consist of six members with no deputies.

Number of auditors

The Nomination Committee proposes election of one auditor with no deputies.

Election of members of the Board

The Nomination Committee proposes that the Board members Camilla Skoog, Henric Carlsson and Tomas Meerits are re-elected and that Johan Kallblad, Dr. Carol Wildhagen and Cecilia Lager are elected as new Board members.

Johan Kallblad

Johan Kallblad (born 1972) is a company builder with 20 years of experience from leadership and sales positions in Business-to-Business software and professional services. As CEO and significant owner of Exsitec from 2010 to

2025, Johan was responsible for growing the company from a local operation with 30 employees to a pan-Nordic software sales and delivery organization with 650 employees and 5,500 customers. Prior to building Exsitec, Johan held sales and management roles within the Capgemini Group for six years, having previously spent seven years in software development and delivery roles within IMI Software in Sweden and the US. Johan holds an MSc in Industrial Engineering and Management from Linköping University. Johan is independent in relation to owners and management of Carasent. Johan holds 15,000 shares in the company.

Dr. Carol Wildhagen

Dr. Carol Wildhagen (born 1978) has 20 years of experience as a founder and manager in the German and European healthcare market with a focus on SaaS, sales and internationalization. Carol is currently Director of Tandem Health in Germany and a venture capital partner focusing on seed investments. She is also an advisor to EIT Health. Carol was previously CEO of Platform 24 in Germany and a member of its management team. Prior to that, Carol co-founded an AI chatbot company that provided patient support for pharmaceutical companies and is a former project manager at the Boston Consulting Group. Carol holds a PhD in medicine and is a trained physician. Carol is independent in relation to owners and management of Carasent. Carol holds no shares in the company.

Cecilia Lager

Cecilia Lager (born 1963) has extensive experience from various financial and banking operations and was involved in building up ABB's financial services business. Cecilia was then Director of Communications at Gränges before taking over as CEO of SEB Fonder in the early 2000s. Since 2010, Cecilia has worked both as a management consultant and independent board member, mainly focusing on financial development, transformations and leadership development. Cecilia has broad experience from board work in both listed and unlisted environments and has previously been a board member of SignUp Software, Elanders, Evolution and Cinnober. Cecilia is independent in relation to owners and management of Carasent. Cecilia holds no shares in the company.

For information on the board members proposed for re-election, please refer to the company's website www.carasent.com.

Election of Chairman of the Board

The Nomination Committee proposes that Tomas Meerits is elected as new Chairman of the Board.

Remuneration to the Board

The Nomination Committee proposes that the remuneration to the members of the Board, excluding remuneration for work performed on the Board's committees, shall amount to SEK 1,750,000 in total, distributed as follows: SEK 500,000 shall be distributed to the chairman of the Board and SEK 250,000 shall be distributed to each of the other Board members.

As remuneration for work performed on a committee, the following is proposed: SEK 75,000 shall be distributed to the chairman of the audit committee and SEK 50,000 to each of the members of the committee. SEK 50,000 shall be distributed to the chairman of the remuneration committee and SEK 25,000 to each of the other members of the committee.

Remuneration to the auditor

The Nomination Committee proposes that remuneration to the auditor, for the time until the end of the next Annual General Meeting, shall continue to be paid in accordance with approved invoices.

Election of auditor

The Nomination Committee proposes, in accordance with the audit committee's recommendation, that the auditing company KPMG AB is re-elected as the company's auditor for the time until the end of the next Annual General Meeting whereby KPMG AB has informed that, provided that the auditing company is elected, the authorized public accountant Daniel Haglund will serve as auditor-in-charge.

March 2025
Nomination Committee of Carasent AB (publ)