

# **The Nomination Committee's proposal and reasoned statement to the Annual General Meeting in Carasent on 20 April 2026**

## **Background**

The Nomination Committee consists of Niclas Lindlöf (Vitruvian Partners), Anna Sundberg (Handelsbanken Fonder) and Jonas Eixmann (Andra AP-fonden).

The Nomination Committee's duties ahead of the Annual General Meeting 2026 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 2 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 within the Board is 40 percent women and 60 percent 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 2026:

## **Chairman of the Annual General Meeting**

The Nomination Committee proposes that Tomas Meerits 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 five 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, Johan Kallblad, Cecilia Lager and Tomas Meerits are re-elected. No election of new Board members is proposed.

The current Board member Dr. Carol Wildhagen has declined re-election.

For information on the board members proposed for re-election, please refer to the company's website [www.carasent.com](http://www.carasent.com).

**Election of Chairman of the Board**

The Nomination Committee proposes that Tomas Meerits is re-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 1,590,000 in total, distributed as follows: SEK 550,000 shall be distributed to the chairman of the Board and SEK 260,000 shall be distributed to each of the other Board members.

As remuneration for work performed on a committee, the following is proposed: SEK 100,000 shall be distributed to the chairman of the audit committee and SEK 55,000 to each of the members of the committee. SEK 60,000 shall be distributed to the chairman of the remuneration committee and SEK 30,000 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.

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March 2026

**Nomination Committee of Carasent AB (publ)**