

## The Nomination Committee's proposal in respect of the Annual General Meeting 2024 in Bufab AB (publ)

In accordance with the principles for appointing the Nomination Committee adopted by the Annual General Meeting 2023, the Chairman of the Board of Directors contacted the four largest shareholders of the Company as per 31 August 2023, who accepted to take part of the Nomination Committee's work and appointed members who, together with the Chairman of the Board of Directors, will constitute the Nomination Committee ahead of the Annual General Meeting 2024.

The Nomination Committee consists of Fredrik Liljedahl (Liljedahl Group), Per Trygg (Lannebo Fonder), Pär Andersson (Spiltan Fonder), Oscar Bergman (Swedbank Robur Fonder) and Bengt Liljedahl (Chairman of the Board of Directors), who is co-opted to the Nomination Committee and thus has no voting rights. Fredrik Liljedahl is the Chairman of the Nomination Committee. The Nomination Committee represent approximately 47 per cent of the votes and capital in the Company. The Nomination Committee presents the following proposals to the Annual General Meeting 2024 which are included in the notice convening the Annual General Meeting:

### *Election of Chairman of the meeting*

The Chairman of the Board, Bengt Liljedahl, is proposed as Chairman of the Annual General Meeting.

### *Determination of the number of Board members*

The Nomination Committee proposes that the number of Board members should comprise of a total of six Board members to be elected by the general meeting, and no deputies.

### *Determination of the number of auditors and deputies*

The Nomination Committee proposes that a registered public accounting firm will be appointed as external auditor and that no deputies should be appointed.

### *Determination of remuneration to the Board members and the auditor*

The Nomination Committee proposes the following remuneration:

- SEK 830,000 (650,000) to the Chairman of the Board and SEK 350,000 (290,000) to each of the other Board members elected by the Annual General Meeting and not employed by the Company.
- For work within the Audit Committee, SEK 130,000 (120,000) to the Chairman and SEK 65,000 (60,000) to each of the other members and for work within the Remuneration Committee, SEK 30,000 (25,000) to each member.

The Nomination Committee's proposal results in total fees to the Board of Directors of SEK 2,930,000 (2,415,000) including the fees to three members of the Audit Committee and three members of the Remuneration Committee. If the Board of Directors decide to change the number of members in the Audit Committee, the total fees to the Board of Directors will change.

The Nomination Committee proposes that fees to the auditor is paid according to approved invoice.

### *Election of members and Chairman of the Board*

The Nomination Committee proposes re-election of the Board members Bengt Liljedahl, Hans Björstrand, Per-Arne Blomquist, Anna Liljedahl, Eva Nilsagård and Bertil Persson.

Bengt Liljedahl is proposed as Chairman of the Board.

All of the proposed Board members are presented on the Company's website.

The Nomination Committee has submitted a separate reasoned statement concerning its proposal for the Board of Directors.

### *Election of auditor*

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, re-election of Öhrlings PricewaterhouseCoopers AB as the Company's auditor up until the end of the Annual General Meeting 2025. Öhrlings PricewaterhouseCoopers AB has informed that, provided that

the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, authorised public accountant Johan Rippe, will be the auditor in charge.

The Audit Committee has invited the four largest audit firms in Sweden to a tender process, and after completing the process, the Audit Committee recommends re-election of the audit firm Öhrlings PricewaterhouseCoopers AB. The Audit Committee's recommendation is based on the tender process that has been carried out, and the tender submitted by Öhrlings PricewaterhouseCoopers AB, which has defined a well-balanced scope of the audit based on the group's size and operations, offered the audit best adapted to the Company's operations and in terms of network, seniority of the auditors and global coverage, and offered a fee that is competitive in relation to the work. The Board of Directors supports the Audit Committee's recommendation set out above.

### *Proposal regarding principles for the appointment of the Nomination Committee and its assignment*

The Nomination Committee proposes that the following principles for appointment of Nomination Committee and for the Nomination Committee's assignment, which correspond to the current principles, are resolved by the Annual General Meeting 2024.

1. The Company shall have a Nomination Committee consisting of four persons, each one appointed by each of the four largest owner-registered shareholders (with regard to the number of votes held) (ownership grouped) in the share register maintained by Euroclear Sweden AB, or other reliable information on shareholdings available to the Company, as per 31 August of the year before the Annual General Meeting, who upon inquiry has expressed a wish to participate in the Nomination Committee's Work. The Chairman of the Board shall convene the Nomination Committee to its first meeting and shall also be co-opted to the Nomination Committee. The names of the four members of the Nomination Committee and the names of the shareholders who have appointed the respective member shall be announced at the Company's website at the latest six months before the Annual General Meeting. The term of office for the Nomination Committee shall be for the period until a new Nomination Committee has been appointed. Unless the members of the Nomination Committee agree otherwise, the Chairman of the Nomination Committee shall be the member appointed by the largest shareholder with regard to the number of votes held.
2. If, during the term of office of the Nomination Committee, a shareholder who have appointed a member of the Nomination Committee is no longer among the four largest shareholders with regard to the number of votes held (who upon inquiry has expressed a wish to participate in the nomination committee work), the member appointed by such shareholder shall resign and the shareholder who have become one of the four largest shareholders with regard to the number of votes held shall be offered to appoint a member of the Nomination Committee. If there are only marginal changes in the number of votes held or if the change occurs later than three months before the Annual General Meeting, no changes shall be made in the composition of the Nomination Committee unless there are special circumstances. A shareholder who has appointed a member of the Nomination Committee has the right to dismiss such member and appoint a new person as member of the Committee. Changes in the composition of the Nomination Committee shall be announced at the Company's website as soon as they have occurred.
3. The Nomination Committee shall prepare the below proposals to be submitted to the Annual General Meeting for resolution:
  - a) proposal regarding Chairman of the Annual General Meeting,
  - b) proposal regarding number of Board members,
  - c) proposal regarding Chairman and other members of the Board of Directors,
  - d) proposal regarding remuneration to the Board members elected by the Annual General Meeting and not employed by the Company, divided between the Chairman of the Board and other members of the Board, and remuneration for committee work, divided between each Committee member,

- e) proposal regarding auditor,
  - f) proposal regarding auditor's fees, and
  - g) to the extent deemed necessary, proposals for amendments to this instruction for the Nomination Committee.
4. The Nomination Committee, when performing its duties, shall fulfil the tasks that rest upon the Nomination Committee under the Swedish Corporate Governance Code, including i.a. to provide the Company with certain information in order to enable the Company to fulfil its disclosure obligation under the Swedish Corporate Governance Code. The Company shall, upon request from the Nomination Committee, provide personnel resources such as secretary function for the Nomination Committee to facilitate the work of the Committee. The members of the Nomination Committee shall receive no compensation from the Company for their work. If needed, the Company shall also pay necessary expenses for the work of the Nomination Committee and reasonable costs for external consultants that the Nomination Committee deems necessary in order for the Committee to be able to fulfil its assignment.
5. This instruction shall apply until further notice.