

*N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

## **The Nomination Committee's proposals and reasoned statement for the annual general meeting 2022 in BYGGFAKTA GROUP Nordic HoldCo AB (publ)**

The Nomination Committee of BYGGFAKTA GROUP Nordic HoldCo AB (publ) ("**Byggfakta**" or the "**Company**") ahead of the annual general meeting 2022 ("**AGM**") consists of Chairman, Ben Hopper (appointed by Stirling Square Capital Partners), Maxime Cancre (appointed by Bock Capital Investors), Anders Oscarsson (appointed by AMF Pension & Funds), Ossian Ekdahl (appointed by First Swedish National Pension Fund) and the Chairman of the Board of Directors, Henrik Lif.

Shareholders representing approximately 71 per cent of the total number of outstanding shares and votes in the Company are behind the Nomination Committee's members.

Shareholders have been able to submit proposals to the Nomination Committee, however, no such proposals have been submitted.

### **The Nomination Committee's proposals for the AGM**

The Nomination Committee submits the following proposals to the AGM 2022. The item numbering below relates to the agenda in the convening notice for the AGM.

#### ***Item 2 – Chairman of the AGM***

The Nomination Committee proposes that Anders Strid, attorney at Advokatfirman Vinge, is appointed Chairman at the AGM.

#### ***Item 9 – Determination of the number of Board members and deputies, auditors and deputy auditors***

The Nomination Committee proposes that the Board shall consist of five (5) ordinary members without deputies.

The Nomination Committee proposes that a registered accounting firm be appointed as auditor.

#### ***Item 10 – Election of Board members***

The Nomination Committee proposes that Henrik Lif, Naveen Wadhwa, Helene Willberg and Louise Shaljean Ellison are re-elected, and new election of Arash Sundin Alidoost, as members of the Board of Directors. All elections for the period until the end of the next annual general meeting.

Anna Mossberg has declined re-election.

#### ***Information regarding the proposed new Board member***

Mr. Arash Sundin Alidoost, 1987

Executive Background: Scrive (Chief Marketing Officer), HBO Europe (VP Sales & Marketing), NextRoll (Head of Direct Sales & Sales Development - APAC), Google (Industry Manager - Telco & Media and Entertainment).

Non-executive background: Miss Mary of Sweden, Insurello

Shareholding in Byggfakta: Zero (0) shares.

Mr. Sundin Alidoost is independent in relation to the company and its management as well as in relation to major shareholders.

Further information about the Board members proposed for re-election can be found on the Company's website, [www.byggfaktagroup.com](http://www.byggfaktagroup.com).

#### ***Item 11 – Election of the Chairman of the Board of Directors***

The nomination committee proposes that Henrik Lif be re-elected as Chairman of the Board of Directors.

#### ***Item 12 – Election of auditor***

The Nomination Committee proposes that, for the period until the end of the next annual general meeting, the registered accounting firm PricewaterhouseCoopers AB be re-elected as auditor. In the event that PricewaterhouseCoopers AB is re-elected, the Nomination Committee notes that PricewaterhouseCoopers AB has informed that public accountant Aleksander Lyckow will be appointed as auditor in charge.

#### ***Item 13 – Fees to the Board of Directors and the auditor***

The Nomination Committee proposes that remuneration to the Board shall unchanged be paid with SEK 550,000 to the Chairman of the Board, SEK 350,000 to each of the other members of the Board, SEK 150,000 to the Chairman of the Audit Committee, and SEK 50,000 to each of the members of the Audit Committee.

The Nomination Committee proposes that the fee to the auditor shall be paid in accordance with approved statement of costs.

#### ***Principles for appointment of members of the Nomination Committee***

The Nomination Committee has reviewed the current instructions for the Nomination Committee and decided not to propose any changes.

#### **The Nomination Committee's reasoned statement**

In accordance with the principles for appointment of members of the Nomination Committee, adopted by the Annual General Meeting 2021, the four largest shareholders who accepted the invitation to appoint members for the Nomination Committee in Byggfakta has appointed such members who together with the Chairman of the Board of Directors constitute the Nomination Committee in the Company. Therefore, the Nomination Committee in Byggfakta consists of Ben Hopper (appointed by Stirling Square Capital Partners), Maxime Cancre (appointed by Bock Capital Investors), Anders Oscarsson (appointed by AMF Pension & Funds), Ossian Ekdahl (appointed by First Swedish National Pension Fund) and the Chairman of the Board of Directors, Henrik Lif.

The Nomination Committee appointed Ben Hopper as Chairman.

The Nomination Committee began preparing the proposals for the Annual General Meeting 2022 in March 2022 and has convened three times virtually with additional contact by electronic mail.

The Nomination Committee has conducted interviews with the potential new Board members and the Chairman of the Board of Directors has given a composed picture of the Company's operations, the Board of Directors' work, composition and the members contributions in Board discussions. No formal evaluation of the Board of Directors has been conducted by the Nomination Committee, since the Board of Directors have only been active for part of the year. The Nomination Committee propose

that a full evaluation of the Board is conducted by the next Nomination Committee before the AGM in 2023. The Nomination Committee is of the view that it has a good overview of the Board of Directors' work. The conclusion is that the Board of Directors functions well and is composed of individuals with qualifications that meet the strategic and operational requirements imposed on the Company. The Nomination Committee is of the opinion that the Board members complement each other well as regards qualifications and experience and that the work of the Board is conducted efficiently and professionally. The Nomination Committee's assessment is that the Board members have the time and availability required to perform their duties.

The Nomination Committee has discussed future competence needs within the Board of Directors in relation to business, position and strategy and evaluated existing competences against future needs. Moreover, diversity and gender equality perspectives have been discussed as it is the opinion of the Nomination Committee that they are of importance in the Board composition. The long-term objective is that the Board of Directors shall be composed of members of different age, gender, geographical origin and with a diversified academic and professional background. The Nomination Committee has applied the provisions of rule 4.1 of the Swedish Corporate Governance Code as diversity policy.

In consideration of the Company's strategic and operational requirements the Nomination Committee propose to not increase the number of Board members. The Nomination Committee is of the opinion that the proposed number of Board members will enable a composition of a Board of Directors with relevant competence and experience, and at the same time maintain conditions to continue an effective work of the Board.

The Nomination Committee's assessment is that the proposed Board is appropriate in consideration of the Company's operations, current stage of development and general state of affairs. Further to its assessment of the proposed Board members' independence, it is the view of the Nomination Committee that the proposed Board of Bygghälsa meets the independence requirements set forth by the Swedish Corporate Governance Code.

Provided that the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, two out of five Board members will be female. The proportion of women in the Board of Directors will decrease from sixty percent to forty percent. The Nomination Committee intends to continue its long-term work towards the target of an equal gender board representation as set out in the Swedish Corporate Governance Code.

The Nomination Committee has evaluated the existing remuneration for the Board of Directors and compared the remuneration with remuneration in similar companies. Based on this the Nomination Committee propose to maintain the fees at the prior level.

The Nomination Committee has reviewed the current instructions for the Nomination Committee and decided not to propose any changes.

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Stockholm in April 2022

**The Nomination Committee of BYGGFAKTA GROUP Nordic HoldCo AB (publ)**