

Principles for the appointment of the Nomination Committee and instructions for the Nomination Committee in Nordisk Bergteknik AB (publ)

Nordisk Bergteknik AB (publ), reg.no 559059–2506

Adopted	2024-05-16 by the Annual General Meeting of Nordisk Bergteknik AB (publ)
Owner	The Board of Directors and the Nomination Committee
Subject	Rules for the appointment and instructions for the work of the Nomination Committee
Purpose	Describe the principles that the Nomination Committee shall consider when preparing proposals for resolutions on election and remuneration issues and, where applicable, procedural issues for the next Nomination Committee
Target	The Nomination Committee
Deviations from this instruction shall be reported to	The Chairman of the Board of Directors
Follow-up	The instruction is evaluated annually by the Board and when necessary (e.g. when new regulations are introduced)

Table of contents

1. Appointment of the Nomination Committee etc	0
2. Assignment	2
3. Meetings	3
4. Confidentiality	3
5. Remuneration and reimbursement of expenses	3
6. Period of validity	3

1. Appointment of the Nomination Committee etc.

- 1.1 The Nomination Committee shall consist of four members – one representative for each of the three largest shareholders as of the last banking day in August who wish to appoint a member of the Nomination Committee and the Chairman of the Board of Directors. In this instruction, the three largest shareholders shall mean the three largest registered and ownership grouped shareholders of the company as of the last banking day of August.
- 1.2 As soon as possible after the information regarding the largest shareholders as of the last banking day in August has become known, the Chairman of the Board of Directors shall contact the three largest shareholders to ascertain whether they wish to appoint members of the Nomination Committee. If one or more of the three largest shareholders waive their right to appoint a member of the Nomination Committee, the Chairman of the Board of Directors shall offer other major shareholders the opportunity

to appoint a member of the Nomination Committee. If such an offer is made, it shall be made in order of priority to the largest shareholders (i.e. first to the fourth largest shareholder, then to the fifth largest shareholder, and so on). The procedure shall continue until the Nomination Committee consists of four members including the Chairman of the Board.

- 1.3 Information in the company's register as of the last banking day of August on ownership/ownership groups shall form the basis for determining which shareholders are entitled to appoint a member of the Nomination Committee.
- 1.4 At its first meeting, the Nomination Committee shall elect a Chairman from among its members. The Chairman of the Board or another member of the Board shall not be the Chairman of the Nomination Committee.
- 1.5 The term of office of the Nomination Committee runs until the appointment of a new Nomination Committee.
- 1.6 If a change in ownership occurs among the largest shareholders and a shareholder who has not previously had the right to appoint a member of the Nomination Committee thereby becomes a larger shareholder than one or more of those who have appointed a member of the Nomination Committee ("**new major shareholder**"), the Nomination Committee shall, if the new major shareholder requests to appoint a member of the Nomination Committee, decide that the member of the Nomination Committee representing the smallest shareholder after the change shall be dismissed and replaced by the member appointed by the new major shareholder. If a new major shareholder wishes to appoint a member of the Nomination Committee, it shall notify the Chairman of the Nomination Committee. The notification shall include the name of the person whom the new major shareholder appoints as a member of the Nomination Committee.
- 1.7 A shareholder who has appointed a member of the Nomination Committee has the right to dismiss the member and appoint a new member. If such replacement occurs, the shareholder shall without delay notify the Chairman of the Nomination Committee (or, if the Chairman of the Nomination Committee is to be replaced, the Chairman of the Board of Directors). The notification shall include the name of the resigned member and the person who will replace them as a member of the Nomination Committee.
- 1.8 If a member representing a shareholder in the Nomination Committee resigns prematurely, the Nomination Committee shall without delay urge the shareholder who appointed the member to appoint a new member. If a new member is not appointed by the shareholder, the Nomination Committee shall offer other major shareholders to appoint a member of the Nomination Committee. Such offer shall be made in order of priority to the largest shareholders (i.e. first to the largest shareholder who has not already appointed a member of the Nomination Committee or previously waived such right, then to the second largest shareholder who has not already appointed a member of the Nomination Committee or previously waived such right, etc.) The procedure shall continue until the Nomination Committee is complete. A member who resigns prematurely shall notify the Chairman of the Nomination Committee (or, if the Chairman of the Nomination Committee is to be replaced, the Chairman of the Board of Directors).
- 1.9 The Nomination Committee shall fulfil the composition requirements set out in the Swedish Code of Corporate Governance (the "**Code**"). If the major shareholders who are entitled to appoint members to the Nomination Committee wish to appoint persons resulting in the requirements for the composition of the Nomination Committee set out in the Code not being fulfilled, a major shareholder shall, when appointing members based on the provision in item 1.2 above, have precedence for its first choice of member over a minor shareholder. When appointing a new member according to the provisions in items 1.6 to 1.8 above, the shareholder who is to appoint a new member shall, when appointing a new member, consider the composition of the existing Nomination Committee.

2. Assignment

- 2.1 The Nomination Committee shall make proposals for:
- (a) Chairman of the Annual General Meeting,
 - (b) number of members of the Board of Directors elected by the general meeting,
 - (c) Chairman and other members of the Board of Directors elected by the general meeting,
 - (d) remuneration and other compensation to each of the members of the Board of Directors elected by the general meeting and to the members of the Board's committees,
 - (e) number of auditors (where applicable),
 - (f) auditors (where applicable),
 - (g) remuneration to the auditors (where applicable),
 - (h) election of Nomination Committee, alternatively resolution on principles for the appointment of the Nomination Committee, and resolution on instructions for the Nomination Committee; and
 - (i) remuneration to the members of the Nomination Committee.
- 2.2 In preparing its proposal for members of the Board, the Nomination Committee shall consider the Board's evaluation of its work and consider the requirements for the composition of the Board of Directors that are set out in the Swedish Companies Act and Nasdaq Stockholm's Rulebook for Issuers. The Nomination Committee shall also consider the requirements of the Code on the size and composition of the Board of Directors and particularly consider the requirement for versatility and diversity in the Board and the requirement to achieve gender equality.
- 2.3 When preparing its proposal for auditors, the Nomination Committee shall consider the requirements for auditors that are set out in the Swedish Companies Act.
- 2.4 When preparing its proposal for resolution on the Nomination Committee, or alternatively a proposal for resolution on principles for the appointment of the Nomination Committee and resolution on instructions for the Nomination Committee, the Nomination Committee shall consider the requirements set out in the Code for such a resolution. Furthermore, the requirements for the composition of the Nomination Committee set out in the Code should be considered.
- 2.5 If the Nomination Committee's proposal entails a deviation from the Code, the Nomination Committee shall, at the same time as submitting its proposal, provide the company with an explanation of the deviation.
- 2.6 The Nomination Committee shall, at the same time as it informs the company of its proposals, provide the company with a motivated statement regarding its proposal for the Board of Directors, considering what is said about the composition of the Board of Directors in the Code and in the company's diversity policy. The statement shall also include a brief presentation of how the Nomination Committee's work has been conducted.
- 2.7 The Nomination Committee shall provide the company with the information related to its assignment that is required to enable the company to fulfil its information obligations under the Code.
- 2.8 At least one member of the Nomination Committee shall attend the Annual General Meeting. At a general meeting where election of Board members or auditors is to be made, the Nomination Committee shall present a statement on how its work has been conducted and present and motivate its proposals.

3. Meetings

- 3.1 The Nomination Committee shall hold meetings as often as necessary to fulfil its assignment. The Chairman of the Board shall convene the first meeting of the Nomination Committee. Notice to attend to other meetings shall be issued by the Chairman of the Nomination Committee. If a member requests that the Nomination Committee be convened, the request shall be met.
- 3.2 The Nomination Committee has a quorum if more than half of its members are present. However, no decision on a matter may be taken unless all members have been offered the opportunity to participate in the consideration of the matter.
- 3.3 For the election of the Chairman of the Nominating Committee, the person with the most votes is elected. In the event of a tie, the election shall be decided by drawing lots.
- 3.4 The decision of the Nomination Committee shall be taken by the opinion of more than half of the members present or, in the event of a tie, by the opinion of the Chairman of the Nomination Committee.
- 3.5 Minutes shall be kept of the meetings of the Nomination Committee, which shall be signed and verified by the Chairman of the Nomination Committee and the member appointed by the Nomination Committee. The minutes shall be kept and stored in accordance with what applies to Board minutes.

4. Confidentiality

A member of the Nomination Committee is subject to a duty of confidentiality concerning the company's affairs and this duty shall, at the company's request, be confirmed by the member by signing a separate confidentiality agreement between the member and the company.

5. Remuneration and reimbursement of expenses

- 5.1 Remuneration may be paid to the members of the Nomination Committee upon resolution of the general meeting.
- 5.2 The members of the Nomination Committee are entitled to compensation from the company for documented reasonable costs for the performance of the assignment, such as costs for recruitment services.
- 5.3 In connection with the statement on its work at the Annual General Meeting, the Nomination Committee shall account for remuneration paid in accordance with item 5.2 above.

6. Period of validity

- 6.1 These principles for the appointment of the Nomination Committee and instructions for the Nomination Committee shall apply until further notice until a decision on amendment is made by the general meeting.