

## **Bilia AB's Annual General Meeting, 22 June 2020**

### **The Nomination Committee's proposals for resolutions in respect of Chairman of the AGM, number of members of the Board of Directors, fees payable to the Board of Directors, election of the members of the Board of Directors, election of the Chairman of the Board of Directors, fees payable to the Auditor and election of the Auditor (Items 2, 12 –15 in the proposed agenda)**

In accordance with the instruction resolved upon by the AGM in 2016, a Nomination Committee was appointed during the autumn 2019 consisting of representatives for, at that time, the four largest shareholders who wished to participate in the Nomination Committee. These shareholders decided that the Nomination Committee shall be composed by Mats Qviberg (representing the Qviberg family and as Chairman of the Board in Bilia AB), Tim Floderus (representing Investment AB Öresund), Evert Carlsson (representing Swedbank Robur Fonder) and Hans Ek (representing SEB Investment Management). Tim Floderus was appointed chairman of the Nomination Committee.

The Nomination Committee proposes the following (the proposal follows the numbering in the Board of Director's proposed agenda for the AGM).

- (2) Election of Mats Qviberg as chairman of the AGM.
- (12) 9 ordinary Board members without deputy members.
- (13) It is proposed that a fee of SEK 360,000 be paid to the Chairman of the Board and SEK 360,000 to the Deputy Chairman. It is proposed that the other Board members receive SEK 230,000 each. Further, it is proposed that the chairman of the Audit Committee receives SEK 120,000 and that the members of the Audit Committee receive SEK 60,000 each. It is proposed that the chairman of the Compensation Committee receives SEK 25,000 and that the members of the Compensation Committee receive SEK 10,000 each. It is proposed that the chairman of the Property Committee receives SEK 50,000 and that the member of the Property Committee receives SEK 25,000.

The above proposal for Board fee and fee for work in the Audit and Compensation Committees remains unchanged compared with last year.

- (14) The Nomination Committee proposes re-election of the following members: Ingrid Jonasson Blank, Gunnar Blomkvist, Anna Engebretsen, Eva Eriksson, Mats Holgerson, Jan Pettersson, Mats Qviberg and Jon Risfelt.. Jack Forsgren has declined re-election. More information on proposed Board members is available at [www.bilia.com](http://www.bilia.com) and below.

Mats Qviberg is proposed as Chairman of the Board with Jan Pettersson as deputy Chairman.

- (15) Fees to auditors shall be paid as billed, upon approval.

Re-election of the registered auditing company KPMG AB for the period until the end of the AGM 2021.

## **Motivated statement in respect of the proposal for Board of Directors**

The Nomination Committee has received information regarding an evaluation of the current Board of Directors and the work of the Board of Directors. Like in previous years, the evaluation shows that the work of the Board of Directors during the past year has functioned well. The Nomination Committee has discussed issues regarding the number of Board members, the composition of the Board, diversity in respect of for example competence, industry experience, age and gender equality.

In the course of its work the Nomination Committee has applied Rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. This policy entails that the Board shall have, with regards to the company's operations, phase of development and other relevant circumstances, an appropriate composition characterized by diversity and breadth of qualifications as regards the elected Board members' competence, experience and background and further that gender balance shall be strived for.

The Nomination Committee's proposal means that the number of members of the Board shall be reduced from ten to nine members for the coming term.

The current Board of Directors is functioning well, and it is the assessment of the Nomination Committee, in consideration of the company's activities, financial position and other conditions, that the proposed Board is appropriately composed to meet the requirements that the company's activities bring. The Nomination Committee has thereby considered the company's strategic development, governance and control, diversity policy and gender equality and the requirements that these factors bring in respect of the Board's competence and composition.

Considering the above, the Nomination Committee proposes re-election of the current Board members, except for Jack Forsgren who has declined re-election.

The Nomination Committee consider the proposed members of the Board of Directors as very well suited for the Board work in Bilia during the forthcoming term of mandate, collectively as well as on an individual basis. The Nomination Committee deems that the proposed Board composition in Bilia fulfils the requirements of the Swedish Corporate Governance Code regarding the number of independent Board members in relation to the company and its management, and in relation the company's major shareholders. A full statement on the dependence or independence of the Board members is available in the company's website.

## **Presentation of the activities carried out by the Nomination Committee**

In preparation for the 2020 AGM, the Nomination Committee has held three meetings. There have also been frequent contacts between the committee members through telephone and e-mail. The Nomination Committee has, amongst other things, evaluated the work of the current Board and discussed matters such as the number of Board members, the composition and competencies of the Board. Also, the issue of the fees to be paid to the Board members has been contemplated.

The Nomination Committee has also discussed and formulated proposals to the 2020 AGM in other matters, including the Chairman of the AGM, the Chairman of the Board and election of Auditor. The Nomination Committee's proposal for election of Auditor has been prepared in collaboration with the Audit Committee.

May 2020

The Nomination Committee in Bilia AB (publ)