

Bilia AB's Annual General Meeting, 7 April 2022

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 (election of the Auditor (Items 2, 11-14 in the proposed agenda)

In accordance with the instruction resolved upon by the AGM in 2016, a Nomination Committee was appointed during the autumn 2021 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 (as Chairman of the Board in Bilia AB), Tim Floderus (representing Investment AB Öresund), Sofia Olsson (representing Anna Engebretsen family), Katarina Hammar (representing Nordea Investment Funds) and Emilie Westholm (representing Folksam). 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.
- (11) 8 ordinary Board members without deputy members.
- (12) It is proposed that a fee of SEK 440,000 be paid to the Chairman of the Board and SEK 440,000 to the Deputy Chairman. It is proposed that the other Board members receive SEK 270,000 each. Further, it is proposed that the chairman of the Audit Committee receives SEK 150,000, and that the members of the Audit Committee receive SEK 75,000 each. It is proposed that the chairman of the Compensation Committee receives SEK 50,000, and that the members of the Compensation Committee SEK 25,000 each.

The above proposal for Board fees entails an increase compared to last year of SEK 40,000 each for the Chairman and Deputy Chairman of the Board and of SEK 20,000 each for the other Board members. The proposal further entails an increase compared to last year of SEK 30,000 for the chairman of the Audit Committee, of SEK 15,000 each for the members of the Audit Committee, of SEK 25,000 for the chairman of the Compensation Committee and of SEK 15,000 each for the members of the Compensation Committee.

It is proposed a fee of SEK 38,000 each for employee representatives and a fee of SEK 23,000 each for deputy employee representatives. Fees for employee representatives and deputy employee representatives are unchanged compared to last year.

- (13) The Nomination Committee notes that Eva Eriksson and Mats Holgerson have declined re-election. The Nomination Committee proposes re-election of Gunnar Blomkvist, Anna Engebretsen, Ingrid Jonasson Blank, Nicklas Paulson, Jan Pettersson, Mats Qviberg and Jon Risfelt. It is proposed that Caroline af Ugglas is elected as new member of the Board of Directors. More information regarding proposed Board members is available at www.bilia.com and below.

Re-election of Mats Qviberg as Chairman of the Board with Jan Pettersson as Deputy Chairman.

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

Re-election of the auditing company PricewaterhouseCoopers AB (PwC) as auditor in the company for the period until the end of the AGM 2023.

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 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 Eva Eriksson and Mats Holgersson who have declined re-election and that Caroline af Ugglas is elected as new member of the Board of Directors. The Nomination Committee believes that Caroline af Ugglas is a good addition to the Board with her experience from change management, sustainability and finance. Overall the Nomination Committee believes that the profile of Caroline af Ugglas meets the requirements demanded by Bilia's operations.

Caroline af Ugglas, born 1958, is board member of ACQ Bure, AMF pension, Beijer Alma (publ) and Lifco (publ). She was previously deputy Managing Director at Svenskt Näringsliv and before that Head of Equities and Corporate Governance at Skandia Liv. Caroline af Ugglas holds Economic degree from Stockholm University. She is independent in relation to the company, the company management and in relation to the major shareholders of the company. Caroline af Ugglas holds 3,000 shares in Bilia.

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 2022 AGM, the Nomination Committee has held two 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 interviewed individual Board members.

The Nomination Committee has also discussed and formulated proposals to the 2022 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.

March 2022

The Nomination Committee in Bilja AB (publ)