

## **Bilia AB's Annual General Meeting, 24 April 2024**

**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, 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 2023 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), Anders Wennberg (representing Investment AB Öresund), Sofia Steinwall (representing Anna Engebretsen family) and Emilie Westholm (representing Folksam).

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) 8 ordinary Board members without deputy members.
- (13) It is proposed that a fee of SEK 475,000 be paid to the Chairman of the Board and SEK 475,000 to the Deputy Chairman. It is proposed that the other Board members receive SEK 295,000 each. Further, it is proposed that the chairman of the Audit Committee receives SEK 170,000, and that the members of the Audit Committee receive SEK 85,000 each. It is proposed that the chairman of the Compensation Committee receives SEK 52,500, and that the members of the Compensation Committee SEK 26,250 each.

The above proposal for Board fees entails an increase compared to last year of SEK 15,000 each for the Chairman of the Board and Deputy Chairman and of SEK 10,000 each for the other board members. The proposal further entails an increase in the fee for the chairman of the audit committee by SEK 10,000 and by SEK 5,000 for other members of the audit committee, as well as an increase in the fee to the chairman of the Compensation Committee by SEK 2,500 and by SEK 1,250 for other members of the Compensation Committee.

Fees for the employee representatives on the board are proposed to be SEK 38,000 and for the employee deputies on the board SEK 23,000. The fee is unchanged compared to the previous year.

- (14) The Nomination Committee proposes re-election of Gunnar Blomkvist, Anna Engebretsen, Ingrid Jonasson Blank, Nicklas Paulson, Jan Pettersson, Mats Qviberg, Jon Risfelt and Caroline af Ugglas as members of the Board of Directors. More information regarding proposed Board members is available at [www.bilia.com](http://www.bilia.com) and below.

Re-election of Mats Qviberg 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 auditing company Öhrlings PricewaterhouseCoopers AB (ÖPwC) as auditor in the company for the period until the end of the AGM 2025.

### **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 all the current Board members and 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 AGM 2024, the Nomination Committee has held one meeting. 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 conversed with individual Board members.

The Nomination Committee has also discussed and formulated proposals to the AGM 2024 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 2024

The Nomination Committee in Bilia AB (publ)