

## **Motivated opinion regarding the nomination committee's of Bravida Holding AB (publ) proposals to the Annual General Meeting 2023**

### *Background*

The nomination committee of Bravida, consists of Joachim Spetz (chairman of the nomination committee, appointed by Swedbank Robur), Lovisa Runge (appointed by Fjärde AP-fonden), and Henrik Didner (appointed by Didner & Gerge Fonder). Fredrik Arp (chairman of the board) is an adjunct member of the Nomination Committee.

The nomination committee has held three meetings and has further had several discussions via email and telephone. The nomination committee has discussed and evaluated the board of directors' work and evaluated the remuneration rates to the board.

### *The nomination committee's proposals*

The nomination committee makes the following proposals for Bravida's board of directors:

- that the board of directors shall consist of six board members with no deputy members,
- that the board members Fredrik Arp, Cecilia Daun Wennborg, Jan Johansson, Marie Nygren, Staffan Pålsson and Karin Stålhandske are re-elected, all for the period up until the end of the next Annual General Meeting,
- that Fredrik Arp is re-elected as chairman of the board.

### *Motivated opinion*

The nomination committee has as basis for its work been provided with an evaluation of the board of directors and its work. The nomination committee has also conducted interviews with some of the members of the board, individually, and the chairman of the board has given a report on how the board's work has been carried out. The size and composition of the board, as regards for example sector experience and competence, has been taken into account and evaluated.

Based on inter alia the above, the nomination committee has been given a very positive impression of the board of directors' work during 2022. The board of directors has handled the specific circumstances in connection with the prevailing pandemic and the war in Ukraine, resulting in an increasing inflation and raised rates, during the year in a very good manner and has at the same time continued to work strategically and long-term with, among other things, sustainability related issues. Further, the nomination committee is of the opinion that the board members complement each other well as regards qualifications and experiences. In relation to the composition of the board of directors, the provisions of rule 4.1 of the Swedish Corporate Governance Code has been applied as diversity policy and objective. The nomination committee has discussed diversity perspectives on the premise that this is of importance to the composition of the board and have thereby noted that the gender distribution in the board is equally distributed. The nomination committee will continue its process to, in a longer perspective, further strengthen the diversity of the board.

An adjustment to the fees for the board members has been proposed considering the nomination committee's evaluation of the fee levels in similar companies. The proposed adjustment is a raise of the fees for the chairman of SEK 40,000 (a raise of 3.1%) and SEK 15,000 (a raise of 2.9%) to each of the other directors. Further, an adjustment of the fees for the chairman of the audit committee of SEK 10,000 (a raise of 5%) and SEK 5,000 (a raise of 5%) for the other members of the audit committee has been proposed. In addition, an adjustment for the fees for the members of the

remuneration committee of SEK 5,000 (a raise of 4.4% for the chairman and 5.9% for the other members) has been proposed.

In accordance with the recommendation of the audit committee based on an evaluation of the audit work of KPMG AB during the past year, the nomination committee proposes that the audit firm KPMG AB be re-elected as auditor. KPMG AB has informed Bravida that the authorised accountant Mattias Lötbörn will continue as auditor in charge, for the period until the next Annual General Meeting.

Based on the evaluation made, the nomination committee proposes that the Annual General Meeting 2023 re-elects Fredrik Arp, Cecilia Daun Wennborg, Jan Johansson, Marie Nygren, Staffan Pålsson and Karin Stålhandske as board members. The nomination committee has assessed that the proposed six-member board, represents adequate competencies and capacity. The nomination committee has further resolved to propose that Fredrik Arp is re-elected as chairman of the board of directors.

A presentation of the persons proposed by the nomination committee to be re-elected board members is available at [www.bravida.se/en/](http://www.bravida.se/en/).

Stockholm, February 2023  
**Bravida Holding AB (publ)**  
The nomination committee