

## **The Nomination Committee's proposals and reasoned opinion to Flerie's Annual General Meeting 2026**

The Nomination Committee of Flerie AB (publ) (the "Company" or "Flerie") submits the following proposals and reasoned statement for the 2026 Annual General Meeting.

### **The Nomination Committee's work ahead of the 2026 Annual General Meeting of Flerie AB (publ)**

An extraordinary general meeting in 2024 decided on principles for the appointment of a Nomination Committee, which are available on the Company's website [www.flerie.com](http://www.flerie.com). In accordance with these principles, the Chairman of the Board contacted the three largest shareholders in terms of votes at the beginning of autumn 2025 to form a Nomination Committee.

The nomination committee for the 2026 annual general meeting has the following composition:

- Jannis Kitsakis, Chairman of the Nomination Committee, appointed by the Fourth Swedish National Pension Fund
- Thomas Elderred, appointed by T&M Participation AB and T&M Förvaltning AB
- Lars Backsell, appointed by Cajelo Invest Ltd

Thomas Elderred is also co-opted in his role as Chairman of the Board.

The three largest shareholders represent a total of 85.8 per cent of the voting rights for all shares in Flerie AB.

The Nomination Committee has unanimously decided to propose to the 2026 Annual General Meeting that:

- Thomas Elderred be elected as Chairman of the Meeting or, if he is unable to attend, the person designated by the Board of Directors.
- the number of board members shall be four, without deputies.
- the number of auditors shall be one, with no deputies.
- Board fees for the period until the next Annual General Meeting shall remain unchanged. Fees for work in the Board's committees shall remain unchanged.

It is proposed that the fees be paid as follows (the fee levels for the current year are shown in parentheses):

- Chairman of the Board SEK 400,000 (400,000)

- Other members SEK 275,000 (275,000)
- Chairman of the Audit Committee SEK 50,000 (50,000)
- Chairman of the Remuneration Committee SEK 20,000 (20,000)

The proposal entails total Board remuneration amounting to SEK 1,295,000 (1,295,000).

- Fees to the auditor shall be paid in accordance with approved invoices.
- Board members Thomas Eldered, Cecilia Edström, Anders Ekblom and Jenni Nordborg are re-elected as board members for the period until the end of the next Annual General Meeting.
- Thomas Eldered is elected as Chairman of the Board.
- In accordance with the Audit Committee's proposal, Ernst & Young AB (EY) shall be elected as auditor for the period until the next Annual General Meeting. In the event that EY is elected, the Nomination Committee notes that Jennifer Rock-Baley will be appointed as the principal auditor.
- The principles for appointing the Nomination Committee shall remain unchanged from the previous meeting.

### Reasoned opinion

The Nomination Committee has held a number of meetings ahead of the 2026 Annual General Meeting and has also had several informal contacts. Attention has been paid to the composition of the Board and the work of the Board. The Nomination Committee has also evaluated the level of remuneration to the Board.

As a basis for its work, the Nomination Committee has received a report from the Chairman of the Board regarding the Board and its work. The size and composition of the Board in terms of, for example, competence and industry experience have been discussed.

Overall, the Nomination Committee considers that the proposed members have a breadth and complementary experience that meets the requirements for continuing to successfully lead Flerie's operations.

The Nomination Committee has continued to discuss the requirement for diversity, based in part on the Corporate Governance Code's requirement to state how the diversity policy has been applied, and has chosen to use section 4.1 of the Corporate Governance Code as its diversity policy, which states that the Board of Directors shall be characterised by diversity and breadth in terms of expertise, experience and background, and that an even gender distribution should be sought. Following the Nomination Committee's considerations regarding, among other things, the background and experience of the Board members, it has been determined that the gender distribution in the proposed Board will be 50 per cent women and 50 per cent men.

The requirements for the independence of the Board are considered to be met. The Nomination Committee considers Cecilia Edström, Anders Ekblom and Jenni Nordborg to be independent in relation to both the company management and the company, as well as its major owners. Thomas Eldered is not independent in relation to major shareholders or the company and its management.

Stockholm, February 2026  
The Nomination Committee of Flerie AB (publ)