**Micro Systemation AB (MSAB), the Nomination Committee's reasoned statement regarding the proposal for election of the Board of Directors at the Annual General Meeting 2023**

MSAB's Nomination Committee for the 2023 Annual General Meeting was constituted based on the ownership structure in the company as of September 30, 2022.

The Chairman of the Nomination Committee is Erik Ivarsson (appointed by AB Grenspecialisten). Other members are David Zaudy (appointed by Cervantes Capital AB) and Christian Hellman (appointed by Edastra AB).

Shareholders have had the opportunity to submit proposals to the Nomination Committee by e-mail.

No proposals regarding Board members have been received by the Nomination Committee from anyone other than the members of the Nomination Committee.

**Proposal and reasoned opinion regarding election of the Board of Directors and proposal on remuneration:**

- Niklas Larsson, Wistrand Advokatbyrå, is proposed as chairman of the meeting.

- The number of members of the Board of Directors shall be increased by one person and thus amount to six members.

- Fredrik Nilsson, Peter Gille and Rolf Rosenvinge are proposed to be re-elected as Board members and Andreas Hedskog, Jesper Kärrbrink and Charlotta Stjerngren are elected as new Board members. Bernt Ingman and Hanna Bilir have declined re-election.

- Peter Gille is proposed to be elected as Chairman of the Board.

The proposed fees for Board members shall total SEK 1,750,000 (2021: SEK 1,500,000) of which:

- SEK 500,000 to the Board Chairman (2022: SEK 500,000)

- SEK 250,000 to each Board member (2022: SEK 250,000)

- The Nomination Committee further proposes that the registered auditing company KPMG, be re-appointed with Authorized Public Accountant Mattias Lötborn as auditor in charge for the period until the end of the Annual General Meeting 2024.

- The Nomination Committee proposes that audit fees be paid on the basis of approved invoices.

**The Nomination Committee’s motivated statement regarding proposals for the Board of Directors**

In the nomination process for this year's AGM, the Nomination Committee has assessed both the composition and size of the current Board of Directors in relation to MSAB's operations, development stage, future direction and conditions in general. Furthermore, the Nomination Committee has discussed the Board's diversity and composition in terms of industry experience, competence, gender distribution and international experience. As a basis for its decisions, the Nomination Committee has taken note of the Chairman of the Board's report on the Board's work, studied the results of the external Board evaluation carried out, and interviewed Board members and the Company's CEO. Prior to the AGM 2023, the Nomination Committee held ten meetings.

Based on its evaluation, the Nomination Committee considers that MSAB's Board of Directors is functioning satisfactorily. There is a high degree of attendance at Board meetings and Board members are well-prepared for the meetings. The Board evaluation further shows an open and constructive working environment.

The Nomination Committee considers that the composition and size of the proposed Board of Directors is appropriate for MSAB. Going forward, the Nomination Committee sees that the Board can benefit from additional expertise in digitalisation, new technologies and globalisation and continues to evaluate potential additions. Furthermore, the Nomination Committee considers that the proposed Board members will be able to devote the time necessary to fulfill their assignments as MSAB Board members. One in six of the proposed Board members to be elected at the AGM is female.

The Nomination Committee has applied regulation 4.1 of the Swedish Code of Corporate Governance for its diversity policy in the preparation of proposals for the Board of Directors. The Nomination Committee considers that a breadth and diversity regarding age, nationality, educational background, gender, experience, competence and term of office are represented among the proposed Board members. The Nomination Committee further considers that the diversity issue is important and that it is important that future Nomination Committees continue to work actively to increase diversity and achieve a more even gender distribution in the Board.

Information on the proposed Board members can be found on MSAB’s website: www.msab.com.

It has been noted that the Nomination Committee has found that the proposed Board of Directors is deemed to meet relevant requirements for independence. The Nomination Committee has reviewed the current instructions for the Nomination Committee, which were resolved at the 2022 AGM, and resolved to propose to the Annual General Meeting 2023 that the instruction adopted at the Annual General Meeting 2022 shall continue to apply.