

Micro Systemation AB (publ) (“MSAB” or the “Company”), the Nomination Committee's proposals and motivated statement for the Annual General Meeting 2024

MSAB's Nomination Committee for the Annual General Meeting (“AGM”) 2024 was constituted based on the ownership structure in the Company as of 29 September 2023.

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 for resolution

- Peter Gille is proposed as chairman of the meeting.
- The number of members of the Board of Directors shall remain unchanged and amount to six members.
- Fredrik Nilsson, Peter Gille, Andreas Hedskog, Jesper Kärrbrink and Charlotte Stjerngren are proposed to be re-elected as Board members. Rolf Rosenvinge has declined re-election.
- The Nomination Committee proposes election of Helena Holmgren as a new Board member.

Helena Holmgren, born in 1976, has extensive experience as CEO and board member in growth companies. During five years, Helena led Pricer, a listed company, through a growth and transformation journey that, among other things, included a substantial expansion in the North American market, a digital transformation of the product offering, and a new business model with recurring revenue. After stepping down as CEO at Pricer, Helena has been active at Navigio, which offers consulting services, within e.g. strategic consulting and executive search and as a board member in several companies. Helena also has many years of experience as CFO in growing tech companies and as chairman of audit committees for listed companies. Helena is currently serving as a board member of Hexatronic, Profoto and ProGlove and is a member of the Cervantes industrial network. Helena studied international economics at Lund University and has an MBA from the University of Ottawa. Helena, or any closely related party, holds no shares in MSAB. Helena is independent in relation to MSAB, its management, and MSAB’s major shareholders.

- Peter Gille is proposed to be re-elected as Chairman of the Board of Directors.
- The proposed fees for Board members shall amount to a total of SEK 1,750,000 (2023: SEK 1,750,000) of which:
 - SEK 500,000 to the Chairman of the Board of Directors (2023: SEK 500,000)
 - SEK 250,000 to each Board member (2023: SEK 250,000)
- The Nomination Committee further proposes re-election of the registered auditing company KPMG AB as auditor for the period up to and including the next AGM in accordance with the Board of Directors’ recommendation. KPMG AB has announced that the Authorized Public Accountant Mattias Lötbörn will be proposed as the continuing auditor in charge in the event the accounting firm is elected as auditor.

- 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 of Directors' diversity and composition in terms of industry experience, competence and international experience. As a basis for its decisions, the Nomination Committee has taken note of the Chairman of the Board of Directors' report on the Board of Directors' work, studied the results of the external Board of Directors evaluation carried out, and interviewed Board members and the Company's CEO. Prior to the AGM 2024, the Nomination Committee held six meetings. In addition, the members of the Nomination Committee have had ongoing discussions.

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 of Directors 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 of Directors 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. Two in six proposed Board members to be elected at the AGM are 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 of Directors.

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 AGM 2023, and resolved to propose to the AGM 2024 that the instruction adopted at the AGM 2023 shall continue to apply, with the addition that the instruction shall apply until further notice.

Stockholm in April 2024

Micro Systemation AB (publ)

The Nomination Committee