

# The Nomination Committee's account of its work, proposals and motivated statement

for the Annual General Meeting 2026 in Micro Systemation AB (publ)

In preparation for the 2026 Annual General Meeting, a Nomination Committee was convened in accordance with the instructions adopted at the 2025 Annual General Meeting. The Nomination Committee consisted of the following members:

- Katarina Berggren Chair, representative of AB Grenspecialisten
- Petter Mattsson Hamilton representative of Alcur Fonder AB
- Gustav Norrström representative of Edastra AB
- Felix Lindberg representative of Cervantes Capital AB

The Nomination Committee appointed Katarina Berggren as Chair of the Nomination Committee. The Chairman of the Board of Directors, Jesper Kärrbrink, has been partially co-opted to the Nomination Committee's meetings, however not during interviews with Board members and discussions regarding remuneration.

The shareholders who appointed members to the Nomination Committee represented approximately 62 per cent of the votes in the Company as of 2025-09-30. The Nomination Committee's mandate is to prepare and submit proposals to the shareholders of the company ahead of the 2026 Annual General Meeting regarding:

- Election of chairman of the meeting
- Number of members of the Board of Directors
- Election of board members and Chairman of the Board of Directors
- Remuneration of the Board of Directors
- Election of auditor
- Remuneration of the auditor
- Principles for the appointment of the Nomination Committee

## The Nomination Committee submits the following proposals to the Annual General Meeting:

- that the Chairman of the Board of Directors, Jesper Kärrbrink, be elected as chairman of the General meeting,
- that the number of members of the Board of Directors shall be seven,
- re-election of Jesper Kärrbrink, Fredrik Nilsson, Helena Holmgren, Erik Ivarsson, Christian Hellman and Patrik Fältström as members of the Board of Directors,
- Andreas Hedskog has declined re-election,
- election of Daniel Karlsson as a member of the Board of Directors,
- re-election of Jesper Kärrbrink as Chairman of the Board of Directors,

- a total fee of SEK 2,110,000 (2,110,000) distributed as SEK 550,000 (550,000) to the Chairman of the Board of Directors and SEK 260,000 (260,000) to each member of the Board of Directors,
- in accordance with the Board of Directors' recommendation, re-election of the registered auditing company KPMG AB. The proposal to the general meeting is to appoint Jesper Swärd as the new auditor in charge,
- that audit fees be paid on the basis of approved invoices, and
- unchanged principles for the appointment of the Nomination Committee as set out below.

### **Motivated statement including an account of the Nomination Committee's work**

The Nomination Committee has held two minuted meetings and has also maintained regular contact via email and telephone. The Chairman of the Board of Directors has briefed the Nomination Committee on the work of the Board of Directors, and the Nomination Committee has, as part of its work, reviewed a written evaluation of the Board of Directors. In addition, interviews were held with all members of the Board of Directors. The Chairman of the Board of Directors did not participate in these interviews.

The Nomination Committee has discussed the requirements that will be placed on the Board of Directors as a result of the Company's operations, stage of development, and governance and control in order to assess the Board of Directors' size and appropriate composition. The Nomination Committee has taken into account the requirements of the Swedish Code of Corporate Governance ("the Code") regarding diversity and breadth within the Board of Directors and the pursuit of an even gender balance.

The Nomination Committee has evaluated the size of the Board of Directors and considers seven members to be appropriate.

Based on identified competence requirements, the Nomination Committee has evaluated the capabilities and experience of current members of the Board of Directors, as well as the composition of the Board of Directors, and subsequently assessed new candidates for the Board of Directors. Taking into account the skills required in relation to Micro Systemation AB (publ)'s strategic priorities and future development, the Nomination Committee has decided to propose the re-election of members of the Board of Directors Jesper Kärrbrink, Fredrik Nilsson, Helena Holmgren, Erik Ivarsson, Christian Hellman and Patrik Fältström, and that Daniel Karlsson be elected as member of the Board of Directors. Andreas Hedskog has declined re-election. It is proposed that Jesper Kärrbrink be re-elected as Chairman of the Board of Directors.

Daniel Karlsson, born in 1974, has been CEO of Sectra Sverige AB and Head of the Nordic Region since 2025. Sectra AB is a listed (Nasdaq Stockholm, Large Cap) group operating in Medical Technology IT and Cybersecurity. Daniel has previously held senior positions in R&D and IT at the defence and security group Saab, as well as serving as CTO at the Swedish Security Service.

Education: Master of Science in Engineering and PhD, Linköping University. Independent of the Company, management and major shareholders. Shareholding in MSAB: 0 shares.

Other appointments: Board member of Sectra Sverige AB.

The proposal means that the Board will continue to consist of one woman and six men. The Nomination Committee notes that the Swedish Corporate Governance Board's target of a proportion of approximately 40 per cent for the under-represented gender has not yet been achieved. During its work, the Nomination Committee has taken the diversity principle into account and maintains its stated aim to continue to observe the diversity policy in accordance with section 4.1 of the Code.

The Nomination Committee has conducted a review of remuneration levels in comparable companies. Following an assessment of the current levels, the Nomination Committee has decided not to propose any adjustment to the remuneration, as these are deemed to be in line with comparable companies in the market.

All proposed members are deemed to be independent in relation to major shareholders and in relation to the Company and management, with the exception of Erik Ivarsson and Christian Hellman. Erik Ivarsson and Christian Hellman are not deemed to be independent in relation to major shareholders. The proposed Board of Directors meets the independence requirements set out in the Code.

### **Proposal for principles for the appointment of the Nomination Committee**

The Nomination Committee proposes unchanged principles regarding the appointment of the Nomination Committee, i.e. that the Company shall have a Nomination Committee, that no remuneration shall be paid to members of the Nomination Committee, and that the Nomination Committee process shall otherwise be as follows.

The Chairman of the Board of Directors shall contact the four largest shareholders in terms of votes based on Euroclear Sweden AB's list of registered shareholders at the end of the third quarter of the year before the annual general meeting is held. The four largest shareholders shall be offered the opportunity to, within a reasonable time, each appoint a member to constitute the Nomination Committee for the period until a new Nomination Committee is appointed. If any of them does not exercise the right to appoint a member, the right to appoint such a member passes to the next largest shareholder in terms of votes, who does not already have the right to appoint a member of the Nomination Committee. Furthermore, if necessary, the Chairman of the Board of Directors shall be co-opted at the Nomination Committee's meetings.

The chairman of the Nomination Committee shall, unless the members agree otherwise, be the member who represents the largest shareholder in terms of votes. However, a Board member shall not be the chairman of the Nomination Committee.

The majority of the members of the Nomination Committee shall be independent in relation to the Company and the Company management. The CEO or another person from the Company management shall not be a member of the Nomination Committee. Board members shall not constitute a majority of the members of the Nomination Committee.

Fees shall not be paid to the members of the Nomination Committee. If necessary, the Company shall be responsible for reasonable costs for external consultants that the Nomination committee deems necessary for the Nomination Committee to be able to fulfil its assignment.

The composition of the Nomination Committee shall be announced as soon as the Nomination Committee has been appointed and no later than six months before the annual general meeting. The information must be found on the Company's website, where it must also be stated how shareholders can submit proposals to the Nomination Committee.

A member of the Nomination Committee shall make his place available if the shareholder who has appointed this member is no longer one of the four largest shareholders, after which a new shareholder in order of magnitude shall be offered the opportunity to appoint a member. Unless there are special reasons, however, no changes shall be made in the composition of the Nomination Committee if only minor changes in the number of votes have taken place or if the change occurs later than two months before the annual general meeting. If a member of the Nomination Committee voluntarily resigns from the assignment or if he is prevented from completing his assignment before its work is completed, the shareholder who appointed the resigning member shall appoint a successor, provided that the shareholder is still one of the four strongest shareholders in terms of votes represented in the Nomination Committee.

In connection with its assignment, the Nomination Committee shall fulfil the tasks incumbent on the Nomination Committee under the Swedish Code of Corporate Governance, and prepare and submit proposals to the AGM regarding: (a) Chairman of the AGM, (b) number of Board members, (c) Board members, (d) auditors, (e) the chairman of the Board of Directors, (f) board fees with a division between the chairman and other members as well as any possible fee for committee work, (g) fees to the auditor and (h) proposals for changes, if any, in the Nomination Committee's instructions prior to the forthcoming AGM.

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Stockholm in April 2026

**Micro Systemation AB (publ)**

The Nomination Committee consisting of

Katarina Berggren

Gustav Norrström

Petter Mattsson Hamilton

Felix Lindberg

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