

The Nomination Committee's proposal and motivated statement to the Annual General Meeting 2024 in Haypp Group AB (publ)

The Nomination Committee, comprising Henrik Nordström, (GR8 Ventures, Chairman), Patrik Rees, (Eastcoast Capital and e-Business Partner), Johan Orvelin (Northerner Holding) and co-opted Ingrid Jonasson Blank (co-opted as Chairman of the Board of Directors), proposes the following:

- Attorney-at-law Christian Lindhé – or to the extent he is prevented, the person assigned by the Nomination Committee – is elected Chairman of the Annual General Meeting.
- The Board of Directors shall consist of six ordinary members with no deputy members.
- Remuneration to the members of the Board of Directors shall amount to an unchanged total of SEK 2,325,000 in accordance with the following distribution. Unchanged SEK 600,000 shall be paid to the Chairman of the Board of Directors and unchanged SEK 300,000 shall be paid to the other Board members who are not employed by the company, however, the Board members are expected to use at least SEK 50,000 each (the Chairman SEK 100,000), after payment of any applicable taxes, to acquire shares in the company and to retain such holding for at least 24 months from the date of purchase. In case a Board member resigns from his or her board assignment, the Board member shall be free to sell his or her holding. The Nomination Committee recommends that the purchase of the shares should be completed within two weeks of the General Meeting's decision on the remuneration of the Board of Directors. In addition, unchanged SEK 75,000 shall be paid to the Chairman of the Audit Committee, unchanged SEK 25,000 to other members of the Audit Committee not employed by the company, unchanged SEK 50,000 to the Chairman of the Remuneration Committee and unchanged SEK 25,000 to other members of the Remuneration Committee not employed by the company.
- Re-election of Ingrid Jonasson Blank, Linus Liljegren, Patrik Rees and Anneli Lindblom as Board members. Kristian Ford and Per Sjödelld have declined re-election.
- New election of Deepak Mishra and Adam Schatz as Board members.
- Re-election of Ingrid Jonasson Blank as Chairman of the Board.
- The company shall have one auditor without deputies.
- The auditor's fee shall be paid in accordance with approved invoices.
- Re-election of the accounting firm Öhrlings PriceWaterhouseCoopers with Magnus Lagerberg as auditor in charge. The proposal is in accordance with the Audit Committee's recommendation.

Lastly, the Nomination Committee proposes that the Annual General Meeting shall decide on principles for the appointment of the Nomination Committee for the Annual General Meeting 2024 as follows.

The Nomination Committee proposes that the company shall have a Nomination Committee consisting of the Chairman of the Board of Directors (co-opted) and one member appointed by each of the three largest shareholders based on the ownership in the company as of 1 September 2024. In the event that any of the three largest shareholders should refrain from appointing a member to the Nomination Committee, the right shall pass to the shareholder who, after these three shareholders, has the largest shareholding in the company. The Chairman of the Board of Directors shall convene

the Nomination Committee. The member appointed by the largest shareholder shall be appointed Chairman of the Nomination Committee, unless the Nomination Committee unanimously appoints another member.

If a shareholder who has appointed a member of the Nomination Committee no longer belongs to the three largest shareholders no later than three months before the Annual General Meeting, the member appointed by this shareholder shall make his or her place available and the shareholder who has been added to the three largest shareholders shall be entitled to appoint a member of the Nomination Committee. However, unless there are special reasons, there shall be no change in the composition of the Nomination Committee if only a marginal change of ownership has taken place or if the change occurs later than three months before the Annual General Meeting. In the event that a member leaves the Nomination Committee before its work is completed, the shareholder who appointed the member shall appoint a new member. If this shareholder is no longer one of the three largest shareholders, a new member shall be appointed in the above order. Shareholders who have appointed a member of the Nomination Committee are entitled to dismiss such member and appoint a new member of the Nomination Committee.

Changes in the composition of the Nomination Committee shall be announced immediately. The term of office of the Nomination Committee runs until a new Nomination Committee is appointed. The Nomination Committee shall fulfil the duties of the Nomination Committee in accordance with the Swedish Corporate Governance Code.

Information on the proposed new members of the Board of Directors

Deepak Mishra, born in 1971, British citizen living in the UK, holds a Master's degree (MBA Marketing, Systems) from the Indian Institute of Management, Lucknow, India and a Bachelor's degree (BE, Hons, Computer Science) from Birla Institute of Technology & Science, Pilani, India. For most of his professional life, Deepak Mishra has held key positions in management consulting at Accenture (1996–2000) and McKinsey (2001–2014), and in private equity with Centerbridge Partners (2014–2018). Furthermore, Deepak Mishra was Chief Strategy Officer at Philip Morris International (2018–2021), and subsequently President of Philip Morris International's Americas region (2021–2022) where he was involved in PMI's smoke-free transformation. Since 2023, he is an operating partner in the investment company Global Asset Capital. He has no other ongoing board assignments and does not own any shares in Haypp Group.

Adam Schatz, born 1974, Swedish citizen living in Sweden, holds a master's degree (M Sc) in economics from the Stockholm School of Economics, Sweden. Adam Schatz has among other things held several positions within Gambro AB (later Baxter International Inc) (2008–2015), and during the latter part of his professional life held several key positions in e-commerce and economics/finance, such as Chief Financial Officer and President and CEO of BHG Group AB (2019–2022) and Business Area Manager and CFO of Axiell AB (2015–2019). Since 2023, he is President and CEO of Nuent Group AB and has board assignments for companies within the Nuent Group. Adam Schatz owns 1,000 shares in Haypp Group.

The Nomination Committee's motivated statement regarding its proposal for the Board of Directors, etc.

The Nomination Committee has met seven times in connection with its work for the Annual General Meeting 2024. In addition, there has been ongoing email and telephone correspondence between the members. As a basis for its work, the Nomination Committee has conducted an evaluation of the Board of Directors and its work and has interviewed all Board members. In the evaluation, the Board members have given their views on working methods, Board material, their own and other members' efforts, and the scope of the assignment. Based on this information, the Nomination Committee has assessed the skills and experience required on the Board.

In light of, among other things, the evaluation described above, the Nomination Committee has gained a favourable impression of the Board of Directors' work during 2023. The Nomination Committee has discussed diversity perspectives based on the perception that it is important in the composition of the Board. With regard to the composition of the Board of Directors, the diversity policy and its objectives have been applied as prescribed in section 4.1 of the Swedish Corporate Governance Code, which has resulted in the Nomination Committee's proposal to the Annual General Meeting regarding the election of the Board of Directors.

The Nomination Committee is of the opinion that the Board of Directors proposed to be elected at the Annual General Meeting 2024 will have an appropriate composition with regard to the company's operations, stage of development and other circumstances, characterised by diversity and breadth in terms of the members' competence, experience and background. The Nomination Committee has endeavoured to achieve an even gender distribution within the Board.

None of the proposed members work in company management or in the management of any subsidiary. In the opinion of the Nomination Committee, all proposed members are independent in relation to the company and its management. At least two of the proposed members are independent in relation to the company's major shareholders.

The Nomination Committee believes that it is important that Board fees (including fees for Board committee work) are kept at a level that makes it possible to recruit and retain high competence to the Board and has against this background compared the company's Board fees with Board fees in other comparable companies. The Nomination Committee also believes that it is of great importance to encourage the Board members' commitment to the company through their own shareholding. Against this background, the Nomination Committee considers that the proposed level of remuneration as well as the Nomination Committee's recommendation that the elected member shall use the proposed part of the remuneration to acquire shares in the company is reasonable and well justified.

March 2024

The Nomination Committee of Haypp Group AB (publ)