

*English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **THE NOMINATION COMMITTEE'S PROPOSALS PRIOR TO THE 2021 AGM**

The Nomination Committee for the 2021 AGM consisted of the following members: Jannis Kitsakis at Fjärde AP-fonden (Chair of the Nomination Committee); Anders Algotsson at AFA Försäkring; Niklas Johansson at Handelsbanken Fonder; and Fredrik Arp (Chair of the Board).

The Nomination Committee makes the following proposals prior to the 2021 AGM:

### **Election of the Chair for the General Meeting**

The Nomination Committee proposes that Fredrik Arp be elected as Chair of the General Meeting, or if Fredrik Arp is prevented from attending, the person the Nomination Committee proposes instead.

### **Resolution on the number of Board members**

The Nomination Committee proposes that for the period up to the close of the next AGM, the Board of Directors should consist of seven members elected by the General Meeting with no alternates.

### **Resolution on fees payable to the Board members**

The Nomination Committee proposes that fees to the Board members for the period up to the close of the next AGM be paid with SEK 775,000 for the Chair of the Board and SEK 325,000 for the other members elected by the General Meeting. Remuneration shall be paid with SEK 125,000 for the chair of the Audit Committee and SEK 55,000 for the other members. Remuneration shall be paid with SEK 60,000 for the chair of the Remuneration Committee and SEK 30,000 for the other members. Fees to all the employee representatives of the Board shall remain unchanged at SEK 40,000 each, for the same period.

This year, the Nomination Committee has proposed an increase in the fees for the Chair and the members of the Board. In addition, the fees for committee work have been adjusted upwards. The new fee levels better reflect Gränge's size and the Board's increasing work effort. The proposed fees have also been compared to board fees in companies with similar operations and / or size.

### **Election of the Board members and the Chair of the Board**

The Nomination Committee proposes the re-election of Fredrik Arp, Carina Andersson, Mats Backman, Peter Carlsson, Katarina Lindström and Hans Porat and election of Martina Buchhauser as Board members for the period up to the close of the next AGM. Ragnhild

Wiborg has declined re-election. It is proposed that Fredrik Arp is re-elected as the Chair of the Board.

Information about the proposed Board members is available on the company's website, [www.granges.com](http://www.granges.com).

### **Resolution on the number of auditors, fees to the auditor and election of auditor**

The Nomination Committee proposes that the company, for the period up to the close of the next AGM, have one auditor and no deputy auditor, that fees to the auditor be paid in accordance with approved invoices and that the registered accountancy firm Ernst & Young AB be re-elected as auditor for the period up to the close of the next AGM.

The Nomination Committee's proposal accords with the recommendation of the Audit Committee.

Ernst & Young AB has notified that if the General Meeting approves the Nomination Committee's proposal, the authorised public accountant Andreas Troberg will be appointed as the chief auditor.

### **THE NOMINATION COMMITTEE'S REASONED STATEMENT CONCERNING PROPOSALS FOR THE BOARD OF DIRECTORS OF GRÄNGES AB (PUBL)**

The Nomination Committee proposes the re-election of Fredrik Arp, Carina Andersson, Mats Backman, Peter Carlsson, Katarina Lindström and Hans Porat and election of Martina Buchhauser as Board members. Ragnhild Wiborg has declined re-election. The Nomination Committee proposes that Fredrik Arp is re-elected as Chair of the Board. Subsequently, the Nomination Committee's proposal means that for the forthcoming period of office the Board of Directors will unchanged consist of seven Board members elected by the general meeting and no alternates.

Since the Nomination Committee was formed in the autumn of 2020 it has held three meetings at which minutes were taken. In addition to these meetings, the Nomination Committee has had a number of meetings through video where no minutes have been taken, and contact by e-mail and telephone. At the first meeting of the Nomination Committee the Chair of the Board gave an account of how the work of the Board had been conducted over the past year. The Chair also presented to the Nomination Committee an internal written and oral evaluation of the work of the Board that had been commissioned by the Chair in the autumn of 2020. The results of this evaluation were overwhelmingly positive and gave the Nomination Committee an insight into the different competences of the Board. In addition to the discussions with the Chair, the Nomination Committee has discussed with other Board members and concluded that the Board work has been conducted in a very good and satisfactory manner.

Prior of the Annual General Meeting 2021, the Nomination Committee has identified a need to strengthen the vehicle competence in the Board, specifically in future issues in the supply chain such as electrification and sustainability. Against this background, Martina Buchhauser, with, among other things, a background as Chief Procurement Officer at Volvo Cars, BMW and the truck manufacturer MAN, is proposed as a new member of the Board.

Prior of the Annual General Meeting 2021 the Nomination Committee has assessed whether the current Board is appropriately composed in terms of size, breadth and diversity as regards to expertise, age, gender, background and experience, and whether it meets the demands placed on the Board given the company's current and future circumstances. The Nomination Committee has applied a diversity policy in accordance with Rule 4.1 of the Swedish Corporate Governance Code. An assessment has also been made as to whether each individual Board member is able to devote sufficient time and commitment to the Board's work. The outcome of these assessments has been positive.

The Nomination Committee notes that three of the seven proposed members of the company's Board, or 43 per cent, are women. The Nomination Committee will continue to strive for gender balance on the Board in the future. The Nomination Committee can also state that the proposal means that all of the members are independent in relation to the company and the company management, and are also independent in relation to major shareholders in the company.