

## Proposals and reasoning by the Nomination Committee for the 2025 Annual General Meeting of Bactiguard Holding AB (publ)

### 1. The Nomination Committee and its work

Based on principles adopted by the 2024 Annual General Meeting, the Nomination Committee for the 2025 Annual General Meeting consists of:

- Helena Borglund (Chairman of the Nomination Committee), appointed by TomBact AB (a company controlled by Thomas von Koch)
- Christian Kinch, appointed by GIDL Invest AB (a company controlled Christian Kinch)
- Mats J Andersson, appointed by Nordea Fonder AB
- Jannis Kitsakis, appointed by the Fourth AP Fund
- Jan Ståhlberg, appointed by himself

The Nomination Committee has conducted its work in accordance with the Swedish Code of Corporate Governance and the instructions for the Nomination Committee of Bactiguard Holding AB (publ) (the "Company") adopted at the Annual General Meeting held on 14 Maj 2024.

The task of the Nomination Committee is to submit proposals to the 2025 Annual General Meeting regarding the election of a chairman and other members of the Board of Directors as well as the election of auditors. The task of the Nomination Committee is also to submit proposals for a chairman at the shareholder meeting and proposals for fees to be paid to the members of the Board of Directors, members of Board committees, and auditors. In addition, the Nomination Committee must take a position regarding any change in the currently applicable instructions to the Company's Nomination Committee.

During the Nomination Committee's work, all Board members have announced that they are available for re-election.

The Nomination Committee has met on two occasions and in addition, the members have held regular meetings. For its work, the Nomination Committee has received the results of the evaluation with the Board of Directors.

The evaluation has shown that the work of the Board of Directors functions well and that the members of the Board of Directors consider the composition of the Board to be satisfactory.

The Nomination Committee has also taken note of the Chairman of the Board's report on the work of the Board and the Company's strategies.

### 2. Proposals by the Nomination Committee

The Nomination Committee submits the following proposals to the 2025 Annual General Meeting.

#### 2.1 Chairman of the Annual General Meeting

The Nomination Committee proposes Attorney Magnus Lindstedt to be appointed as chairman of the Annual General Meeting.

#### 2.2 Number of board members and auditor

The Nomination Committee proposes that the Board of Directors shall continue to consist of five (5) members and that the Company shall have a registered accounting firm as auditor.

#### 2.3 Fees for the Board of Directors and auditor

The Nomination Committee proposes that remuneration to Board members elected by the Annual General Meeting who are not employees of the Group (none of the nominated Board members are

employed by the Company) will be paid in the following amounts: SEK 750,000 to the Chairman of the Board, and SEK 400,000 to each of the additional four Board members (unchanged). No specific remuneration is proposed for the work in the additional Committees.

The Nomination Committee's proposal entails that the total remuneration of the Board is unchanged. The Nomination Committee makes the assessment that a continued fee to the Chairman of the Board at the previous level is justified. The Nomination Committee considers it justified that the four other members receive a fee at the same level since they each contribute with solid competence in their respective areas.

The Nomination Committee has also reviewed the fees for Board members in companies of similar size and orientation and has concluded that the proposed fees are at market terms.

With respect to the auditor's fees, no changes are proposed, and the auditor's fees shall be payable in accordance with approved invoices.

## **2.4 Election of directors and chairman of the Board of Directors**

The Nomination Committee proposes reelection of Thomas von Koch, Dr Richard Kuntz, Professor Anna Martling, Magdalena Persson and Jan Ståhlberg as Board members. The Nomination Committee further proposes that Thomas von Koch is re-elected as the Chairman of the Board of the Company.

All the proposed directors have agreed to serve on the Company's Board of Directors.

It is the opinion of the Nomination Committee that the proposed directors' profiles continue to be well-suited for the phase the Company is in. The Nomination Committee has in particular taken into account the Company's sharpened strategic focus on the licence business and profitability at EBITDA level. The proposed members each bring solid expertise in their respective fields.

The composition and size of the Board is considered to be well suited to the phase that the Company is in.

The Nomination Committee applies section 4.1 of the Code diversity policy and it is the opinion of the Nomination Committee that the proposed Board has an appropriate composition, characterized by versatility and breadth of competence, experience and background.

In the proposed Board of Directors, two out of five members are female (40%). The proposal of the Board members has been concluded after taken into account the Swedish Code of Corporate Governance and Swedish Corporate Governance Board goal of having 40% participation of the less represented gender in listed companies.

It is still an important task for future nomination committees to actively strive for a gender balance in the context of future inclusion of new members.

The Nomination Committee believes that the proposed Board members complement each other in terms of competence and that they will function well as a team. The proposed Board should, under the leadership of the Chairman, have good conditions to lead the Company and realize its long-term potential.

The Nomination Committee has also assessed each member's ability to devote sufficient time and commitment to the Board work as well as the independence of the directors.

Jan Ståhlberg is independent in relation to the Company and management but is not considered independent in relation to the Company's major shareholders.

Thomas von Koch, as the Company's major owner and former CEO, is not independent in relation to the Company, its management or its major shareholders.

The other members are independent in relation to the Company, management, and the major shareholders of the Company.

It is the opinion of the Nomination Committee that the proposed Board composition thus fulfills the requirement of independence imposed by the Swedish Corporate Governance Code.

## **2.5 Election of auditor**

In accordance with the recommendation of the Audit Committee, the Nomination Committee proposes re-election of the registered auditing company Deloitte. Deloitte has announced that they will continue to appoint Authorized Public Accountant Therese Kjellberg as the principal responsible for the audit.

## **2.6 Instructions for the nomination committee**

The Nomination Committee proposes that the instruction for the Nomination Committee adopted at the Annual General Meeting 2024 shall remain unchanged until the General Meeting decides otherwise.

## **Information on board members**

Information regarding the proposed directors of Bactiguard's Board of Directors is available at the Company's website.

Stockholm, April 2025

The Nomination Committee for Bactiguard Holding AB (publ)

*This is a translation of the Swedish version. In the event of deviations, the Swedish version available on the company's website applies, [www.bactiguard.com](http://www.bactiguard.com).*