

The nomination committee's for Synsam AB (publ) proposals and reasoned statement ahead of the 2026 Annual General Meeting

The nomination committee for Synsam AB (publ), reg. no. 556946-3358, ("Synsam" or the "Company") has been constituted based on the ownership status as of 29 August 2025 and consists of the following members:

- Isak Lenholm, chairman of the nomination committee and appointed by Carnegie Fonder;
- Karin Eliasson, appointed by Handelsbanken Fonder;
- Stefan Björkman, appointed by Cor Group;
- Lovisa Runge, appointed by the Fourth Swedish National Pension Fund (Sw. *Fjärde AP-fonden*); and
- Peter Törnquist, chairman of the board of directors.

The shareholder EssilorLuxottica SA has decided not to appoint a member of the nomination committee.

The nomination committee's proposals in respect of election of chairman of the annual general meeting, election of board of directors and auditor and determination of fees for the board of directors and the auditor, as well as the nomination committee's reasoned statement, are presented in the following.

Election of chairman of the annual general meeting

The nomination committee proposes that Peter Törnquist is elected as chairman of the annual general meeting.

Election of board of directors and auditor

Determination of the number of board members

The nomination committee proposes that the number of board members shall, for the period until the end of the next annual general meeting, be seven.

Determination of the number of auditors

The nomination committee proposes that the number of auditors shall be one with no deputy auditor.

Election of board members

The nomination committee proposes, for the period until the end of the next annual general meeting, re-election of the board members:

- (i) Peter Törnquist;
- (ii) Håkan Lundstedt;
- (iii) Kenneth Bengtsson;
- (iv) Ann Hellenius
- (v) Terje List;
- (vi) Ann Omstedt; and
- (vii) Petra Axdorff.

Furthermore, the nomination committee proposes re-election of Peter Törnquist as chairman of the board of directors.

Information about the proposed board members is available on the Company's website, www.synsamgroup.com/en/corporate-governance/board-of-directors/.

Election of auditor or audit firm

The current auditor of the Company is the registered audit firm Deloitte AB, with chartered accountant Johan Telander as auditor-in-charge. The nomination committee proposes, for the period until the end of the next annual general meeting and in accordance with the audit committee's recommendation, to re-elect the registered audit firm Deloitte AB as auditor of the Company. If Deloitte AB is re-elected as auditor, Deloitte has informed that the chartered accountant Johan Telander will continue as auditor-in-charge.

Determination of fees payable to the board of directors and the auditor

Fees payable to the members of the board of directors and its committees

The nomination committee proposes that the total fees payable to the board of directors shall, including fees for work on the committees, amount to SEK 3,300,000 (3,100,000) to be divided according to the following:

- SEK 845,000 per year (815,000) for the chairman of the board of directors;
- SEK 365,000 per year (355,000) for each of the other board members who are elected by the general meeting and who are not employed within the Synsam group;
- SEK 190,000 per year (180,000) for the chairman of the audit committee;
- SEK 115,000 per year (110,000) for each of the other members of the audit committee;
- SEK 120,000 per year (110,000) for the chairman of the People Committee; and
- SEK 60,000 per year (55,000) for each of the other members of the People Committee.

To the extent that the board of directors decides to adjust the number of members of the committees, it will affect the total fees payable to the board of directors above.

Fees payable to the auditor

The nomination committee proposes that fees to the auditor shall be paid in accordance with approved invoices according to customary billing standards.

Reasoned statement

The nomination committee has held four recorded meetings during the period October 2025 – February 2026.

The nomination committee has as part of its work considered the size and composition of the board of directors in consideration of the needs for industry experience, competence and diversity. Particular attention has been paid to Synsam's strategies and ambitions and the requirements that the group's future direction places on the board of directors. The annual general meeting of 2025 elected nine members of the board. Christoffer Sjøqvist och Gustaf Martin-Löf, board representatives of Theia Holdings S.à r.l., a company indirectly owned by CVC Capital Partners V, resigned from the board of directors in connection with the former owner's final divestment of its shareholding in Synsam. The board of directors has thereafter consisted of seven members. The nomination committee is of the opinion that seven is an appropriate number to enable effective board work for the coming term of office and consequently proposes that the number of members should be seven.

As a basis for its work, the nomination committee has, among other things, been informed about the outcome of the self-evaluation conducted with regard to the work of the board of directors during 2025 and received information from the chairman of the board of directors of the Company regarding how the work of the board of directors is functioning. Furthermore, the nomination committee has also had individual discussions with all of the current members of the board of directors, including the Company's CEO.

The nomination committee is of the opinion that the board work has functioned very well during the year and that the board members carry out their duties in a beneficial manner. Additionally, the

nomination committee assesses that the competencies and experiences that are considered to be of importance for the Company are currently represented on the board of directors. The nomination committee therefore believes that the current board of directors has an appropriate composition to meet the Company's needs.

Considering the above, the nomination committee proposes re-election of Peter Törnquist, Håkan Lundstedt, Kenneth Bengtsson, Ann Hellenius, Terje List, Anna Omstedt and Petra Axdorff as ordinary board members. Furthermore, the nomination committee proposes re-election of Peter Törnquist as chairman of the board of directors.

When assessing the independence of the proposed board members, the nomination committee is of the opinion that the proposal for the Company's board of directors meets the requirements regarding independency set out in the Swedish Corporate Governance Code (the "**Code**"). For information on the independence of the proposed members, please refer to the Company's website, www.synsamgroup.com/en/corporate-governance/board-of-directors/.

Additionally, the nomination committee has applied rule 4.1 in the Code as diversity policy. The nomination committee makes the assessment that the proposed board of directors would have an appropriate composition in view of the Company's operations, phase of development and other relevant circumstances. Of all the proposed board members the proportion of female members is 43 per cent and the proportion of male members is 57 per cent, which means that the nomination committee's proposal meets the long-term goal of 40 per cent of the least represented gender in the board of directors set by the Swedish Corporate Governance Board.

With regard to fees payable for the board of directors and its committees, a guiding principle for the nomination committee is that the fees shall be competitive and make it possible to recruit and retain qualified and competent board members. The nomination committee has conducted a review of the fee levels partly through a comparison of the current fee levels with the fee levels in a selection of companies assessed to be comparable to Synsam, and partly by taking into account the board of directors' and board committees increased workload and responsibility. According to the nomination committee, the completed review justifies an increase in fees payable to the board of directors and remuneration for committee work in accordance with the nomination committee's proposal set out above.

Lastly, the nomination committee has reviewed the instructions for the nomination committee that are currently in force and which were adopted at the 2021 annual general meeting, and has decided not to propose any changes.

Stockholm in March 2026
The nomination committee of Synsam AB (publ)