

Rules of procedure for the Nomination Committee of Synsam AB (publ)

These rules of procedure for the nomination committee in Synsam AB (publ), reg. no. 556946-3358 (the "Company"), have been adopted by the general meeting and shall be applied from 1 January 2022.

1. The Nomination Committee's main objective and responsibility is to present proposals for the nomination of a Chairman of the Board of Directors, members of the Board of Directors and auditors of the Company, as well as propose fees and other remuneration for board assignments to each of the members of the Board of Directors and auditors. The nomination committee shall conduct its duties in accordance with the Swedish Code of Corporate Governance and thus particularly aim at an appropriate composition of the Company's Board of Directors characterized by diversity and breadth of the appointed members' qualifications, experience and background, as well as strive for gender balance on the board.
2. The company shall have a Nomination Committee consisting of one representative from each of the four largest shareholders or shareholder groups with regards to the number of votes according to paragraph 3 below that wish to appoint a representative, as well as the Chairman of the Board of Directors. If any of the four largest shareholders or shareholder groups with regards to the number of votes waives its right to appoint a representative to the nomination committee, the next shareholder or shareholder group in size shall be entitled to appoint a representative.
3. The Nomination Committee shall be constituted based on shareholder statistics from Euroclear Sweden AB on the last banking day in January the same year as the annual general meeting, and other reliable information regarding shareholding which has been provided to the Company at this time. In the assessment of who the four largest shareholders are, a group of shareholders shall be considered as one owner if they have (i) been registered as a group in the Euroclear Sweden system, or (ii) made public, and to the Company notified in writing, that they have agreed in writing that through joint exercise of the right to vote initiate a long-term joint stance in questions regarding the management of the Company.
4. The Chairman of the Board shall, as soon as information become available regarding ownership as stated above, contact a representative of each of the four largest shareholders in the Company, which then have the right to appoint one representative each to the nomination committee. The members of the nomination committee shall be announced no later than six months prior to the annual general meeting. The name of the shareholder appointing a member shall be published.

5. The Nomination Committee shall appoint a Chairman of the Nomination Committee. The Chairman of the Nomination Committee shall not be a member of the Company's Board of Directors.
6. If, earlier than two months before the annual general meeting, one or more shareholders that have appointed members of the Nomination Committee, are no longer one of the four shareholders with the largest number of votes, the members appointed by these shareholders shall resign and the shareholder(s) that have now become one of the four shareholders with the largest number of votes shall, after contact with the Chairman of the Nomination Committee, appoint their representatives.
7. Shareholders that have become one of the four largest owners later than two months before the annual general meeting shall instead of being a part of the Nomination Committee have the right to elect a representative which shall be co-opted to the Nomination Committee and thus participate without voting rights.
8. Shareholders who have appointed a member of the Nomination Committee has the right to dismiss such member and appoint a new representative as a member of the Nomination Committee. Any change in the composition of the Nomination Committee shall be made public as soon as it has been made.
9. The Nomination Committee shall present proposals regarding the items listed below, to be submitted to the annual general meeting for resolution:
 - a) election of Chairman of the annual general meeting,
 - b) election of members of the Board of Directors,
 - c) election of Chairman of the Board of Directors,
 - d) election of auditors,
 - e) remuneration to the Board of Directors, with division between the Chairman of the Board of Directors and other members of the Board of Directors, as well as remuneration to members of the board committees,
 - f) remuneration to the Company's auditors, and
 - g) instructions for the Nomination Committee.
10. The Company shall be notified of the proposals of the Nomination Committee not later than six weeks before the annual general meeting. All information regarding potential new members of the Board of Directors shall be attached to the proposal
11. The mandate of the current Nomination Committee shall be valid until the new one is appointed according to the above criteria.

