

## **Instructions for the Nomination Committee**

This instruction for the Nomination Committee regarding engcon shall apply until the general meeting decides otherwise.

The Nomination Committee shall consist of at least three and not more than five members. In September, the chairperson of the board shall contact the three largest shareholders (assessed on the basis of the number of votes held as of 31 August) regarding the formation of a Nomination Committee. If such a shareholder declines to appoint a member, the fourth largest shareholder shall be asked, and so on. Not more than five more shareholders are required to be contacted unless the chairperson of the board finds specific reasons for doing so. In addition, the chairperson of the board of directors of the Company shall be a co-opted member. In his or her role as a co-opted member, the chairperson of the board of directors of the Company shall assist the nomination committee in carrying out its tasks but is not entitled to participate in its decision making.

Each member of the Nomination Committee is to consider carefully whether there is any conflict of interest or other circumstance that makes its membership of the Nomination Committee inappropriate before accepting the assignment. The majority of the members of the Nomination Committee are to be independent of the Company and its executive management. Neither the CEO nor other members of the executive management are to be members of the Nomination Committee. Board members may be members of the Nomination Committee but must not constitute a majority of the Nomination Committee's members. At least one member of the Nomination Committee is to be independent of the Company's largest shareholder in terms of votes or any group of shareholders who act in concert in the governance of the Company. All members of the nomination committee shall act and perform their duties in the interest of all shareholders.

The names of the persons to be included in the Nomination Committee and the names of the shareholders who appointed them shall be published on the Company's website no later than six months before the Annual General Meeting.

The Nomination Committee is appointed for a term of office from the time when its composition is announced until the next Nomination Committee is formed. Chairperson in the Nomination Committee, unless the members agree otherwise, shall be the member appointed by the largest shareholder (assessed on the basis of the number of votes held). However, the chairperson of the board or any other board member shall not be the chairperson of the Nomination Committee. The Nomination Committee is quorate when more than half of the members of the Nomination Committee are present.

If during the Nomination Committee's term of office one or more of the shareholders who have appointed members of the Nomination Committee no longer belongs to the three largest shareholders in terms of the number of votes, members of the Nomination Committee appointed by them must resign their positions, and the shareholder or shareholders being among the three largest shareholders in terms of votes shall be asked in their place, if they want to appoint new members to the Nomination Committee. However, unless there are special reasons, no changes shall be made to the composition of the Nomination Committee if the change occurs later than two months before the Annual General Meeting where proposals from the Nomination Committee are to be considered.

Shareholders who have appointed a member of the Nomination Committee have the right to dismiss such a member and appoint a new member of the Nomination Committee. Likewise, if a member at its own request leaves the Nomination Committee before its work is completed, the shareholder who appointed the member has the right to appoint a new member to the Nomination Committee. Changes in the composition of the Nomination Committee shall be announced as soon as possible.

The Company's website shall provide information on how shareholders may submit recommendations to the Nomination Committee.

The Nomination Committee shall prepare proposals in the following matters to be submitted to the Annual General Meeting for decision (presented in the notice to the general meeting as well as on the Company's website):

- » proposal for chairman of the meeting,
- » proposal for the number of board members on the Company's board,
- » proposals for the election of board members and chairperson of the board,
- » proposals for the election of statutory auditors,
- » proposals for board fees to the chairperson of the board and to other members of the Board and any remuneration for committee work,
- » proposal for fee to the statutory auditors, and
- » proposal for any changes to this instruction for the Nomination Committee (if applicable).

Committee members are not to reveal the content and details of nominations discussions unduly.

The Nomination Committee shall make available such information to the Company as the Company needs to be able to meet the information requirements of the Swedish Corporate Governance Code. In connection with its assignment, the Nomination Committee shall otherwise fulfil the tasks according to the Swedish Corporate Governance Code.

No fees are to be paid to Nomination Committee members. The Company shall however, at the request of the Nomination Committee, provide personnel resources such as the secretarial function in the Nomination Committee, to facilitate the Nomination Committee's work. If necessary, the Company shall also pay reasonable costs for external consultants and similar which are deemed necessary by the Nomination Committee for it to be able to fulfil its assignment.

At least one member of the Nomination Committee shall attend general meetings where board members and/or auditors are to be elected and present the reasons underlying the Nomination Committee's proposals.

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*Adopted at the Annual General Meeting 4 May 2023*