

## **The nomination committee's proposal for the Annual General Meeting 2024 of Vimian Group AB (publ)**

The nomination committee of Vimian Group AB (publ), which consists of Gabriel Fitzgerald (chairman of the board), Håkan Håkansson (Fidelio Capital), Nick Bova (Finn Pharmaceuticals Trust) and Suzanne Sandler (Handelsbanken Fonder), proposes the following:

- that Linnéa Sellström, member of the Swedish Bar Association, from Advokatfirman Vinge, shall be appointed chairperson at the Annual General Meeting;
- that the number of members of the board shall be six, equivalent to a net reduction of one board member, without deputies;
- that the number of auditors shall be one without deputies;
- that the board members Robert Belkic, Theodor Bonnier, Gabriel Fitzgerald, Petra Rumpf and Frida Westerberg are re-elected;
- that Magnus Welander is elected new member of the board;
- that Magnus Welander is elected chairman of the board;
- that Grant Thornton Sweden AB, with the request that Carl-Johan Regell acts as auditor in charge, in accordance with the audit committee's recommendation is re-elected;
- that the fees for the Board of Directors are determined as EUR 225,000 in total for the period until the end of the next Annual General Meeting, to be allocated with EUR 75,000 to the chairman of the board and EUR 50,000 to each of the other board members elected by the Annual General Meeting, with the exception of Gabriel Fitzgerald and Theodor Bonnier who have announced that they refrain from fees; and
- that the fee for the audit shall be paid in accordance with approved statement of costs.

A presentation of the individuals proposed by the nomination committee for re-election is available at [www.vimian.com](http://www.vimian.com) and information concerning the proposed new board member Magnus Welander is presented below.

### **Information concerning the proposed new board member Magnus Welander**

#### ***Born***

1966.

#### ***Education***

MSc Industrial Engineering & Management from The Institute of Technology at Linköping University, Sweden.

#### ***Principal work experiences***

CEO of Thule Group AB (publ), CEO of Envirotainer AB and various management positions within Tetra Pak.

#### ***Other current board assignments***

Chairman of the Board in Embellence Group AB (publ), Mips AB (publ) and Eleiko Group AB. Board member at Herenco Holding AB and HESTRA-Handsken AB.

#### ***Shareholding in the company***

73,630 ordinary shares, 0 C shares.

#### ***Independent of***

The company and executive management: Yes.

Major shareholders: Yes.

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Stockholm April 2024

Vimian Group AB (publ)

The nomination committee

## **The nomination committee's motivated opinion regarding proposals for the Board of Directors of Vimian Group AB (publ)**

The nomination committee for the Annual General Meeting 2024 consists of Gabriel Fitzgerald (chairman of the board), Håkan Håkansson (Fidelio Capital), Nick Bova (Finn Pharmaceuticals Trust) and Suzanne Sandler (Handelsbanken Fonder). Håkan Håkansson is the chairman of the nomination committee.

### ***The nomination committee's work***

The nomination committee has since the Annual General Meeting 2023 had five meetings where minutes were kept and has in addition thereto had informal contacts on several occasions. Particular focus has been placed on the board composition, the recruitment of a new chairman of the board and how the Board of Directors operates as a group and the nomination committee has discussed the evaluation of the Board of Directors' work. As a basis for its assessment, the nomination committee has been provided with an evaluation of the Board of Directors and its work, as well as conducted interviews with the board members. The nomination committee has also evaluated and interviewed potential board member candidates, as well as assessed the level of fees to the board.

### ***The nomination committee's proposals***

The nomination committee proposes the following for Vimian's Board of Directors:

- that the Board of Directors shall consist of six members, equivalent to a net reduction of one board member, without deputies;
- that the board members Robert Belkic, Theodor Bonnier, Gabriel Fitzgerald, Petra Rumpf and Frida Westerberg are re-elected;
- that Magnus Welander is elected new member of the board; and
- that Magnus Welander is elected chairman of the board.

### ***Motivated opinion***

The nomination committee has, in its work before the Annual General Meeting, had an objective to ensure that the board, as a group, has the necessary competence and experience, in particular for Vimian Group's operations in a period of strong development and growth, and to be able to continue to lead the company in a successful manner. The nomination committee has in particular taken into account the need for diversity and variety in terms of competence, experience and background, in consideration of, *inter alia*, the company's strategic development, direction and control.

The nomination committee has been informed that the current board members Mikael Dolsten and Martin Erleman have declined re-election. As previously announced, the nomination committee has also been informed that Gabriel Fitzgerald has declined re-election as the chairman, but that he remains available for re-election as board member.

In its work, and following its assessment, the nomination committee has sought to complement the board with an individual with broad experience from the public environment who would add further credibility, experience and capability in relation to Vimian's strategic priorities and future development. This individual would act as the chairman of the board, and would further increase the share of independent board members in relation to the company, executive management and the company's major shareholders.

The proposed new board member, Magnus Welander, has been the CEO of Thule AB (publ) since 2010 and has extensive board experiences from listed companies. Magnus Welander has demonstrated exceptional leadership and strategic vision in his operational career, as evidenced by an impressive track record of driving value creation in global businesses in a public environment. It is the nomination committee's view that with Magnus Welander as the chairman of the board, Vimian will enjoy valuable support from a highly experienced and appreciated international business leader.

The nomination committee is of the opinion that the proposed Board of Directors consists of a wide and diversified group of qualified individuals, who are motivated and fit for the work required by the Board of Directors of Vimian. The nomination committee is also of the opinion that the board members complement each other in terms of qualification and experience.

The nomination committee complies with the Swedish Corporate Governance Code (the "Code"). When assessing the independence of the proposed board members, the nomination committee has found that the proposed composition of the board of the company fulfills the requirements regarding independence set forth in the Code. In relation to the composition of the Board of Directors, the provisions of rule 4.1 of the Code have been applied as diversity policy and with regard to the objectives of that policy.

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