

## **The nomination committee's proposals and motivated statement for the Annual General Meeting 2022 in Vimian Group AB (publ)**

### **The nomination committee's proposal**

The nomination committee of Vimian Group AB (publ), which consists of Gabriel Fitzgerald (chairman of the board), Håkan Håkansson (Fidelio Capital), Angelica Hanson (AMF Pension & Fonder) and Erik Ståhl Hallengren (SEB Fonder), proposes the following:

- that Dain Hård Nevenon from Advokatfirman Vinge shall be appointed chairman at the Annual General Meeting;
- that the number of members of the board shall be six without deputies (equivalent to an addition of one board member compared to the current composition);
- that the number of auditors shall be one without deputies;
- that the directors' fees are determined as EUR 150,000 in total, to be allocated with EUR 50,000 to each one of the Board members elected by the General Meeting, with the exception of Gabriel Fitzgerald (chairman of the board), Martin Erleman and Theodor Bonnier who have announced that they refrain from fees;
- that the fee to the auditor shall be paid in accordance with approved invoices;
- that the board members Mikael Dolsten, Gabriel Fitzgerald, Frida Westerberg, Martin Erleman and Theodor Bonnier are re-elected;
- that Petra Rumpf is elected new member of the board;
- that Gabriel Fitzgerald is re-elected chairman of the board; and
- 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.

Information regarding 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 Petra Rumpf is presented below.

#### *Information concerning the proposed new board member Petra Rumpf*

##### **Petra Rumpf**

*Born:* 1977.

*Education:* Bachelor's degree in Economics from Trier University and MBA from Clark University, USA.

*Other current assignments:* Member of the Supervisory Board at SHL-Medical, Zug. Member of the Supervisory Board, Chair of the ESG Task Force and member of the Technology Committee at Straumann Group. Member of the Supervisory Board and Chair of the Digital Advisory Board at VZUG, Zug. Member of the Advisory Board at Lima Corporate.

*Principal work experience:* Member of the Executive Management Board and Global Head Dental Service Organizations at Straumann Group. Member of the Executive Committee of Nobel Biocare. Several years of experience in life science companies, the high-tech sector and over ten years of experience as a board member in companies within the MedTech industry.

*Shareholding in the company:* 40,000 ordinary shares.

*Independent of:*

The Company and executive management: Yes.

Major shareholders: Yes.

### **The nomination committee's motivated opinion regarding proposals for the board of directors**

The nomination committee for the AGM 2022 consists of Gabriel Fitzgerald (chairman of the board), Håkan Håkansson (Fidelio Capital), Angelica Hanson (AMF Pension & Fonder) and Erik Ståhl Hallengren (SEB Fonder). Håkan Håkansson is the chairman of the nomination committee.

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

The nomination committee has had four meetings where minutes were kept prior to the annual general meeting 2022 and has in addition thereto had informal contacts on several occasions. Particular focus has been the board composition 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, executed by the chairman of the board, as well as conducted interviews with each board member about the board's work, as well as Vimian's strategic priorities. The nomination committee has also evaluated the level of fees to 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 to be able to continue to lead the company in a successful manner, in particular in light of Vimian Group's operations and developing stage. 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 discussed diversity perspectives based on the perception that they are essential in the board composition and the nomination committee aims for equal distribution between genders.

In its work, and following its assessment, the nomination committee has therefore sought to complement the board with individuals who would add further diversity, credibility, experience and capability in relation to Vimian's strategic priorities and future development.

The proposed new board member, Petra Rumpf, is a seasoned global business leader and MedTech expert, who brings decades of executive and non-executive experience from driving ambitious growth and business development agendas, as well as digitalisation and ESG efforts.

The nomination committee is in 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 Group. 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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Stockholm in May 2022

Vimian Group AB (publ)

The nomination committee