

# **Proposals by the Nomination Committee in respect of the Annual General Meeting 2025 in GARO Aktiebolag**

## **1. Resolutions and the composition of the Nomination Committee**

At the Annual General Meeting in GARO Aktiebolag (“**GARO**”) held on 4 May 2017, instructions for the establishing of a Nomination Committee were adopted to apply until further notice. The Nomination Committee shall be composed of members, representing the three largest shareholders in terms of voting rights registered in the shareholders’ register maintained by Euroclear Sweden AB as of 31 August each year, together with the Chairperson of the Board.

The Nomination Committee in respect of the Annual General Meeting 2025 has comprised:

- Niklas Bogefors, appointed by Lars Svensson
- Johan Ståhl, appointed by Svolder AB (publ)
- Emma Englén, appointed by Spiltan Fonder AB
- Rickard Blomqvist, in his capacity as Chairperson of the Board of GARO

Niklas Bogefors has been elected Chairperson of the Nomination Committee.

The Nomination Committee shall submit proposals regarding the election of Chairperson of the General Meeting, members of the Board of Directors, Chairperson of the Board, auditor, fees for the members of the Board including division between the Chairperson and the other Board members, as well as fees for committee work, fees to the company’s auditor and changes of the instructions to the Nomination Committee.

## **2. Proposals by the Nomination Committee in respect of the Annual General Meeting**

The Nomination Committee makes the following proposals in respect of the Annual General Meeting 2025:

**Chairperson of the Annual General Meeting:** The Chairperson of the Board, Rickard Blomqvist, shall be elected Chairperson of the Annual General Meeting.

**Board of Directors:** The number of Board members shall be six (without deputies). Re-election shall be made of the Board members Martin Althén, Rickard Blomqvist, Johan Paulsson and Lars Kongstad, and new election shall be made of Kristine Lindberg and Axel Barnekow Widmark. Susanna Hilleskog and Mari-Katharina Jonsson Kadowaki have declined re-election.

The Nomination Committee further proposes new election of Axel Barnekow Widmark as the Chairperson of the Board.

Additional information on Board members proposed for new election, Axel Barnekow Widmark and Kristine Lindberg, respectively, is set out in [Appendix A](#). Information about all

Board members proposed for re-election is available on the Company's website, <https://www.garogroup.se/en>.

**Board and Committee fees:** The Board and Committee fees are proposed to be unchanged. Board fees, excluding Committee fees, shall be paid in a total of SEK 2,225,000, of which SEK 725,000 to the Chairperson of the Board and SEK 300,000 to each of the other Board members elected by the General Meeting who are not employed by the group. Fees for assignment in the Audit Committee shall be paid in a total of SEK 200,000 (based on an unchanged number of committee members), of which SEK 100,000 to the Chairperson and SEK 50,000 to each of the other members of the Audit Committee. Fees for assignment in the Remuneration Committee shall be paid in a total of SEK 100,000 (based on an unchanged number of committee members), of which SEK 50,000 to the Chairperson and SEK 25,000 to each of the other members of the Remuneration Committee.

**Auditor:** The number of auditors shall be one without deputies. In accordance with the Audit Committee's recommendation, the registered audit firm Ernst & Young AB is proposed for re-election as GARO's auditor for a period of one year until the end of the Annual General Meeting 2026. Ernst & Young AB has notified that the authorised public accountant Carolina Timén will be auditor in charge, if Ernst & Young AB is elected as auditor by the Annual General Meeting. The auditor's fee is proposed to be paid according to approved invoice.

**Instructions to the Nomination Committee:** The Nomination Committee proposes that the current instructions for the Nomination Committee be adjusted so that the Chairperson of the Board is co-opted to the Nomination Committee and not a member. The Nomination Committee proposes that the Annual General Meeting resolves to adopt the following instructions for the Nomination Committee.

*The Nomination Committee shall be composed of members, representing the three largest shareholders in terms of voting rights registered in the shareholders' register maintained by Euroclear Sweden as of 31 August each year. The Chairperson of the Board shall convene the Nomination Committee for its first meeting, and shall also be co-opted to the Nomination Committee. The member that represents the largest shareholder in terms of voting rights shall be chosen as Chairperson of the Nomination Committee. The Chairperson of the Nomination Committee shall be the spokesperson of the Nomination Committee.*

*In the event one or more shareholders who appointed members of the Nomination Committee, earlier than two months before the General Meeting, are no longer among the three largest shareholders in terms of voting rights, the members appointed by such shareholders shall resign and the shareholder or shareholders who has become one of the three largest shareholders shall be entitled to appoint their representatives. If a member resigns from the Nomination Committee before the work is completed and the Nomination Committee finds it suitable, a substitute shall be appointed. Such a substitute shall be appointed from the same shareholder or, if that shareholder no longer is among the largest shareholders in terms of voting rights, from the shareholder who has become the largest shareholder next in line. A change in the composition of the Nomination Committee shall immediately be publicly announced.*

*The composition of the Nomination Committee shall be publicly announced six months prior to each Annual General Meeting. No remuneration fee shall be paid out to members of the Nomination Committee. Potential necessary expenses for the work of the Nomination*

*Committee shall be paid by the Company. The term of office for the Nomination Committee runs until the next composition of the Nomination Committee has been announced.*

*The Nomination Committee shall prepare proposals regarding the election of chairperson of the General Meeting, members of the Board of Directors, Chairperson of the Board, auditor, fees for the members of the Board including division between the Chairperson and the other Board members, as well as fees for committee work, fees to the Company's auditor and changes of the instructions to the Nomination Committee.*

*This instruction shall apply until further notice.*

### **3. Report on how the Nomination Committee has performed its tasks**

All members of the Nomination Committee have carefully considered and concluded that there is no conflict of interest or other circumstances making it inappropriate to accept the assignment as member of the Nomination Committee of GARO.

Ten meetings have been held by the Nomination Committee. In addition, the Nomination Committee has had contact via telephone and email. The Nomination Committee has, through the Chairperson of the Board, been informed of the results of the Board evaluation and has also conducted interviews with all members of the Board of Directors and the Board's employee representatives. The Nomination Committee has further taken note of the Audit Committee's recommendation regarding election of auditor.

The Nomination Committee has considered all tasks stated in the Swedish Corporate Governance Code under the responsibility of the Nomination Committee. The Nomination Committee has discussed and considered, inter alia, (i) to what extent the current Board of Directors fulfils the requirements that will be imposed on the Board of Directors as a result of GARO's business and development phase, (ii) the size of the Board of Directors, (iii) the different areas of competence that are and should be represented on the Board of Directors, (iv) the composition of the Board of Directors with respect to experience, gender and background, (v) remuneration to the members of the Board of Directors and (vi) questions relating to election of auditor and the auditor's fee. The Nomination Committee has applied rule 4.1 in the Swedish Corporate Governance Code as diversity policy, entailing that the Board of Directors shall, taking into account the company's business, phase of development and other relevant circumstances, have a suitable composition characterised by diversity and breadth of qualifications, experience and background among the Board members elected by the general meeting, as well as that an equal gender distribution shall be sought.

The Nomination Committee has also reviewed the current instructions for the Nomination Committee and decided to propose a minor change, so that the Chairperson of the Board is co-opted to the Nomination Committee and not a member.

Finally, the Nomination Committee has, in order for the company to fulfil its information obligation to the shareholders, informed the company on how the Nomination Committee has performed its tasks and on the proposals that the Nomination Committee presents.

#### **4. Reasoned statement by the Nomination Committee on the proposed Board of Directors**

The Nomination Committee has assessed the number of Board members and found that the proposed composition of six members is currently suitable considering, *inter alia*, the company's operations and geographical market range.

The Nomination Committee considers that the members of the Board of Directors of GARO are competent and have extensive experience regarding digitalisation, electrical installations, temporary power and charging infrastructure in a broad sense, technical innovation, economics, capital market matters and financing matters, wholesale stages, customer service and changed customer behaviours, trend analysis, communication and marketing, and regarding Board work in general. The Board members have demonstrated a high level of commitment and the attendance rate at Board meetings has been high. The way in which the presidency has been managed has ensured an open and constructive dialogue within the Board.

In consideration hereof, the Nomination Committee has proposed re-election of all Board members available for re-election, new election of Kristine Lindberg and Axel Barnekow Widmark and, in light of Rickard Blomqvist declining re-election as Chairperson of the Board, new election of Axel Barnekow Widmark as Chairperson of the Board. The Nomination Committee assesses that Axel Barnekow Widmark has the competence and qualities required to lead the Board's work in the future.

The Nomination Committee considers that the proposed Board members together has the diversity and breadth of competence, experience and background required with respect to GARO's business, development phase and other circumstances. In light of the company's future ambitions, and based on discussions with the proposed Board members, the Nomination Committee has identified a need to further strengthen the Board's competence in areas such as expansion, market, internationalisation and sustainability matters to meet the company's future needs even better. It is, *inter alia*, against this background that the Nomination Committee has proposed the new election of Kristine Lindberg and Axel Barnekow Widmark.

The question of equal gender distribution within the Board should be given specific attention in relation to election of Board members. However, the Nomination Committee notes that of the now proposed Board members, only one is a woman and five are men. It is GARO's ambition to have a diverse composition of the Board, and the company endeavours to achieve a more even gender distribution. The Nomination Committee considers that diversity is important and that it is important that future nomination committees continue to work towards a more even gender balance on the Board.

In addition, the Nomination Committee has assessed the independence of the Board members. The Nomination Committee believes that its proposal regarding the composition of the Board in GARO fulfils the requirements of independence as stipulated in the Swedish Corporate Governance Code. In order to be able to evaluate the proposed members of the Board of Directors' independence in relation to GARO and the executive management, as well as to the larger shareholders in GARO, the Nomination Committee has obtained information on the proposed members of the Board of Directors. The Nomination Committee deems that all proposed Board members are to be regarded as independent in relation to GARO and the

executive management. Five of the Board members are also to be regarded as independent in relation to major shareholders in GARO.

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March 2025

**The Nomination Committee of GARO Aktiebolag**

## **Axel Barnekow Widmark (born 1977)**

<b>Principal education:</b>	M.Sc. in Engineering, KTH
<b>Work experience:</b>	Axel has extensive experience from various management positions within ABB, both in Sweden and abroad.
<b>Other on-going assignments:</b>	Executive Vice President, Head of Service & Installation, of NKT S/A.
<b>Holding in GARO:</b>	0 shares

The Nomination Committee deems that Axel Barnekow Widmark is to be regarded as independent in relation to GARO and the executive management and to GARO's major shareholders.

## **Kristine Lindberg (born 1974)**

<b>Principal education:</b>	M.Sc. in Engineering, Lund University
<b>Work experience:</b>	Kristine has extensive experience from various management positions in, among others, Alfa Laval, both in Sweden and abroad.
<b>Other on-going assignments:</b>	CEO of Beijer Electronics AB.
<b>Holding in GARO:</b>	0 shares

The Nomination Committee deems that Kristine Lindberg is to be regarded as independent in relation to GARO and the executive management and to GARO's major shareholders.