

## **The Nomination Committee's proposal and reasoned statement ahead of Probi's Annual General Meeting on 5 May 2022**

### **Background**

At the Annual General Meeting of Probi AB in 2021, a Nomination Committee was appointed comprising Heinz-Jürgen Bertram, CEO of Symrise AG, Marianne Flink, appointed by Swedbank Robur Fonder, Jannis Kitsakis, appointed by the Fourth Swedish National Pension Fund, and Bengt Jeppsson, appointed by the minor shareholders. In August 2021, Swedbank Robur Fonder announced that Marianne Flink had been replaced by Monica Åsmyr. At the same time, the Fourth AP Fund announced that Jannis Katsakis has been replaced by Marianne Flink.

Heinz-Jürgen Bertram was appointed Chairman of the Nomination Committee.

The tasks of the Nomination Committee ahead of the Annual General Meeting 2022, have been to prepare for the election of auditors, election of a chairman and other members to the Board of Directors, election of a chairman at the Annual General Meeting, remuneration issues and items in relation to this. The Nomination Committee has held two minuted meetings, in addition to continuous consultations over the telephone. These meetings and consultations have mainly focused on the evaluation of the work of the current Board of Directors, discussions on the number of Board members, the need for new recruitments, discussions on prospective new Board members and discussions on Board fees.

### **The Nomination Committee's reasoned statement**

The Nomination Committee has discussed the Board's composition, in terms of business experience and skills, for example, in order to evaluate the demands that will be placed on the Board of Directors as a result of the current situation of the company and its future direction. An important basis for the work has been that the composition of the Board of Directors should reflect and accommodate various skills and experiences that Probi requires. In its work, the Nomination Committee has, in particular, considered item 4.1 of the Swedish Code of Corporate Governance, which comprises the policy on diversity that the Nomination Committee has applied in preparing its proposal for Board of Directors. In that respect, the Nomination Committee has taken into account the versatility and breadth of the proposed Board members in terms of competency, business experience, background and an equal gender distribution when striving to achieve the appropriate composition of the Board.

The Nomination Committee has, as a basis for its proposal, studied the Chairman of the Board's report on the company's operations, targets and strategies and on the performance of the Board during the past year. Individual meetings with Board members have been conducted. The work of the Nomination Committee has been characterised by transparency and constructive dialogue in order to achieve a well-balanced Board. The Nomination Committee has devoted most of its time to discussing the Board's various expertise profiles and its composition. The Nomination Committee's assessment is that the work of the Board has been functioning well and that the members of the Board mainly hold the required skill and expertise.

All of the present Board members, is proposed to be re-elected: Jean-Yves Parisot, Jörn Andreas, Charlotte Hansson, Irène Corthésy Malnoë and Malin Ruijsenaars, who have declared themselves available for re-election.

It is proposed to re-elect Jean-Yves Parisot as the Chairman of the Board.

The Nomination Committee considers that the proposed Board of Directors, in view of the company's operations, development phase and other relevant considerations, has the appropriate composition to meet the requirements following from the company's operations. The Nomination Committee has considered the company's strategic development, its governance and control and also the demands that these factors place on the skills and composition of the Board of Directors.

Considering the requirements established by the Swedish Code of Corporate Governance in terms of the independence of members of the Board, the Nomination Committee considers Charlotte Hansson, Irène Corthésy Malnoë and Malin Ruijsenaars to be independent in relation to the company and its

senior executives as well as the company's major shareholders. Jean-Yves Parisot and Jörn Andreas are considered independent in relation to the company and its senior executives but dependent in relation to Symrise AG, which is the largest shareholder of the company.

The Nomination Committee has decided to propose the following board fees: The fee for the Chairman of the Board shall amount to SEK 540,000 (520,000) and shall amount to SEK 270,000 (260,000) for other Board members. The fee for the Chairman of the Audit Committee shall amount to SEK 120,000 (120,000). Remuneration for other committee work is proposed to be paid as follows: SEK 50,000 (50,000) to each of the other members of the Audit Committee, and SEK 30,000 (30,000) to the Chairman of the Remuneration Committee and SEK 20,000 (20,000) to each of the other members of the Remuneration Committee.

The Nomination Committee has received the Audit Committee's recommendation regarding election of auditor. The Audit Committee resolved to recommend re-election of Ernst & Young AB as the company's auditor at the Annual General Meeting 2022, for a mandate period of one year, with a wish that Peter Gunnarsson shall serve as the auditor-in-charge.

Probi's Nomination Committee makes the following proposals to the company's Annual General Meeting 2022:

***The Nomination Committee's proposal regarding the election of a Chairman at the AGM***

The Nomination Committee proposes Madeleine Rydberger, lawyer at Mannheimer Swartling Advokatbyrå.

***The Nomination Committee's proposal regarding the number of Board members and deputy Board members on the Board of Directors***

The Nomination Committee proposes five Board members and no deputy Board members.

***The Nomination Committee's proposal regarding Board fees***

The Nomination Committee proposes that Board fees for the period until the end of the Annual General Meeting 2023 shall be distributed as follows: the Chairman of the Board accounts for SEK 540,000 (SEK 520,000) and other members account for SEK 270,000 (SEK 260,000) each. Remuneration for committee work is proposed as follows: SEK 120,000 (SEK 120,000) to the Chairman of the Audit Committee and SEK 50,000 (SEK 50,000) to each of the other members of the Audit Committee, and SEK 30,000 (SEK 30,000) to the Chairman of the Remuneration Committee and SEK 20,000 (SEK 20,000) to each of the other members of the Remuneration Committee.

***The Nomination Committee's proposal regarding auditors' fees***

The Nomination Committee proposes that the auditors' fees, for the period up to the end of the Annual General Meeting 2023, shall remain unchanged and be paid subject to approval.

***The Nomination Committee's proposal regarding the election of auditors***

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the accounting firm Ernst & Young AB is re-elected as the company's auditor for a term of one year. Ernst & Young AB has stated that Peter Gunnarsson will serve as the auditor-in-charge in the case that Ernst & Young AB is elected.

***The Nomination Committee's proposal regarding the election of Board members***

The Nomination Committee proposes re-election of Jean-Yves Parisot, Jörn Andreas, Charlotte Hansson, Irène Corthésy Malnoë and Malin Ruijsenaars.

Information regarding the Board members proposed for re-election can be found in the company's Annual Report for 2021.