Artificial Solutions

**Nomination Committee – principles, instructions and way of working**

*Applicable from 2022-05-30*

**Principles**

The Nomination Committee proposes that the annual general meeting elects a Nomination Committee according to the following principles.

The annual general meeting is to elect the Nomination Committee. The Nomination Committee shall consist of the board of directors’ chairperson and the three largest shareholders, or group of shareholders (this refers to both directly registered shareholders and nominee-registered shareholders) in terms of votes in the Company, based on shareholder statistics as of 30 September each respective year received from Euroclear Sweden. The majority of the members shall be independent in relation to the Company. The CEO or company management may not be part of the Nomination Committee. At least one of the members of the Nomination Committee must be independent in relation to the largest shareholder in the Company in terms of votes or a group of shareholders who collaborate on the Company's administration.

Information regarding names of the members of the Nomination Committee, and which shareholder the member represents, are to be published at the Company’s website. If the shareholder, who is represented on the Nomination Committee, no longer belongs to the largest shareholders, its member shall make its place available, and such shareholders who at this time belong to the largest shareholders, shall instead be offered a place on the Company's Nomination Committee. Minor changes do not need to be taken into account. If a member leaves the Nomination Committee before its work is completed, and if the Nomination Committee considers that there is a need to replace this member, the Nomination Committee shall appoint a new member in accordance with the principles above, based on shareholder register received from Euroclear Sweden, as soon as possible after the member left the Nomination Committee. Shareholders who have appointed a member of the Nomination Committee have the right to dismiss such a member and appoint a new member. Changes in the composition of the Nomination Committee shall be announced immediately.

**Instructions**

The Nomination Committee shall propose the following proposals for resolutions at the annual general meeting:

1. election of chairperson of the annual general meeting;
2. determination of the number of board members and deputy board members;
3. determination of remuneration to the board of directors, distinguishing between the chairperson of the board and other members of the board;
4. determination of remuneration to the auditors;
5. election of board members and chairperson of the board;
6. election of auditors; and
7. resolution on amendments of principles for establishment of the Nomination Committee and instruction for the Nomination Committee, as applicable.

Fees to the Nomination Committee are not paid. However, the Company shall be responsible for reasonable costs for carrying out the Nomination Committee's assignment.

**Way of working**
The Nomination Committee shall appoint a chairperson at the constituent meeting. The chairperson is to convene and lead the Nomination Committee's work. The Nomination Committee's meetings shall be recorded in the minutes. The Nomination Committee shall instruct the chairperson of the board of directors to carry out an evaluation of the board of directors’ work. When assessing the board of directors’ evaluation and in its proposal, the Nomination Committee shall pay special attention to the requirement for versatility and breadth in the board of directors and for striving for an even gender distribution. The Nomination Committee shall also obtain a recommendation on a proposal for an auditor from the Audit Committee. If the Nomination Committee's proposal for an auditor differs from the Audit Committee's recommendations, the reasons for this shall be stated in the proposal to the annual general meeting. The Nomination Committee has the right to hire external advisers within the framework for the Company to bear reasonable costs for the performance of the Nomination Committee's assignments.

The Nomination Committee's proposals must be prepared and documented in good time prior to the notice of the annual general meeting is announced. The proposal shall include proposed members:

* Year of birth, principal education and professional experience.
* Any work performed for the company and other significant professional commitments.
* Any holdings of shares and other financial instruments in the company owned by the candidate or the candidate’s relatives
* Whether the nomination committee deems the candidate to be independent of the company and its executive management, as well as of major shareholders in the Company.
* In the case of re-election, the year that the person was first elected to the board.