

INSTRUCTIONS REGARDING THE NOMINATION COMMITTEE OF NYAB AB (PUBL)

Adopted by the General Meeting on 29 April 2024

- 1 The Nomination Committee shall consist of representatives of the three largest shareholders in NYAB AB (publ) (the “**Company**”) in terms of votes based on the share register kept by Euroclear Sweden AB (and/or other relevant Central Securities Depository system in which the Company’s shares or depository receipts are issued) as of the last banking day in August every year and other reliable shareholder information which has been provided to the Company at such time. If any of the three shareholders with the largest number of votes chooses to waive their right to appoint a member to the Nomination Committee, or otherwise may be considered to have waived such a right, the next largest shareholder in terms of votes shall in turn be given the opportunity to appoint a member to the Nomination Committee. In case two or more shareholders own an equal number of votes, and members nominated by each of them cannot be appointed, the Board of Directors of the Company shall make the decision on whose representative shall be appointed by drawing lots. In the assessment of the three largest shareholders, a group of shareholders shall be regarded as one owner provided that they (i) have been grouped together in the Euroclear Sweden system or (ii) have made public and notified the Company that they have made a written agreement to take, through the coordinated exercise of voting rights, a common long-term view on the management of the Company. The Chair of the Nomination Committee shall be the member who has been appointed by the largest shareholder in terms of votes, unless the Nomination Committee unanimously decides otherwise. The composition of the Nomination Committee shall be published on the Company’s website no later than six months before the Annual General Meeting. In cases where a member is appointed by a certain owner, this must be stated. The Nomination Committee’s term of office extends until a new Nomination Committee has been appointed. The Chair of the Board of Directors is responsible to convene the Nomination Committee and shall, to the extent that the Nomination Committee finds appropriate, participate in the Nomination Committee’s work as co-opted without voting right.
- 2 A shareholder, which has appointed a member of the Nomination Committee, has the right to dismiss its appointed member and appoint a new member of the Nomination Committee. In the event that a member leaves the Nomination Committee before its work has been completed, a replacement shall be appointed firstly by the shareholder who appointed the member and secondly by the next shareholder in turn. If, during the term of office of the Nomination Committee, one or more of the shareholders having appointed a member of the Nomination Committee no longer is among the ten largest shareholders in terms of votes, members appointed by these shareholders shall resign, unless the Nomination Committee unanimously decides otherwise, and the shareholder or shareholders who then are among the three largest shareholders in terms of votes, may appoint their representatives as members. Unless there are special circumstances, no changes shall be made in the composition of the Nomination Committee if there are only marginal changes in the number of votes held or if the change occurs later than three months before the Annual General Meeting. A shareholder that has become one of the three largest shareholders on account of a more significant change in the number of votes held later than three months before the Annual General Meeting shall, however, be entitled to appoint a representative who shall be invited to participate in the Nomination Committee’s work as a co-opted member with voting right. Changes in the composition of the Nomination Committee shall as soon as possible be publicly announced by the Company.
- 3 The Nomination Committee and shareholders appointing members of the Nomination Committee shall strive to fulfil the requirements of the Nomination Committee’s composition as set out in the Swedish Corporate Governance Code.

- 4 The Nomination Committee is a preparatory function. The Nomination Committee shall prepare the below proposals to be submitted to the General Meeting for resolution:
- a) Proposal regarding election of Chair of the General Meeting.
 - b) Proposal regarding resolution on the number of members of the Board of Directors.
 - c) Proposal regarding election of members of the Board of Directors and Chair of the Board of Directors.
 - d) Proposal regarding resolution on board remuneration with allocation between the Chair and other members of the Board of Directors, as well as potential additional remuneration for board committee work.
 - e) Proposal regarding election of auditors.
 - f) Proposal regarding resolution on remuneration to auditors.
 - g) If deemed appropriate, proposal regarding resolution on amendments to this instruction.

When preparing its proposal regarding election of members of the Board of Directors, the Nomination Committee shall where applicable take part of the Board of Director's evaluation of its work and take into account the requirements relating to the composition of the Board of Directors pursuant to the Swedish Companies Act, the Swedish Corporate Governance Code, and the Nasdaq First North Growth Market Rulebook for Issuers of Shares. The Nomination Committee shall consider the requirements of the Swedish Corporate Governance Code on the size and composition of the Board of Directors, entailing that the Nomination Committee inter alia shall motivate its proposal for board election taking into account the Swedish Corporate Governance Code's requirement on diversity and width of the Board of Directors and that an equal gender balanced should be strived for.

- 5 Unless otherwise decided at the Nomination Committee's meetings, all members are responsible for the Nomination Committee's work to the same extent in relation to this instruction and the Swedish Corporate Governance Code. If certain tasks are delegated to one or more of the members of the Nomination Committee or to other persons, the Nomination Committee shall act with care and continuously monitor whether the delegation can be maintained.
- 6 The Nomination Committee shall meet as often as necessary for the Nomination Committee to perform its tasks. Minutes shall be kept at the meetings of the Nomination Committee. The minutes shall be signed by the person who kept the minutes and approved and verified by the Chair of the Nomination Committee. The minutes shall be handed over to and kept by the Company.
- 7 All information being provided or disclosed to the members of the Nomination Committee by the Company, the Company's auditors or a person being considered for election, shall be treated strictly confidential and may not be revealed to any third person before the information has been made public. The Nomination Committee's proposals, statements and opinions shall be communicated to the Company in a reasonable time to ensure compliance with the Swedish Corporate Governance Code and other applicable laws and regulations. No remuneration shall be paid to the Nomination Committee's members. The Company shall reimburse reasonable costs associated with the performance of the Nomination Committee's duties.
- 8 This instruction applies until the General Meeting resolves otherwise.