

## Nomination Committee's of NYAB AB proposals and statement ahead of the Annual General Meeting 2026

### Statement regarding the work of the Nomination Committee

The Nomination Committee has been appointed in accordance with the Instructions regarding the Nomination Committee of NYAB AB ("NYAB" or the "Company"), as adopted by the Extraordinary General Meeting on 29 April 2024.

The Nomination Committee consists of Bo Egerheim (Chair of the Committee, appointed by Holding Investment Förvaltning i Luleå AB), Andreas Johansson (appointed by Sätergrens Entreprenad AB) and Mikko Rintamäki (appointed by Andament Oy). The members of the Nomination Committee are independent of the Company and its executive management.

NYAB published the composition of the Nomination Committee for the Annual General Meeting 2026 as a press release and on the Company website on 21 October 2025. The information has since been available on the Company's website.

The Nomination Committee has held five meetings ahead of the Annual General Meeting 2026, where it has prepared its proposals. The Nomination Committee has applied rule 4.1 in the Swedish Corporate Governance Code as its diversity policy. Furthermore, the Nomination Committee has familiarized itself with results of the annual self-evaluation of NYAB's Board of Directors, as well as interviewed the Chair of the Board of Directors and largest shareholders. Prior to proposing a new member of the Board of Directors, the Nominating Committee discussed the desired candidate profile and its compatibility with the profile of the proposed new member of the Board of Directors.

As mentioned in NYAB's press release of 21 October 2025 and on the Company website, shareholders have been provided with an opportunity to submit recommendations to the Nomination Committee. The Nomination Committee has not received any such recommendations.

### Nomination Committee's proposals for the Annual General Meeting 2026

The Nomination Committee has decided to provide the following proposals for the Annual General Meeting 2026:

- **Election of Chair of the meeting:** Attorney-at-law Mattias Friberg, or the person appointed by the Board of Directors in the event of his absence, is appointed to Chair the Annual General Meeting.
- **Number of members of the Board of Directors:** The Board of Directors shall consist of seven ordinary members with no deputy members.

- **Number of auditors and deputy auditors:** One registered audit firm is elected as auditor of the Company with no deputy auditor.
- **Election of members of the Board of Directors and election of Chair of the Board of Directors:** Lars-Eric Aaro, Barbro Frisch, Johan Larsson, Johan K Nilsson, Kim Wiio and Jan Öhman are re-elected as members of the Board of Directors, and Ingrid Stenmark is elected as new member of the Board of Directors. Jan Öhman is re-elected as Chair of the Board of Directors. Jari Suominen has declined re-election.
- **Election of auditor:** In accordance with the recommendation of the Audit Committee, the registered audit firm Ernst & Young AB is re-elected as the Company's auditor.
- **Remuneration to members of the Board of Directors and auditor:** The Chair of the Board is paid an annual remuneration of EUR 66,000, and other members of the Board of Directors, who are not employed by NYAB group companies, are paid an annual remuneration of EUR 43,000 each. In addition, the Chair of the Audit Committee and the Chair of the Remuneration Committee are paid an annual remuneration of EUR 12,000 each, and other members of the Audit Committee and the Remuneration Committee are paid an annual remuneration of EUR 6,000 each. Remuneration to the auditor is paid in accordance with invoices that the Company has approved.

The Nomination Committee is not proposing any amendments to the Instructions regarding the Nomination Committee of NYAB AB adopted by the Extraordinary General Meeting on 29 April 2024.

### **Statement regarding the proposal on election of members of the Board of Directors**

Due to Jari Suominen declining re-election, the Nomination Committee has, when preparing its proposal, discussed the desired profile for a new member of the Board of Directors and prioritised experience from listed companies, remuneration matters and a more even gender distribution in the Board of Directors.

The Nomination Committee has proposed Ingrid Stenmark as a new member of the Board of Directors. Ingrid has previously held senior positions at Telia, including Chief of Staff to the CEO, head of the group's regulatory affairs and deputy general counsel, as well as board assignments, including as Chair of the Board of Directors of TV4, and meets the profile defined by the Nomination Committee well. Ingrid complements the other members of the Board of Directors well in terms of competence and experience. Ingrid is currently a member of the Board of Directors of Eurofiber, Transtema and Moldcell, and Chair of the Board of Directors of Truecore.

The Nomination Committee considers the proposed Board of Directors to get an appropriate composition and variety of competences in relation to, inter alia, the operations and phase of development of the Company including, among others,

extensive experience from NYAB's market segments, legal expertise, industrial networks, as well as background from listed company management.

In accordance with the Swedish Corporate Governance Code, the Nomination Committee shall strive for gender balance in the Board of Directors. Two of the proposed members of the Board of Directors are women and five are men, which corresponds to an improved gender distribution of approximately 71%–29% compared with the previous composition (previously 86%–14%).

The proposed composition of the Board of Directors fulfils the independence requirements set by the Swedish Corporate Governance Code and the Nasdaq First North Growth Market Rulebook for Issuers of Shares. Five of the seven members are considered to be independent of the Company and its executive management, as well as major shareholders. Johan Larsson, who is the Company CEO and co-owner of the largest shareholder, is the only proposed member, who is not independent of the Company, executive management, nor major shareholders. In addition, Johan K Nilsson is not independent of the Company, but is independent of the executive management and major shareholders. He is a partner in an attorney firm that provides legal services relating to NYAB's project business.

March 2026

The Nomination Committee