

The nomination committee's proposals to the annual general meeting 2022, including reasoned statement

The nomination committee of Fasadgruppen Group AB (publ) ("Fasadgruppen") hereby presents its proposals to the annual general meeting 2022.

The nomination committee's proposals

Chairman of the meeting

The nomination committee proposes that advokat Fredrik Palm is elected as chairman of the meeting.

Number of members of the board of directors to be elected by the meeting

The nomination committee proposes that the number of board members elected by the annual general meeting shall be five without deputies.

Board fees

The nomination committee proposes the following fees to the board members for the period until the next annual general meeting:

- SEK 500,000 to the chairman of the board of directors
- SEK 250,000 to the other board members elected by the annual general meeting
- SEK 75,000 to the chairman of the board of directors' audit committee

Election of board members and chairman of the board of directors

The nomination committee proposes that the following persons are elected as board members and chairman of the board of directors for the period until the close of the annual general meeting 2023:

Board members

- a) Tomas Ståhl (re-election)
- b) Ulrika Dellby (re-election)
- c) Tomas Georgiadis (re-election)
- d) Gunilla Öhman (re-election)
- e) Christina Lindbäck (re-election)

Chairman of the board of directors

- f) Ulrika Dellby (new election)

The current chairman of the board of directors Per Sjöstrand is not available for re-election as chairman or member of the board of directors.

Information regarding the proposed board members

Information regarding the board members that are proposed to be re-elected is available on Fasadgruppen's website, <https://fasadgruppen.se/en/investors/corporate-governance/board-of-directors/>.

Fees for the auditor

The nomination committee proposes that the fees to the auditor are paid in accordance with approved invoice.

Election of the auditor

The nomination committee proposes that the company shall have one auditor without deputies and that Deloitte AB is re-elected as auditor for the period until the close of the next annual general meeting.

Instruction for the nomination committee

The nomination committee has resolved not to propose any amendments to the instruction for the nomination committee adopted at the extraordinary general meeting on 2 October 2020 which, pursuant to the general meeting's resolution, shall apply until further notice.

Description of the nomination committee's work for the annual general meeting 2022

The nomination committee for the annual general meeting 2022 consists of the following members:

- Lars Nordin, chairman (appointed by Connecting Capital)
- Mikael Karlsson (appointed by A.M. Karlsson i Kviksund AB)
- Marianne Nilsson (appointed by Swedbank Robur Fonder)

The chairman of the board of directors, Per Sjöstrand, have been a member of the nomination committee (without voting rights).

The nomination committee has had, in accordance with the instruction adopted at the extraordinary general meeting on 2 October 2020 and the Swedish Corporate Governance Code, the task of presenting proposals to the annual general meeting as regards:

- election of chairman and other members of the board of directors;
- resolution on remuneration to the board of directors;
- election of auditor;
- resolution on remuneration to the auditor;
- election of chairman at the general meeting; and

- resolution on changes of the instruction for the nomination committee (if deemed necessary by the nomination committee).

Prior to the annual general meeting the nomination committee has held five meetings where minutes have been kept.

The nomination committee has applied Rule 4.1 of the Swedish Corporate Governance Code when preparing its proposal. This means that the nomination committee has had, as its starting point, that the board of directors shall have a composition appropriate to Fasadgruppen's operations, phase of development and other relevant circumstances. The nomination committee has also considered that the composition among the members of the board of directors elected by the general meeting exhibit diversity and breadth of qualifications, experience and background.

The nomination committee also considers it important that board members can devote the necessary time and care required to fulfil their tasks as board members of Fasadgruppen, and therefore, the nomination committee has assessed the board members' engagements outside of Fasadgruppen and the time they require.

The nomination committee has received a report from the chairman of the board of directors on how the board of directors' work has been conducted. The nomination committee has interviewed the board members and the overall assessment of the board of directors' work shows that the work of the board of directors is well-functioning.

The nomination committee has discussed the size of the board of directors and its composition in light of the company's situation and prospects. In general, the nomination committee considers that the expertise within the board of directors is well. The nomination committee's intention has been to maintain the board of directors' diversity and breadth.

In connection with the work relating to the nomination committee's proposal on election of auditor and resolution on auditor's fees, the nomination committee has had contacts with the chairman of the audit committee to comprehend the assessments made by the board of directors and the audit committee regarding the quality and efficiency of the auditor's work. The nomination committee's proposals on election of auditor and resolution on auditor's fees are in accordance with the audit committee's recommendation.

Explanation of proposal regarding board composition, independence, etc.

The nomination committee's considerations regarding the proposed board composition

The current chairman of the board of directors Per Sjöstrand is not available for re-election as chairman or member of the board of directors at the annual general meeting 2022.

In the opinion of the nomination committee, the proposed board of directors constitutes a well-balanced composition of persons in terms of expertise, experience as well as breadth considering the different qualifications that together complement each other. The nomination committee also considers that the proposed board of directors represents a good balance of the nomination committee's desire to reflect the ownership structure of Fasadgruppen while taking continuity and diversity into account. The nomination committee's proposal means that after the annual general meeting, the board of directors will consist of three women and two men. The nomination committee has, following discussions with the proposed board members and a review of their other assignments, made the assessment that the board members have sufficient time to fulfil their tasks as board members of Fasadgruppen.

The nomination committee's consideration regarding the independence of the proposed board members

According to the Swedish Corporate Governance Code, a majority of the members of the board of directors elected by the general meeting are to be independent of the company and its senior management. At least two of the members of the board of directors who are independent of the company and its senior management are also to be independent in relation to the company's major shareholders.

In terms of applicable requirements on board members' independence, the nomination committee has made the following assessments on the independence of the proposed board members in relation to Fasadgruppen and the senior management and Fasadgruppen's major shareholders, respectively:

- The nomination committee considers that all of the proposed board members are independent of Fasadgruppen and its senior management.
- The nomination committee considers that all of the proposed board members except Tomas Ståhl are independent of Fasadgruppen's major shareholders. Tomas Ståhl is not independent since he is employed by Connecting Capital who owns more than ten per cent of all shares and votes in Fasadgruppen.

The nomination committee's consideration regarding the proposed board fees

The nomination committee considers it to be important that board fees (including fees for committee work) are maintained at a level that makes it possible to recruit and maintain a high and international competitive expertise to the board of directors of Fasadgruppen. The nomination committee has compared the board fees in Fasadgruppen with board fees in other comparable companies on Nasdaq Stockholm. In light of this, the nomination committee has come to the conclusion that in comparison with board fees in companies of comparable size and complexity, the proposed fees for board and committee work are reasonable and in line with market practice.

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Stockholm in April 2022
The nomination committee