

## **Instruction for the nomination committee in Fasadgruppen Group AB (publ)**

*Adopted by extraordinary general meeting on 2 October 2020, to be applied until further notice*

### **The members of the nomination committee**

The company shall have a nomination committee. The members of the nomination committee shall be appointed through the three largest shareholders in the company in terms of voting rights, according to the shareholders' register maintained by Euroclear Sweden as of the last business day of December 2020 for the annual general meeting 2021 (and thereafter as of the last business day in August each year), being given the opportunity to appoint one member each. If less than three members have been appointed through this procedure, the right to appoint one member of the nomination committee is transferred to the shareholder next in line in terms of voting rights until a total of three members has been elected (however, the Company is not obliged to consult more than three additional shareholders). The shareholder who controls the largest number of votes in the Company is entitled to elect the chairman of the nomination committee.

When the members of the nomination committee are appointed through the procedure described above, it shall be taken into account that the majority of the members of the nomination committee are to be independent of the company and its senior management. Neither the CEO nor other members of the senior management are to be members of the nomination committee. At least one member of the nomination committee is to be independent of the company's largest shareholder in terms of votes or any group of shareholders who act in concert in the governance of the company. Members of the board of directors may be members of the nomination committee but may not constitute a majority thereof. Neither the chairman of the board of directors nor any other member of the board of directors may be chairman of the nomination committee. If more than one member of the board of directors is on the nomination committee, no more than one of these may be dependent of a major shareholder in the company.

The chairman of the board of directors shall be a member of the nomination committee (without voting rights) and shall coordinate the procedure for appointing the members of the nomination committee.

### **Changes in the nomination committee**

Changes in the composition of the nomination committee may be made in the following events.

- A shareholder who has appointed one member sells its entire holding in the Company, whereby the shareholder's representative shall be dismissed immediately.
- A shareholder wishes to change the shareholder's representative, whereby a request shall be sent to the chairman of the nomination committee (or in case the request concerns the chairman, to another member of the nomination committee) and the receipt imply that the request has been effected.
- There has been a significant change in the ownership structure of the company, whereby the nomination committee is entitled to resolve, at its own discretion, to offer the largest shareholder in terms of voting rights (provided that such shareholder has not already appointed a member of the nomination committee) an opportunity to appoint one member in order for the composition of the nomination committee to reflect the ownership structure of the Company.

In the event of changes in the composition of the nomination committee, the provisions concerning the members' independence pursuant to the second paragraph in section "The members of the nomination

committee” above shall be taken into consideration. Changes in the nomination committee shall be disclosed by the company as soon as possible. The nomination committee’s mandate period expires when the Company has disclosed the composition of a new nomination committee.

#### **The nomination committee’s tasks**

The chairman of the nomination committee shall convene the first meeting of the nomination committee. The nomination committee shall prepare and, in due time before the board of directors issues the notice for the annual general meeting, provide the chairman of the board of directors with the nomination committee’s proposals for:

- 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 this instruction (if deemed necessary by the nomination committee).

The nomination committee’s proposals shall be included in the notice for the annual general meeting. In connection with the board of directors issuing the notice for the annual general meeting, the nomination committee shall ensure that the company publishes the nomination committee’s proposals and reasoned statement as well as information on how the nomination committee has performed its assignments on the company’s website. At least one member of the nomination committee should attend each annual general meeting and present the reasons on which the nomination committee’s proposals are based. In addition, the nomination committee shall fulfil the tasks for the nomination committee set out in the Swedish Corporate Governance Code. The nomination committee is quorate where more than one-half of the total number of members are present. The nomination committee’s decision is the opinion supported by at least half of the members present. In the event of a tied vote, the chairman of the nomination committee shall have the casting vote.

#### **Remuneration and expenses**

No remuneration shall be paid to the members of the nomination committee. However, the nomination committee shall be entitled to incur costs for the company for, inter alia, recruitment consultants or other costs necessary for the nomination committee to be able to fulfil its assignments.