

The nomination committee's proposals and reasoned statement regarding such proposals to the annual general meeting 2025

The nomination committee of Evolution AB (publ) hereby presents its proposals and its reasoned statement regarding such proposals to the annual general meeting 2025.

The nomination committee's proposals

Item 2: Election of a chairman of the general meeting

The nomination committee proposes that Fredrik Palm, a member of the Swedish Bar Association, active at Gernandt & Danielsson Advokatbyrå, or, if he is unavailable, the person appointed by the board of directors, is elected as chairman of the general meeting.

Item 8: Determination of the number of members of the board of directors to be elected

The nomination committee proposes that the board of directors shall consist of six members without deputies for the period until the close of the annual general meeting 2026.

Item 9: Determination of the fees to be paid to the members of the board of directors

As part of its work in anticipation of the annual general meeting, the nomination committee has reviewed the overall remuneration for the members of the board of directors. As a result of the company's increased global footprint, the complexity of the work and the continuously increasing regulatory supervision across markets, the amount of time required to be spent by the board members to fulfil their duties has significantly increased over time. Besides the introduction at the last annual general meeting of a minor compensation to the board members appointed to serve on board committees, the remuneration to the board of directors has not changed since the annual general meeting 2022. With the objective of ensuring that the fees paid to board members allow for the recruitment and retention of individuals with the appropriate skill set and experience, while still being at a level comparable to the compensation paid by peers in the industry, the nomination committee has concluded that an increase in the fees is justified and in the company's best long-term interest. The proposed increase will not apply to the current fees payable to the chairman or to board committee members, for which no increase is proposed by the nomination committee.

The nomination committee therefore proposes that the total fees to the board members for the period until the close of the annual general meeting 2026, shall amount to a total of EUR 1,195,000 (945,000)¹ of which EUR 150,000 (100,000) shall be paid to each of the board members elected by the annual general meeting and EUR 400,000 (400,000) shall be paid to the chairman of the board of directors.

The nomination committee further proposes that an additional remuneration shall continue to be paid to those board members who serve on the audit committee, the remuneration committee and the compliance committee. The nomination committee proposes that each member of the audit committee shall be paid EUR 5,000 (5,000), each member of the remuneration committee shall be paid EUR 5,000 (5,000) and each member of the compliance committee shall be paid EUR 5,000 (5,000).

The proposed fees are considered to be in line with market practice.

Item 10: Election of the members of the board of directors

The nomination committee proposes that Jens von Bahr, Joel Citron, Mimi Drake, Ian Livingstone, Sandra Urie and Fredrik Österberg are re-elected as members of the board of directors for the period until the close of the annual general meeting 2026 and that Jens von Bahr is re-elected as chairman of the board of directors for the period until the close of the annual general meeting 2026.

¹ Last year's fees in brackets

A presentation of the proposed board members, including an assessment of their independence in relation to the company, the company management and major shareholders, is available on the company's website (www.evolution.com).

Item 11: Determination of the fees to be paid to the auditor

The nomination committee proposes that the fees to the auditor be paid as per approved invoice.

Item 12: Election of auditor

The nomination committee proposes, in accordance with the audit committee's recommendation, that the registered accounting firm Öhrlings PricewaterhouseCoopers AB is re-elected as auditor for the period until the close of the annual general meeting 2026. Öhrlings PricewaterhouseCoopers AB has informed the nomination committee that the authorised public accountant Johan Engstam will be appointed as auditor-in-charge if Öhrlings PricewaterhouseCoopers AB is re-elected as auditor.

Item 13: Resolution on the nomination committee

The nomination committee proposes that the principles setting out how members of the nomination committee are appointed that were adopted at the annual general meeting 2017, and which have continued to be applied for the years 2018–2024, shall continue to be effective as the instruction to the nomination committee and that such principles shall continue to apply until further notice.

The instruction to the nomination committee adopted at the annual general meeting 2017, and which has continued to be applied for the years 2018–2024, is available on the company's website (www.evolution.com).

Description of the nomination committee's composition and work ahead of the annual general meeting 2025

The composition of the nomination committee

According to the instructions for the establishment of the nomination committee that were adopted at the annual general meeting 2017, and which have continued to be applied for the years 2018–2024, the three largest shareholders as of the last business day of August shall be given the opportunity to elect one representative each to form the nomination committee together with a board member of the company who is independent in relation to the company's management. On 23 October 2024, the company announced that the nomination committee ahead of the annual general meeting 2025 would consist of the following members:

- Martin Rosell (chairman and appointed by Österbahr Ventures AB)
- Johan Sjöström (appointed by Andra AP-fonden (AP2))
- Ian Livingstone (appointed by Richard Livingstone)
- Joel Citron (board member)

The work of the nomination committee

The nomination committee has on a regular basis since its appointment had contact with each other to pursue its assignment. The nomination committee has worked in accordance with the requirements set out in the Swedish Corporate Governance Code (the "**Code**") and the instructions adopted at the annual general meeting 2017, which have continued to be applied for the years 2018–2024. The nomination committee has, in its work, applied the diversity policy adopted by the board and reviewed the results of the evaluation of the board's work.

The nomination committee has also had contacts with the audit committee for the evaluation of the quality and efficiency of the auditor's work, as well as to receive the audit committee's recommendations on the auditor and auditor fees. In addition, the nomination committee has been in contact with the auditor regarding the cooperation with the company and the audit committee.

The shareholders have had the opportunity to submit proposals to the nomination committee.

All decisions by the nomination committee have been unanimous.

The nomination committee's reasoned statement regarding the composition and independence of the board of directors, etc.

Diversity policy

The nomination committee has applied the diversity policy adopted by the board. This means that the nomination committee, when preparing its proposals to the annual general meeting, has considered that the board of directors shall have a composition appropriate to the company's operations, phase of development and other relevant circumstances and that the qualifications, experience and background of the board members elected by the general meeting exhibit diversity and breadth. The nomination committee also strives for a future gender balance on the company's board of directors.

The nomination committee's assessments regarding the proposed board composition

All board assignments in the company are to be based on merit with the prime consideration being to maintain and enhance the board's overall competence and efficiency. To achieve this, in all searches the nomination committee includes diverse candidates that are qualified based on their experience, education, expertise, personal qualities, and general and sector-specific knowledge and the nomination committee recognises that diversity (including age, gender, geographical provenance and educational and professional background) is an important factor to take into consideration. The nomination committee is of the opinion that the proposed board represents a good balance in terms of qualifications and experience in areas of material importance to the company, such as industry knowledge and auditing, financial, operational, corporate governance and capital market expertise.

The nomination committee also considers it important that the board members can devote the necessary time required to fulfil their respective tasks as board members and the nomination committee has therefore interviewed the proposed board members, with focus on assignments outside of the company and the time that such assignments require. The nomination committee has noted from evaluations of the work of the board that its members function well together, have a high meeting attendance, and that they come well prepared for meetings.

Based on the findings made by the nomination committee, it concludes that the proposed board satisfies the nomination committee's ambition to emphasize competence, experience and commitment in the composition of the board. The nomination committee is of the opinion that the board, as a collective, has sufficient knowledge and experience to meet the current needs of the company and allow for the board's efficient functioning as a decision-making and sound governance body.

In accordance with the proposal of the nomination committee the board of directors will consist of six members. Considering the company's rapid growth in markets where it is already established and the expansion of the business into new regions and countries, the nomination committee continuously considers the need to further broaden the board of directors with individuals who actively would be able to contribute to the continued development and growth of the business. This is a diligent process, and the nomination committee is regularly in contact with the company's largest shareholders and other stakeholders for feedback. The objective is to be able to present one or two candidates as new members of the board in time for the next annual general meeting. The nomination committee's ambition is also that the number of female board members shall increase.

The board members' independence

According to the 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 shall also be independent in relation to the company's major shareholders.

Since Jens von Bahr's employment with the company ended first in April 2022, the nomination committee has made the assessment that Jens von Bahr still is not independent in relation to the company and its senior management.

However, Joel Citron, Ian Livingstone, Fredrik Österberg, Mimi Drake and Sandra Urie, who are also proposed to be re-elected, are according to the nomination committee's assessment independent in relation to the company and the senior management.

As regards the board members' independence in relation to the company's major shareholders, the nomination committee notes that Jens von Bahr and Fredrik Österberg together own approximately 10.61 per cent of the shares in the company (through Österbahr Ventures AB and individually). Accordingly, Jens von Bahr and Fredrik Österberg are not independent in relation to the company's major shareholders. However, the nomination committee has made the assessment that Joel Citron, Ian Livingstone, Mimi Drake and Sandra Urie (who are all independent in relation to the company and the senior management) are independent in relation to the company's major shareholders. According to the nomination committee's assessment, the proposed board composition thus fulfils the requirements of the Code.

A summary of the nomination committee's assessment is presented in the table below.

Name	Position	Independent in relation to the company and its senior management	Independent in relation to the company's major shareholders
Jens von Bahr	Chairman.	No	No
Joel Citron	Board member. Chairman of the remuneration committee, audit committee, and compliance committee.	Yes	Yes
Ian Livingstone	Board member. Member of the remuneration committee.	Yes	Yes
Fredrik Österberg	Board member.	Yes	No
Mimi Drake	Board member. Member of the audit committee and compliance committee.	Yes	Yes
Sandra Urie	Board member. Member of the remuneration committee, audit committee, and compliance committee.	Yes	Yes

Information on the proposed board members

Information on the proposed board members is available on the company's website (www.evolution.com).

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Stockholm in April 2025

The Nomination Committee