

Hexatronic Group AB (publ) Nomination Committee's proposal to the Annual General Meeting 2024

Report on the work of the Nomination Committee

During October 2023, the Nomination Committee was composed as follows:

- Mark Shay, representing Accendo Capital SICAV RAIF, Chairman of the Nomination Committee
- Staffan Ringvall, representing Handelsbanken Fonder
- Oscar Bergman, representing Swedbank Robur
- Angelica Hanson, representing AMF Pension & Fonder
- Anders Persson, adjunct member, Chairman of the Board of Directors of Hexatronic Group

The composition of the Nomination Committee has been announced no later than six months before the Annual General Meeting, via a press release on 20 October 2023.

The Nomination Committee meets the requirements for independence in accordance with the Swedish Code of Corporate Governance (the “**Code**”).

The Nomination Committee has held four recorded meetings during the period since the last Annual General Meeting.

The Nomination Committee has fulfilled its objectives:

- to evaluate the composition and work of the Board of Directors;
- to prepare proposals to the Annual General Meeting regarding the election of the Board of Directors and the Chairman of the Board;
- in cooperation with the Company's Audit Committee, prepare proposals to the Annual General Meeting regarding the election of auditors;
- to prepare proposals to the Annual General Meeting regarding fees to the Board of Directors, divided between the Chairman and other members, remuneration for committee work and auditor;
- to prepare proposals to the Annual General Meeting regarding the chairman of the Annual General Meeting; and
- where appropriate, to prepare proposals for amending the principles for the appointment of the upcoming Nomination Committee.

In the Nomination Committee's assessment of the composition of the Board, the Nomination Committee looks at the individual members' competence and experience as well as the Board as a whole based on cooperation and breadth for the company's strategic development, governance and control. Furthermore, the Nomination Committee takes into account the need for renewal compared to continuity, the size of the Board, independence and diversity, especially with regard to gender distribution.

With regard to the composition of the Board of Directors, as diversity policy, and its objectives, it has been applied as prescribed in item 4.1 of the Code, which has resulted in the Nomination Committee's proposal to the Annual General Meeting regarding the election of the Board of Directors.

The Nomination Committee has conducted an external board evaluation. The Nomination Committee has also conducted interviews with all Board members, the CEO, CFO and the auditor.

The Nomination Committee's proposal to the Annual General Meeting

Election of Chairman at the Annual General Meeting

The Nomination Committee proposes that the chairman of the Board of Directors, Anders Persson, is appointed Chairman at the Annual General Meeting, or in his absence, a person appointed by the Nomination Committee.

Proposal of the number of members of the Board of Directors, deputies, auditors and, deputy auditors

The Nomination Committee proposes that the Board shall consist of seven (7) shareholder-elected members without deputies.

The Nomination Committee proposes that a registered accounting firm is to be appointed as auditor without deputy auditors.

Proposal of remuneration for the Board of Directors and the auditor

Amount from previous year in () for comparison.

The Nomination Committee proposes that remuneration to the Board shall be paid in the amount of SEK 1,000,000 (750,000) to the Chairman of the Board and SEK 365,000 (350,000) to each of the other members of the Board. Further, the Nomination Committee proposes that remuneration shall be paid in the amount of SEK 140,000 (125,000) to the Chairman of the Audit Committee and SEK 80,000 (75,000) to a member of the Audit Committee.

The Nomination Committee has been informed that the Board intends to establish a remuneration committee. If the Board chooses to establish such a committee, the Nomination Committee's proposal for remuneration of the committee is: Chairman of the remuneration committee SEK 80,000 and member SEK 40,000.

The reason for the Nomination Committee's proposal to increase the remuneration of the Chairman of the Board is that the company is increasingly operating in a global and growing market, which requires particular experience and competence. In addition, taking into account the tasks and responsibilities of the Chairman of the Board, the remuneration of the Chairman should be significantly higher than the remuneration of an ordinary member of the Board. The proposed remuneration for the Chairman of the Board should also be in line with comparable Swedish listed companies. For other Board members, the Nomination Committee proposes a normal annual fee adjustment.

The Nomination Committee proposes that the fee to the auditor shall be paid in accordance with approved statement of costs.

Election of Board members, Chairman of the Board of Directors and auditor

The Nomination Committee proposes that Helena Holmgren, Jaakko Kivinen, and Erik Selin are re-elected as members of the Board of Directors.

The Nomination Committee proposes the election of new members Diego Anderson, Linda Hernström, Magnus Nicolin, and Åsa Sundberg to the Board of Directors. All elections are for the period until the end of the next Annual General Meeting.

Anders Persson, Charlotta Sund, and Per Wassén have declined re-election. The Nomination Committee would like to thank the departing board members for their significant contributions to the company.

Diego Anderson (born 1968) is Executive Vice President of Broadband at Schurz Communications (USA), where he is responsible for leading the strategy and management of six regional fiber operators spanning eight states. He brings to Hexatronic strategic industry insights and hands-on business experience from a career dedicated to delivering robust fiber connectivity. Diego has more than 30 years of operational experience in executive roles in the U.S. fiber industry, including as CEO of Lumos Fiber, Senior Vice President & General Manager at Segra, as well as other leadership roles within nTelos and Sprint.

Diego holds a bachelor's degree in electrical engineering technology from South Carolina State University, a Master of Administration from Central Michigan University, and a Master of Management of Information Technology from the University of Virginia, McIntire School of Commerce. Diego is a U.S. citizen and is based in Charlottesville, Virginia. Diego is independent of company management and independent of the company's larger shareholders. He currently owns no shares in Hexatronic Group.

Linda Hernström (born 1982) is Chief Operating Officer of AxSol, an investor and innovator in the solar energy industry that is part of Axel Johnson AB. Through AxSol, Linda is a board member of Solkompaniet Sverige AB and Energiengagemang Sverige AB. During the period 2008-2022, Linda held various leadership positions in Telia and its subsidiary Skanova, primarily related to the deployment of fiber optic networks across Sweden, including Strategic Director at Skanova and Head of Telia Fiber Business. Linda holds an M.Sc. degree in Industrial Engineering and Management from Chalmers University of Technology. During her university studies she completed coursework at Università Bocconi (Italy), The University of California, Berkeley (USA), Stanford University (USA), and National Chiao Tung University (Taiwan). Linda is a Swedish citizen and is based in Stockholm. Linda is independent of company management and independent of the company's larger shareholders. She currently owns no shares in Hexatronic Group.

Magnus Nicolin (born 1956) is a seasoned business executive and board professional who brings to Hexatronic extensive global experience from having lived and worked in the USA, Canada, France, Belgium and the UK for more than 40 years. During the period 2010-2021, Magnus was CEO of Ansell Limited, a publicly listed Australian company and the global market leader in personal protective equipment (PPE), with revenues of USD 2 billion and 15 production facilities worldwide. Magnus was during the period 2006-2010 President of Newell Brands – Europe, Middle East, Africa, and Asia Pacific (USA). He was previously CEO of Esselte Business Systems Inc. (Sweden), following a leveraged buyout of the company that he led with the Boston based private equity firm Prospect Hill Growth Partners – formerly JW Childs. Earlier career highlights include senior positions with Bayer AG, Pitney Bowes Inc., and McKinsey & Company. Magnus has over the years served as an advisor to several private equity firms and has

held numerous board assignments in global companies. Magnus is currently Chairman of the Board of Munters AB (publ) and a board member of FAM AB and Billerud AB (publ). Magnus holds an MBA from The Wharton School of the University of Pennsylvania and a B.Sc. degree from the Stockholm School of Economics. Magnus is a Swedish citizen and is based in Brussels, Belgium. Magnus is independent of company management and independent of the company's larger shareholders. He currently owns 20,000 shares in Hexatronic Group.

Subject to his election as Chairman of the Board, Magnus will own 200,000 call options (one existing share per option) on Hexatronic Group shares, issued by Accendo Capital SICAV RAIF. The call options have a strike price of SEK 39.41 per share and can be exercised for a period of one year starting on 27 February 2026. A purchase agreement between Magnus Nicolin and Accendo Capital has been established, subject to Magnus Nicolin's election to the Board at the May 7, 2024 AGM, with the options priced on market terms according to the Black-Scholes pricing model at SEK 14.20 per option. The options agreement is strictly between these two parties, without the involvement of the Nomination Committee nor the Board of Directors, and has no dilutive effect on Hexatronic shareholders nor generates any costs to the company.

Åsa Sundberg (born 1959) has been Chief Executive Officer of Teracom Group AB since 2012. Teracom is a Swedish state-owned company that provides robust, secure communication networks and field service to emergency services and defense organizations. Teracom's networks comprise redundant, high-security connections via fiber, radio frequency, and satellite links across Sweden that are designed for resilience during periods of crisis or war. Teracom has annual revenues of approximately SEK 1.4 billion. During the period 2010-2012, Åsa was Managing Director of mobile broadband operator Net1. During the period 2000-2012, Åsa was Partner at Provider Venture Partners, one of Sweden's first technology venture capital investors. During the period 1994-1999, Åsa held several executive positions within the Telia Group, including Head of Telia International Carrier, CEO of Telia Engineering, and CEO of Telia Prosoft. She has previously served on the boards of directors of DGC One AB (publ), Enea AB (publ), and Aspiro AB (publ). Åsa is a board member of Industrifonden. Åsa holds an M.Sc. degree in Real Estate Finance from KTH Royal Institute of Technology. Åsa is a Swedish citizen and is based in Stockholm. Åsa is independent of company management and independent of the company's larger shareholders. She currently owns no shares in Hexatronic Group.

The Nomination Committee proposes that Magnus Nicolin be elected Chairman of the Board of Directors.

Information on the Board members proposed for re-election and election is available on the company's website.

The Nomination Committee proposes that, for the period until the end of the next Annual General Meeting, the registered accounting firm Öhrlings PricewaterhouseCoopers AB ("PwC") be re-elected as auditor. In the event that PwC is re-elected, the Nomination Committee notes that PwC has informed that public accountant Johan Malmqvist will be appointed as auditor in charge. The Nomination Committee's proposal corresponds to the Audit Committee's recommendation.

The Nomination Committee's reasoned statement regarding the Nomination Committee's proposal for Board members and auditors and fees to the Board members and the auditor

The Nomination Committee considers that the work of the Board of Directors is working well. In the search for replacements for members who have declined re-election, the Nomination Committee has focused on international experience and competence as well as industry knowledge relevant to the company.

All proposed members are deemed to be independent of the company, management and major shareholders. The proposal thus meets the Code's requirements for independence.

The Nomination Committee strives for an even gender distribution on the Board in line with the Code. The Nomination Committee's proposal entails a gender distribution of 43% women and 57% men.

The Nomination Committee has obtained the Audit Committee's evaluation of the auditor and a recommendation for the election of an auditor. The Audit Committee's evaluation of the auditor's work has taken place after consultation with the company's CFO and the Audit Committee's own experiences of working with the auditor during the year. Overall, the Audit Committee believes that PwC and the lead auditor Johan Malmqvist and his team have the requisite commitment, competence, attitude and ambition level that fit well with the company's maturity and long-term planning. PwC has informed the company that it will also appoint Johan Malmqvist as auditor for the upcoming year.

The Nomination Committee's proposal for principles for the appointment of the Nomination Committee

The Nomination Committee proposes that the Annual General Meeting resolves on the adoption of the following principles for the appointment of the members of the Nomination Committee.

The Nomination Committee shall consist of four members, and the Chairman of the Board shall be co-opted to the Nomination Committee. The members shall be appointed by the four largest shareholders in the company in terms of voting rights at the end of August, based on a list of registered shareholders provided by Euroclear Sweden AB and other reliable information received by the company. In the event that the Chairman of the Board of Directors is directly or indirectly one of the four largest shareholders, the Chairman of the Board of Directors shall refrain from nominating a member to the Nomination Committee.

If a shareholder refrains from appointing a member, the right to appoint a member is transferred to the next largest shareholder in terms of votes.

The chairman of the Nomination Committee shall be the largest shareholder in terms of votes at the time of the nomination committee's appointment, unless the nomination committee agrees otherwise, and may not be the Chairman of the Board of Directors or another member of the Board of Directors.

The Chairman of the Board of Directors shall convene the first meeting of the Nomination Committee.

The composition and contact details of the Nomination Committee shall be published on the company's website no later than six months before the annual general meeting.

The majority of the members shall be independent in relation to the company and its management. The CEO or any other person from the the company management shall

not be a member of the Nomination Committee. At least one member shall be independent in relation to the largest shareholder or group of shareholders who cooperate in the management of the company.

No remuneration shall be paid to the members of the Nomination Committee. The company shall reimburse the reasonable costs that the members of the Nomination Committee may incur in the course of their work.

The term of office of the Nomination Committee shall last until a new Nomination Committee is appointed.

Proposed new wording for the 2024 Annual General Meeting:

If a shareholder who has appointed a member of the Nomination Committee ceases to be a shareholder or is ranked lower on the list of the largest shareholders in the company in terms of voting rights before the Nomination Committee's assignment has been completed, the member appointed by that shareholder shall make his or her seat available and the shareholder who at that time is the largest shareholder in terms of voting rights and is not already represented on the Nomination Committee shall be offered a seat. If this shareholder declines, the matter shall be passed on to the second largest shareholder in terms of votes who is not already represented in the nomination committee, etc.

If none of the ten largest shareholders in terms of votes accepts, the member who made his or her seat available shall be offered to remain in office. If the change in ownership is only marginal or if the change occurs later than three months before the annual general meeting, the nomination committee may decide that no change should take place.

Should any of the members of the Nomination Committee, before the Nomination Committee's assignment has been completed, resign for any other reason or cease to represent the shareholder who appointed the member, such member shall, if the shareholder who appointed the member so requests, be replaced by a new member appointed by the shareholder.

Changes in the composition of the Nomination Committee shall be published immediately.

Stockholm, March 2024

The Nomination Committee of Hexatronic Group AB (publ)