

The Nomination Committee's motivated opinion regarding proposals for the Board of Directors of AcadeMedia AB (publ)

The Nomination Committee of AcadeMedia AB (publ) (the “**Company**”) 2023 consists of Rune Andersson, Chairman (Mellby Gård), Mats J. Andersson (Nordea Fonder), Ola Wessel-Aas (Taiga Fund Management AS) and Håkan Sörman (the Chairman of the Board of Directors, co-opted).

The Nomination Committee's work

Ahead of the annual general meeting 2023, the Nomination Committee has had six meetings where minutes were kept and in addition has had informal contacts. The Nomination Committee has been provided with a report on the status of the Company by the Chairman of the Board of Directors. The Chairman of the Board of Directors has also provided a report on the evaluation of the Board of Directors' work that has been conducted. The Nomination Committee has discussed the evaluation of the Board of Directors' work. Particular focus has been given to the composition of the Board of Directors and how the members of the Board of Directors operate as a group. The Nomination Committee has also evaluated the level of the fees to the Board of Directors and has compared it with Board fees for other comparable companies.

The Nomination Committee's proposals

The Nomination Committee proposes the following:

- that the Board of Directors shall consist of seven members elected by the annual general meeting, without deputy members,
- that the members of the Board of Directors Johan Andersson, Ann-Marie Begler, Jan Bernhardsson, Mikael Helmersson and Håkan Sörman shall be re-elected,
- that Hilde Britt Mellbye and Marie Osberg shall be elected as new members of the Board of Directors, and
- that Håkan Sörman shall be re-elected as the Chairman of the Board of Directors.

Motivated opinion

The Nomination Committee has, as basis for its work, been provided with an evaluation of the Board of Directors and its work. The evaluation is based on a questionnaire to all Board members and has been compiled and reported back to the Board of Directors by the Chairman of the Board. The size of the Board of Directors and its composition with regard to *e.g.* industry experience and other necessary qualifications has been discussed.

The Nomination Committee has, in its work ahead of the annual general meeting, had an objective to ensure that the Board, as a group, has the necessary competence and experience with regard primarily to AcadeMedia's operations, stage of development and other relevant circumstances, and to be able to continue to manage the Company in a successful manner. The Nomination Committee has particularly taken into account the Board of Directors' need for diversity and variety in terms of competence, experience and background, in consideration of, *inter alia*, the Company's status as a welfare company, its strategic development, governance and control.

Since Silvija Seres and Pia Rudengren have announced that they intend to leave the Board in connection with the Annual General Meeting 2023, the Nomination Committee has had a particular focus on nominating successors to them with relevant competence.

Hilde Britt Mellbye has solid experience in leading and developing companies within the Nordic care sector and has extensive experience from various industries, including as Group CEO of Norlandia Care Group AS, Frisk Gruppen as (later Falck AS) and as CEO of A/S Vinmonopolet. She also has extensive Board experience, including from her role as President and Chairman of the Board of UNICEF Norway and as a Board member of Ambea AB. Accordingly, Hilde Britt Mellbye has experience in both commercial, non-profit and publicly funded activities and she is considered to become a great asset to AcadeMedia's Board.

Marie Osberg has extensive experience in both Board work and operational work within the financial sector, including from her positions within Collector Bank and DNB Bank. She also has solid experience of Board work in private and listed companies, and committees, such as audit committees, for example from her assignments within ATG, Nordisk Bergteknik AB, Almi AB as well as Board work in non-profit organizations, such as Rädta Barnen district Gothenburg. The Nomination Committee assesses that Marie Osberg's broad qualifications and experience will be a great asset for AcadeMedia's Board.

The Nomination Committee has also discussed diversity perspectives based on the perception that it is essential for the Board composition and the Nomination Committee's aims for gender balance. The Nomination Committee is of the opinion that the proposed Board of Directors consists of a broad and diversified group of qualified individuals, who are motivated and suitable for the work required by the Board of Directors of AcadeMedia. The Nomination Committee is also of the opinion that the Board members complement each other well in terms of qualification and experience. The proposed Board of Directors consists of four men and three women.

The Nomination Committee complies with the Swedish Corporate Governance Code (the "**Code**"). When assessing the independence of the proposed Board members, the Nomination Committee has found that the proposed composition of the Board of Directors of the Company fulfills the requirements regarding independence set forth in the Code. In relation to the composition of the Board of Directors, the provisions of rule 4.1 of the Code have been applied as diversity policy and with regard to the objectives of that policy, which has resulted in this proposal to the annual general meeting.

Presentations of the individuals proposed for election and re-election are available at <https://academedia.se/en/investors/corporate-governance/annual-general-meeting/agm-2023/>.

Stockholm, 16 October 2023
AcadeMedia AB (publ)
The Nomination Committee

