

## **The Nomination Committee's proposals and reasoned statement for the Annual General Meeting 2026 in Smart Eye Aktiebolag (publ)**

In accordance with the principles for the appointment of the Nomination Committee adopted at Smart Eye Aktiebolag (publ):s Annual General Meeting 2022, the Chairman of the Board contacted the largest shareholders in terms of votes during the autumn to form a Nomination Committee consisting of four members. The Nomination Committee was composed as follows:

- Malin Björkmo (appointed by Handelsbanken Fonder)
- Mary Irwin (appointed by Krantz family)
- Linda Jöfelt (appointed by Jöfelt family)
- Oscar Molse (appointed by an ownership group consisting of MolCap/the Molse brothers, Consensus, and Exelity)

The Nomination Committee is appointed by owners with an ownership of approximately 26 per cent of the votes in Smart Eye. At the Nomination Committee's inaugural meeting, it was decided that the Chairman of the Board would be co-opted to most of the Nomination Committee's meetings and that Malin Björkmo would be Chairman of the Nomination Committee.

The tasks of the Nomination Committee have been to prepare for the 2026 Annual General Meeting, the election of the Chairman and other members of the board, the election of the Chairman of the Annual General Meeting, remuneration issues, the election of the auditor and related issues. The Nomination Committee has held several minuted meetings and regular reconciliations.

### **Reasoned statement**

In order to assess the demands that will be placed on the Board of Directors as a result of the company's current situation and its future direction, the Nomination Committee has discussed the composition of the Board of Directors in terms of various competences and experiences. An important objective has been to ensure that the composition of the Board at all times provides the best conditions for Smart Eye's future development.

In its work, the Nomination Committee has paid particular attention to rule 4.1 of the Swedish Code of Corporate Governance, which constitutes the diversity policy that the Nomination Committee has applied in preparing its proposal for the Board of Directors. The Nomination Committee has thus endeavoured to achieve an appropriate composition, characterised by versatility and breadth in terms of the proposed members' competence, experience and background, as well as an even gender distribution.

As a basis for its proposal for the board, the Nomination Committee has interviewed all board members, reviewed the board's own evaluation and interviewed the CEO.

The Nomination Committee has concluded that the work of the Board has functioned well during the year. The current Board comprises a broad and diverse group of individuals whose competencies and experience complement each other effectively. The Board includes the skills that are important and relevant for the company's governance and operations. The Nomination Committee therefore proposes the re-election of all current Board members. The Nomination Committee assesses that the proposed Board of Directors, considering the company's operations, stage of development and other circumstances, is appropriately composed to meet the requirements of the company's operations.

The gender distribution within the Board is however somewhat uneven, five men and two women, which future Nomination Committees should continue to consider.

Two of the proposed Board members are considered dependent in relation to the company's major shareholders, one of whom is also considered dependent in relation to the company's management. The

remaining proposed members are deemed independent of the company and its management, as well as of the company's major shareholders, in accordance with the independence requirements set out in the Swedish Corporate Governance Code.

It is essential for the company's continued development to be able to attract, recruit and retain the right competencies on the Board. In assessing the appropriate level of Board fees, a comparison has been made with remuneration levels in companies of comparable size and complexity. Based on this comparison, the Nomination Committee has concluded that the Board fees appear to be in line with market practice and follow a market-based structure. However, a minor adjustment is proposed to reflect the general increase in price levels in the economy.

The Nomination Committee of Smart Eye Aktiebolag (publ) submits the following proposals to the company's Annual General Meeting 2026:

### **Chairman of the Annual General Meeting**

The Nomination Committee proposes that Anders Jöfelt, or in his absence, the person designated by the Nomination Committee, is elected Chairman of the Annual General Meeting.

### **Number of directors and deputies on the Board of Directors**

The Nomination Committee proposes that the Board of Directors shall consist of seven (7) members, without deputies.

### **Number of auditors**

The Nomination Committee proposes that a registered accounting firm be appointed as auditor.

### **Election of board members**

The Nomination Committee proposes re-election of the board members Andreas Anyuru, Maria Hedengren, Magnus Jonsson, Anders Jöfelt, Mats Krantz, Lars Olofsson and Cecilia Wachtmeister. All elections for the period until the end of the next Annual General Meeting.

The persons proposed by the Nomination Committee for re-election for the Board are presented on [www.smarteye.se](http://www.smarteye.se).

### **Election of the Chairman of the Board**

The Nomination Committee proposes re-election of Anders Jöfelt as Chairman of the Board of Directors.

### **Remuneration of the Board of Directors**

*Amount from previous year in () for comparison*

The Nomination Committee proposes that remuneration to the board, excluding work in the board's committees, shall be paid with SEK 720,000 (700,000) to the Chairman of the Board, with SEK 465,000 (450,000) to the Deputy Chairman of the Board and with SEK 320,000 (310,000) to the other members.

As remuneration for committee work, the following is proposed: The Chairman of the Audit Committee shall receive SEK 160,000 (155,000) and other (maximum two persons) members SEK 70,000 (65,000). The Chairman of the Remuneration Committee shall receive SEK 65,000 (63,000) and member (maximum one person) SEK 45,000 (42,000).

### **Election of auditors**

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, election of the registered auditing company Öhrlings PricewaterhouseCoopers AB until the end of the

Annual General Meeting 2027. In case Öhrlings PricewaterhouseCoopers AB is elected, the Nomination Committee notes that Öhrlings PricewaterhouseCoopers AB has announced that the authorised public accountant Johan Malmqvist will be appointed as the auditor in charge.

**Fees to the auditor**

The Nomination Committee proposes that fees to the auditors remain unchanged in accordance with approved invoices.

**Principles for appointment of members of the Nomination Committee**

The Nomination Committee has reviewed the current instructions for the Nomination Committee and decided not to propose any changes.

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Gothenburg in March 2026  
**The Nomination Committee for Smart Eye Aktiebolag (publ)**