

The Nomination Committee's statement explaining its proposal for the Board of Sectra AB, including a presentation of the work of the Nomination Committee ahead of the 2021 AGM

In accordance with the principles adopted by the 2020 Annual General Meeting (AGM), the Chairman of the Board contacted the largest shareholders in the autumn of 2020 to form a Nomination Committee tasked with preparing proposals ahead of the 2021 AGM. Before agreeing to the assignment, the members of the Nomination Committee assessed whether it would create a conflict of interest and notified the company that no conflict of interest existed.

The members of the Nomination Committee were announced in a press release on December 22, 2020 and these are:

- Jan-Olof Brüer, Chairman of the Board (convener).
- Torbjörn Kronander, Board member, President and CEO of Sectra AB and the company's largest shareholder.
- Jan Särllvik, representative of Nordea Funds, which is the company's sixth-largest shareholder (Chairman). Independent in relation to the company and its management.
- Elisabet Jamal Bergström, representative of SEB Investment Management, which is the company's fifth-largest shareholder. Independent in relation to the company and its management. Elisabet replaced Martin Gärtner as the representative of SEB Investment Management in Sectra's Nomination Committee on April 16, 2021.

Jan Särllvik, representative of Nordea Funds, was appointed Chairman of the Nomination Committee since Torbjörn Kronander and Jan-Olof Brüer decided to abstain from chairmanship due to their roles as President and Chairman of the Board of Sectra AB, respectively. The members of the Nomination Committee jointly represent 48% of the votes in Sectra AB.

Work of the Nomination Committee ahead of the 2021 AGM

According to the nomination process, the Nomination Committee is to draft proposals for the following:

- Chairman of the AGM
- Board of Directors
- Chairman of the Board
- Fees to the Chairman and other members of the Board of Directors, and remuneration for committee work
- Auditor
- Fees to the company's auditors
- Principles governing the composition of the Nomination Committee and directives for its activities if changes are necessary

The Nomination Committee has held regular meetings and phone discussions since it was appointed in December 2020. The Nomination Committee meetings and discussions mainly pertained to assessing the work of the current Board, reviewing the balance of complementary expertise on the Board, the need to recruit new Board members and the assessment of prospective Board members, and discussions of fees to the Board. In accordance with the Swedish Corporate Governance Code, the Nomination Committee's assessment paid particular attention to the diversity and breadth of the Board's composition as well as the requirement of working toward an even gender balance.

As a basis for its work, the Nomination Committee has reviewed the Board's assessment of its work and the Chairman of the Board's presentation of the work of the Board, and has held talks with the members of the Board. This review shows that the Board has been active and extremely dedicated, and that the members had a high attendance rate.

When preparing the Nomination Committee's proposal regarding fees to the Board, an analysis and comparison was conducted with similar companies in order to gain an understanding of what would be reasonable fees. The Nomination Committee has noted that the fees to the Board were last increased at the 2017 AGM and are now well below those of comparable companies. It is therefore proposed that the fee to

the Chairman of the Board be increased to SEK 540,000 (SEK 450,000) and the fee for other Board members not otherwise employed by the company be increased to SEK 270,000 (225,000). There are no proposed changes to the fee for committee work, which means that the Chairman of the Audit Committee will receive SEK 100,000 and other external members of the Audit Committee will receive SEK 50,000. The fees to the Audit Committee were raised at the 2019 AGM.

When considering the proposal for the election of auditors and fees for audit work, the Nomination Committee was assisted by the Audit Committee. The Nomination Committee proposes that Ernst & Young AB be re-elected at the 2021 AGM as the public accounting firm for the company until the close of the 2022 AGM. Ernst & Young AB has notified the Nomination Committee that if the AGM votes in favor of the proposal, Authorized Public Accountant Andreas Troberg will be the Auditor in Charge. The Nomination Committee also proposes that auditors' fees be paid in accordance with approved invoices. The proposals follow the recommendation presented by the Board's Audit Committee to the Nomination Committee.

Proposal for the Board of Directors

The Nomination Committee proposes:

- That the Board of Directors should comprise of eight members with no deputies.
- The re-election of Jan-Olof Brüer, Anders Persson, Christer Nilsson, Tomas Puusepp, Torbjörn Kronander, Birgitta Hagenfeldt, Jonas Yngvesson and Fredrik Robertsson.
- The re-election of Jan-Olof Brüer as Chairman of the Board.

Presentation of the proposed Board members

A presentation of the individuals proposed by the Nomination Committee for re-election to the Board of Directors is available at www.sectra.com/board_of_directors.

Reasoned opinion concerning the proposal of Board members

The Nomination Committee is of the opinion that work on Sectra's Board has functioned effectively and that the expertise and experience that are important for Sectra, and that the Nomination Committee believes are required to meet Sectra's future challenges and needs, are properly represented on the Board of Directors. The Nomination Committee currently sees no need to renew or supplement the composition of the Board and therefore proposes the re-election of all current members.

The Nomination Committee has assessed each member's capacity to devote sufficient time and dedication to the Board assignment and assessed the extent to which the Board fulfills the requirements that will be imposed on it considering the company's operations, situation and future direction. In the opinion of the Nomination Committee, all the proposed members have at their disposal the dedication and time required to perform the assignment as a member of Sectra's Board of Directors.

During the course of its work, the Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. The Nomination Committee has taken into account the importance of greater diversity on the Board of Directors with regard to gender, expertise, age and nationality as well as business experience and background. The Nomination Committee is of the opinion that the diversity of the proposed composition of the Board of Directors is appropriate, since the experience and competence of its members match the Sectra Group's priorities. An important task for the coming Nomination Committee will be to increase the proportion of women on the Board when the time comes to change the composition of the Board. If the AGM resolves in accordance with the Nomination Committee's proposal, 12.5 per cent of the AGM-elected members of Sectra's Board of Directors will be women.

The Nomination Committee is also of the opinion that the proposed composition of the Board fulfils the requirements of the Swedish Corporate Governance Code with regard to the number of independent members in relation to the company and its management, and major shareholders in the company. The Nomination Committee has found nothing that indicates cause to question the independence of the Board members designated as independent.

Linköping, August 2021

The Nomination Committee of Sectra AB (publ)