

Nomination Committee of Nobia AB's (publ) proposals for the 2026 Annual General Meeting (including explanatory statement)

Description of the Nomination Committee's work prior to the 2026 Annual General Meeting

The Annual General Meeting 2025 of Nobia AB (the “**Company**”) appointed a Nomination Committee comprising the following members: Peter Hofvenstam (nominated by Nordstjernan), Ricard Wennerklint (nominated by If Skadeförsäkring AB), Lovisa Runge (nominated by Fjärde AP-fonden) and Erik Durhan (Lannebo Kapitalförvaltning), with Peter Hofvenstam as Chairman.

In accordance with the instruction adopted at the 2025 Annual General Meeting and the Swedish Corporate Governance Code, the task of the Nomination Committee has been to prepare proposals in the following matters to be presented to the 2026 Annual General Meeting of the Company:

- the election of the Chairman of the Annual General Meeting,
- the election of the Chairman and other members of the Company's Board of Directors,
- the Board of Directors' fees, divided between the Chairman and the other Board members, and any remuneration for Committee work,
- the election of and fees to auditors,
- the election of members of the Company's Nomination Committee for the period from the end of the Annual General Meeting until the conclusion of the following Annual General Meeting, and
- changes to the instruction for the Nomination Committee.

The Nomination Committee has held four (4) meetings and has also conducted interviews with the Board of Directors, the CEO, and potential board members. In addition, the Nomination Committee has maintained ongoing contact via email and telephone.

The Nomination Committee has applied Article 4.1 of the Swedish Corporate Governance Code as diversity policy in preparing its proposal. This entails that the Nomination Committee has strived for that the Board of Directors of the Company with regard to the Company's business, its state of development and other circumstances, shall have a composition, which is appropriate, characterised by diversity and breadth in terms of the competence, experience and background of the members of the Board of Directors elected by the Annual General Meeting. There shall be a strive for gender balance.

The Nomination Committee also consider it important that the members of the Board of Directors can dedicate the time and care needed to fulfil their tasks as members of the Board of Directors of the Company and the Nomination Committee has therefore assessed the assignments of the members of the Board of Directors outside of the Company, and the time required to fulfil these other assignments.

The Nomination Committee has received a report from the Chairman of the Board of Directors on the manner in which the Board of Director's work was conducted. The Nomination Committee has interviewed the Board of Directors and the overall evaluation of the Board of Director's work shows that the Board of Directors is functioning effectively.

The Nomination Committee has discussed the size and composition of the Board of Directors in relation to the Company's situation and opportunities for development. Generally, the Nomination Committee finds the competence in the Board of Directors satisfying. The Nomination Committee has intended to maintain the diversity and breadth of the Board of Directors.

When considering the Nomination Committee's proposal for election of and fees to auditors, the Nomination Committee has communicated with the Chairman of the Audit Committee for the purpose of understanding the Board of Director's and the Audit Committee's assessment of the quality and efficiency of the auditors' work. The proposal regarding election of auditor and fees to auditor is aligned with the recommendation from the Audit Committee.

The Nomination Committee's assessment regarding the proposed composition of Board of Directors

The Nomination Committee believes that the proposed Board of Directors has a, with regard to the Company's business, its state of development and other circumstances, well-balanced composition, characterised by versatility and breadth regarding the proposed members' of the Board of Directors competence, experience and background. Provided that the Nomination Committee's proposal for a new Board of Directors is adopted, this means that 50 per cent of the members elected by the Annual General Meeting will be women and 50 per cent will be men. The Nomination Committee continuously strives for an even gender balance on the Board of Directors. The Nomination Committee also believes that the proposed members of the Board of Directors have sufficient time to fulfil their duties as members of the Board of Directors of the Company

The Nomination Committee's assessment of the independence of the Board of Directors

Considering applicable Swedish rules on independence, the Nomination Committee has made the following assessments of the proposed members of the Board of Directors in relation to the Company and the management and the Company's major shareholders:

- The Nomination Committee considers all proposed members of the Board of Directors to be independent in relation to the Company and the company management.
- Jimmy Renström and Fredrik Ahlin are not independent in relation to the Company's major shareholders. Jimmy Renström is not independent because of his employment at the Company's largest shareholder, Nordstjernan. Fredrik Ahlin is not independent because of his employment at the Company's second largest shareholder, If Skadeförsäkring AB.

The Nomination Committee's assessment on the proposed fees for the Board of Directors

The Nomination Committee considers it important that the fees for the Board of Directors (including remuneration for committee work) amount to a level that enables recruiting and retaining strong and internationally competitive competence to the Board of Directors of the Company. The Nomination Committee has interviewed the Chairman of the Board of Directors regarding the scope and complexity of the work of the Board of Directors and compared the Company's fees to the Board of Directors to other comparable companies on Nasdaq Stockholm. In light of this, the Nomination Committee has concluded that compared to fees to the Board of

Directors in other companies of equivalent size and complexity, the proposed fees are in line with market practice and are reasonable.

The Nomination Committee's proposal for Chairman of the 2026 Annual General Meeting

The Nomination Committee proposes that Johan Thiman, White & Case, or in the event of he being prevented from doing so, the person appointed by the Nomination Committee instead be appointed Chairman at the 2026 Annual General Meeting.

The Nomination Committee's proposals for the Board of Directors to the 2026 Annual General Meeting

The Nomination Committee proposes that the Annual General Meeting shall elect six (6) ordinary members without deputies.

The Nomination Committee proposes re-election of the members Marlene Forsell (member since 2019), Fredrik Ahlin (member since 2023), Jimmy Renström (member since 2025), Catarina Fagerholm (member since 2025), and Andréas Elgaard (member since 2025) as well as new election of Katarina Lindström.

Carsten Rasmussen has declined re-election as member and Tony Buffin has declined re-election as Chairman.

The Nomination Committee proposes that Jimmy Renström is elected Chairman of the Board of Directors.

Information about members of the Board of Directors who are proposed for re-election is available at the Company's website <https://www.nobia.com/about-us/board-of-directors> and information about the member of the Board of Directors proposed for new election is set out below.

Katarina Lindström

Year of birth: 1965

Principal education and professional experience: MSc in Materials Science, KTH Royal Institute of Technology. Has extensive experience in Executive roles, primarily in Operations, at Volvo AB, Munters AB, and Hempel A/S, and serves on the boards of Gränges AB, Skövde University, and Gothia Science Park.

Other significant professional assignments: Board member of RHI Magnesita N.V (Non Executive Director, RHI Magnesita N.V)

Shareholding in the Company: 0

Fees for the Chairman and other members of the Board of Directors

The Nomination Committee proposes that the Directors' fees amount to a total of SEK 3,550,000 (previously SEK 3,883,000), which means a decrease of SEK 333,000 attributable to the fact that the Nomination Committee proposes that the Board of Directors shall only consist of six members (previously 7). The board fees are proposed to be distributed with SEK 1,300,000 to the Chairman of the Board of Directors, i.e. an increase of SEK 27,000, and SEK 450,000 to each other board member elected by the general meeting, i.e. an increase of SEK 15,000.

The Nomination Committee proposes that the members appointed by the Board of Directors to act as Audit Committee shall receive fees of SEK 165,000 for the Chairman, i.e. an increase by SEK 5,900, and SEK 132,300 to each member, i.e. unchanged fee.

The Nomination Committee proposes that the members appointed by the Board of Directors to act as Remuneration Committee shall receive fees of SEK 85,000 to the Chairman and SEK 55,000 to each member, i.e. an increase by SEK 6,000 and SEK 3,000, respectively.

The Nomination Committee proposes that the member appointed by the Board of Directors to act as Supply Chain Committee shall receive a fee of SEK 125,000, i.e. unchanged fee.

Election of, and fees to, auditors

The Nomination Committee proposes that the number of auditors shall be a registered audit firm, without deputy auditors.

The Nomination Committee proposes re-election of the accounting firm Öhrlings PricewaterhouseCoopers AB (PwC) until the next Annual General Meeting.

PwC has informed the Nomination Committee and the Company that, provided that the Annual General Meeting adopt the Nomination Committee's proposal, the authorised public accountant Anna Rosendal will be the main responsible auditor.

The Nomination Committee proposes that the fees be paid in accordance with approved invoices.

The proposal is in accordance with the Audit Committee's recommendation.

Election of members of the Nomination Committee

The Company's major shareholders have informed the Nomination Committee that they intend to propose that the Annual General Meeting elects Peter Hofvenstam (nominated by Nordstjernan), Ricard Wennerklint (nominated by IF Skadeförsäkring AB), Lovisa Runge (nominated by the Fourth Swedish National Pension Fund) and Erik Durhan (nominated by Lannebo Kapitalförvaltning) as members of the Nomination Committee, with Peter Hofvenstam as Chairman of the Nomination Committee. The owners proposed to be represented on the Nomination Committee hold approximately 49.38 per cent of the shares and 49.38 per cent of the votes in the Company.

Instruction for the Nomination Committee

The Nomination Committee has resolved not to propose any changes to the instruction for the Nomination Committee resolved upon by the 2025 Annual General Meeting. The instruction for the Nomination Committee resolved upon by the 2025 Annual General Meeting shall be applicable until further notice.