

## **The nomination committee's motivated opinion regarding proposals for the board of directors of Medicover AB (publ)**

The nomination committee of Medicover AB (publ) ahead of the annual general meeting 2024 consists of the chairman of the nomination committee Fredrik Stenmo (chairman of the board of directors and representing Celox Holding AB and the Christina af Jochnick family's total ownership), Hans Ramel (NG Invest Beta AB), Jannis Kitsakis (Fjärde AP-Fonden) and Angelica Hanson (AMF och AMF Fonder).

### **The nomination committee's work**

The nomination committee's work started with a review of all tasks assigned to the nomination committee according to the Swedish Corporate Governance Code (the "**Code**") and according to the instructions to the nomination committee adopted by the annual general meeting of Medicover AB (publ) in 2023. The nomination committee has held three meetings where minutes were kept prior to the annual general meeting 2024, and has in addition thereto had informal contacts on several occasions. Particular focus has been given to the board of directors' composition and how the board of directors operates as a group and the nomination committee has discussed the evaluation of the board of directors' work. Information has been available on Medicover AB (publ)'s website on how shareholders have been able to submit proposals to the nomination committee, but no shareholder proposal has been received. The nomination committee has also evaluated the level of fees to the board of directors and compared it to board fees of other comparable companies.

### **The nomination committee's proposals for the board of directors**

The nomination committee proposes the following for Medicover AB (publ)'s board of directors:

- that the board of directors shall consist of nine (ten) members elected by the general meeting without deputy members,
- that all the members of the board of directors, Fredrik Stenmo, Peder af Jochnick, Anne Berner, Arno Bohn, Sonali Chandmal, Michael Flemming, Margareta Nordenvall, Fredrik Rågmark and Azita Shariati, are re-elected as members of the board of directors, except Robert af Jochnick who has expressed that he is not available for re-election,
- that Fredrik Stenmo is re-elected as the chairman of the board of directors, and
- that the fees to the members of the board of directors shall be paid out in a total amount of EUR 611,600, divided so that the chairman of the board of directors shall receive EUR 100,000 (EUR 76,200) and the other board members who are not employed by the group, shall receive EUR 56,800 (EUR 54,600) each, the chairman of the audit committee shall receive EUR 24,700 (EUR 23,700) and EUR 12,100 (EUR 11,600) for each other member of the audit committee who is not employed by the group, EUR 13,000 (EUR 8,450) for the chairman of the remuneration committee and EUR 9,000 (EUR 8,450) for each other member of the remuneration committee who is not employed by the group, as well as EUR 10,000 (EUR 5,250) for the chairman of the sustainability committee and EUR 6,000 (EUR 5,250) for each other member of the sustainability committee who is not employed by the group.

### **Motivated opinion**

The nomination committee has been informed that Robert af Jochnick does not candidate for re-election but that all other current board members are available for re-election.

The nomination committee has, as basis for its work, been provided with a report from the chairman of the board of directors regarding the board of directors and its work. An evaluation of the board and the board's work was performed in the end of 2023 through a self-assessment, on which the chairman of the board of directors has also reported to the nomination committee. In addition, the nomination committee has interviewed a selection of the independent board members. The number of board members and its composition with regard to, inter alia, experience of the industry and qualifications have been discussed. The result from the evaluation and the interviews shows large commitment by all board members, that the board of directors is operating well as a group and that the board of directors is well composed with good competence.

The nomination committee has, in its work before the annual general meeting, had an objective to ensure that the board of directors, as a group, has the necessary competence and experience, in particular for Medicover AB (publ)'s operations and developing stage, and to be able to continue to lead the company in a successful manner. The nomination committee has in particular taken into account the need for diversity and variety in terms of competence, experience and background, in consideration of, inter alia, the company's strategic development, direction and control. The nomination committee has discussed diversity perspectives based on the perception that they are essential in the board composition and the nomination committee aims for equal distribution between genders.

The nomination committee assesses that the proposed number of board members (a decrease from ten to nine members elected by the general meeting, as one of the current members does not candidate) is an appropriate size of the board of directors.

The nomination committee is of the opinion that the proposed board of directors consists of a wide and diversified group of qualified individuals, who are motivated and fit for the work required by the board of directors of Medicover AB (publ). The nomination committee is also of the opinion that the board members complement each other in terms of qualification and experience.

It is further the view of the nomination committee that all the individuals proposed are well suited for the task both individually and as a group and that they are able to commit sufficient time for the assignment with Medicover AB (publ)'s board of directors as well as to perform the assignment with the care and engagement required.

In the light of the above, the nomination committee's proposal is that all of the nine current board members who are available for re-election be re-elected as members of the board of directors, all for the period up to and including the annual general meeting 2025.

The fundamental principle with respect to the fees to the board of directors is that the fees must be competitive to ensure that the company can attract and maintain competent board members. Particular focus has been put on the fees for the chair of the board and each respective chair of the committees, as the company's size and complexity has increased, as well as the increased work load from regulatory demands. On the basis of the nomination committee's evaluation of the current level of fees and its comparison to board fees of other comparable companies, the nomination committee proposes an increase of the fees to the board of directors for their board and committee work.

Fredrik Stenmo has not participated in the nomination committee's decisions as regards himself.

When assessing the independence of the proposed board members, the nomination committee has found that the proposed composition of the board of the company fulfills the requirements regarding independence set forth in the Code. As regards the composition of the board of directors, the provisions in item 4.1 in the Code have been applied by the nomination committee as diversity policy, with regard to the objectives of that policy. The percentage of female board members elected by the general meeting will, if the annual general meeting votes in favour of the nomination committee's proposal, be 44%.

Information regarding the individuals proposed by the nomination committee for re-election to the board of directors is available at the company's website:

<https://www.medicover.com/financial-information/corporate-governance/annual-general-meeting>

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Stockholm in March 2024  
Medicover AB (publ)  
The nomination committee