

English convenience translation of Swedish original. In case of discrepancies between the Swedish original and the English translation, the Swedish original shall prevail.

RESURS HOLDING AB'S NOMINATION COMMITTEE'S REASONED STATEMENT REGARDING THE PROPOSAL FOR ELECTION OF THE BOARD AT THE 2022 ANNUAL GENERAL MEETING

In accordance with the instructions for the Nomination Committee that was resolved at the 2020 Annual General Meeting, the Nomination Committee ahead of the 2022 AGM has constituted in October 2021. The Nomination Committee comprised Martin Bengtsson appointed by Resurs Holding's largest shareholder Waldakt AB (the Bengtsson family), Jonas Strömberg appointed by the Erik Selin Fastigheter AB Group, Johannes Wingborg appointed by Länsförsäkringar Fondförvaltning AB (publ) and Oskar Börjesson, appointed by Livförsäkringsbolaget Skandia, ömsesidigt. Due to changed ownership structure, Johannes Wingborg resigned in December 2021 as member of the Nomination Committee and was replaced by Sten Schröder, appointed by Catea Group AB. Since Waldakt AB is the largest shareholder of Resurs Holding, Martin Bengtsson has been the Chairman of the Nomination Committee in accordance with the applicable instructions for the Nomination Committee. Martin Bengtsson is also the Chairman of the Board.

The Nomination Committee's proposals concerning the Board ahead of the 2022 AGM are presented below, including the Committee's reasoning. The Nomination Committee's other proposals are stated in the notice of the Annual General Meeting.

The Nomination Committee's proposals for election of the Board

The Nomination Committee proposes:

- that the Board shall continue to consist of eight members;
- the re-election of current members of the Board and the Chairman of the Board, save for Johanna Berlinde that has declined re-election; and
- that Magnus Fredin be elected as a new Board member.

The Nomination Committee's proposal is thus that the following persons be elected as Board members of Resurs Holding for a term of office until the end of the next Annual General Meeting:

- Martin Bengtsson, Chairman of the Board
- Fredrik Carlsson
- Lars Nordstrand
- Marita Odélius Engström
- Mikael Wintzell
- Kristina Patek
- Susanne Ehnåge
- Magnus Fredin

English convenience translation of Swedish original. In case of discrepancies between the Swedish original and the English translation, the Swedish original shall prevail.

The Nomination Committee's work

The Nomination Committee has had the tasks following from the instructions for the Nomination Committee and has held four minuted meetings, candidate interviews and has been in contact in between the meetings. In its assessment of the extent to which the present Board meets the requirements placed on it, the Nomination Committee paid particular attention to the Board's composition and how the Board works as a group as well as the balance and diversity of experiences. The Nomination Committee has also studied the evaluation of the Board and its individual members and has conducted its own interviews with a selection of the current members.

The Nomination Committee's reasoned statement regarding its proposals

The Nomination Committee's opinion is that the work of the Board is functioning very well. The Nomination Committee believes that the proposed members together represent the experience, knowledge and competence required in order to continue to lead and develop the company.

However, the Nomination Committee found that it would be valuable for the Board to obtain even more know-how within e.g. e-commerce and strategic business development, in particular considering the company's transformation journey. Proposed member Magnus Fredin possesses such competence and has also experience from the financial sector. The overall assessment of the Nomination Committee is that he will be a strong supplement to the other Board members and add such further expertise to the Board. See additional information about Magnus Fredin below.

The Nomination Committee has found that the proposed composition of the Board covers a range of skills and experience that meet the demands of Resurs Holding's most important priorities.

The Nomination Committee applies the Swedish Corporate Governance Code's rule 4.1 as its diversity policy and believes that the Code's requirements for diversity and breadth will be met through the Nomination Committee's proposal, which also prescribes an equal gender distribution in the Board. For the Nomination Committee, it is important to continue to actively work to achieve an equal gender distribution.

Assessment of independence

In its work of preparing the proposals to the 2022 AGM, the Nomination Committee has evaluated each Board member's independence in accordance with the Swedish Corporate Governance Code. The Nomination Committee has assessed that seven of the eight proposed members of the Board are independent in relation to the company and its management, and independent in relation to the company's major shareholders (see below for further information on independence). The proposed Board composition is therefore compliant with the Board independence rules of the Swedish Corporate Governance Code.

English convenience translation of Swedish original. In case of discrepancies between the Swedish original and the English translation, the Swedish original shall prevail.

Information about the proposed members of the Board

Magnus Fredin

Born: 1981

Education and professional experience: Former Head of Sales and VP of Sales at Klarna, CEO at Babyshop and CDON.com, Board member of Yabie (former Kaching Retail) and Cool Company Skandinavien AB. Former VP Commercial at Volvo Cars and currently Senior VP Global Online Business at Volvo Cars.

Other significant appointments: Board member of Teknikdelar.se

Shareholding (including related persons): 0 shares

Independence: Independent in relation to the company and its management and the company's major shareholders.

Martin Bengtsson

Chairman of the Board since 2019 and Board member since 2012. Chairman of the Nomination Committee and member of the Audit Committee.

Born: 1970.

Education and professional experience: MSc in Economics and Business Administration. Previously Manager of Business Development at SIBA Aktiebolag, Country Manager at SIBA Aktiebolag, Danish Branch and Investment Manager at SIBA Invest AB.

Other significant appointments: Chairman of the Board, SIBA Fastigheter AB. Board member and CEO of SIBA Invest AB.

Shareholding (including related persons): 57,885,556 shares.

Independence: Dependent in relation to the company and its management and the company's major shareholders.

Fredrik Carlsson

Member of the Board since 2012. Chairman of the Audit Committee and Remuneration Committee.

Born: 1970.

Education and professional experience: MBA, BSc in Business Administration. Former Global Head of Research, SEB Enskilda, Head of Equities, Second AP Fund, Bank of America/Merrill Lynch and HSBC.

Other significant appointments: Chairman of the Board of Directors of Svolder Aktiebolag and Sten A Olssons Pensionsstiftelse. Board member of Solid Försäkringsaktiebolag, Betsson AB and the Torsten Söderberg Foundation.

Shareholding (including related persons): 167,254 shares.

Independence: Independent in relation to the company and its management and the company's major shareholders.

Susanne Ehnåge

Member of the Board since 2020. Member of the Remuneration Committee.

Born: 1979

English convenience translation of Swedish original. In case of discrepancies between the Swedish original and the English translation, the Swedish original shall prevail.

Education and professional experience: MSc in Economics from the School of Business, Economics and Law at the University of Gothenburg. Former CEO and other positions at NetOnNet and SIBA AB.

Other significant appointments: CEO of Lindex. Board member of Quimper.

Shareholding (including related persons): 2,600 shares

Independence: Independent in relation to the company and its management and the company's major shareholders.

Lars Nordstrand

Member of the Board since 2012. Chairman of the Corporate Governance Committee and member of the Remuneration Committee.

Born: 1951.

Education and professional experience: BSc, MSc in Economics and Business Administration. Former CEO of Moderna Försäkringar and Movestic Livförsäkring AB and Deputy CEO of Invik, Major in the Military Reserve Force.

Other significant appointments: Chairman of the Board of Solid Försäkringsaktiebolag, Euroaccident Livförsäkring, Akademikerförsäkring and Nordnet Pensionsförsäkring AB.

Shareholding (including related persons): 64,994 shares.

Independence: Independent in relation to the company and its management and the company's major shareholders.

Marita Odélius Engström

Member of the Board since 2015. Member of the Corporate Governance Committee.

Born: 1961.

Education and professional experience: MSc in Economics and Business Administration, Authorised Public Accountant. Former CEO of Fora AB and CFO and Head of Process & Synergies, Skandia Nordic Group.

Other significant appointments: Board member of Solid Försäkringsaktiebolag.

Shareholding (including related persons): 23,407 shares.

Independence: Independent in relation to the company and its management and the company's major shareholders.

Kristina Patek

Member of the Board since 2020. Member of the Audit Committee.

Born: 1969

Education and professional experience: MSc in Business Studies and Economics, Uppsala University. Previously Head of M&A at Tieto, Partner at Scope Capital, Investment Manager at Ratos and Management Consultant at Accenture.

Other significant appointments: Senior Investment Director, Stena Sessan AB. Board member of Didner & Gerge AB, Scandic Hotels Group AB, 24Health and Matilda Foodtech.

Shareholding (including related persons): 7,551 shares.

English convenience translation of Swedish original. In case of discrepancies between the Swedish original and the English translation, the Swedish original shall prevail.

Independence: Independent in relation to the company and its management and the company's major shareholders.

Mikael Wintzell

Member of the Board since 2018.

Born: 1981

Education and professional experience: Upper-secondary engineering course. Deputy Chief Commercial Officer at Klarna, Sales Director at Payex. Currently Partner and CEO of Wellstreet Group.

Other significant appointments: Board member of companies associated with Wellstreet Group.

Shareholding (including related persons): 4,500 shares.

Independence: Independent in relation to the company and its management and the company's major shareholders.

March 2022

NOMINATION COMMITTEE
RESURS HOLDING AB (PUBL)