

THE NOMINATION COMMITTEE'S REASONED STATEMENT REGARDING THE PROPOSAL FOR ELECTION OF THE BOARD AT THE EXTRAORDINARY GENERAL MEETING ON 13 OCTOBER 2022

Background

The Nomination Committee of Resurs Holding AB (publ) consists of Martin Bengtsson, appointed by Resurs Holding's largest shareholder Waldakt AB (the Bengtsson family), Jonas Strömberg, appointed by the Erik Selin Fastigheter AB Group, Oskar Börjesson, appointed by Livförsäkringsbolaget Skandia ömsesidigt and 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 instructions for the Nomination Committee. Martin Bengtsson is also the Chairman of the Board.

The Nomination Committee's proposal concerning a new Board member and reasoning ahead of Resurs Holding's Extraordinary General Meeting on 13 October 2022 are presented below.

The Nomination Committee's work and reasoned proposals

As stated in the Nomination Committee's reasoned statement ahead of the 2022 Annual General Meeting, the Nomination Committee assessed that the Board's work in the company is working very well, and that the proposed members together represent the experience, knowledge and competence required in order to continue to lead and develop the company. However, in connection with the Annual General Meeting, the Nomination Committee had already considered whether there may be reason to propose an additional Board member to provide the Board with additional expertise within areas such as regulatory issues, financing and economic governance within the finance sector.

The Nomination Committee can now propose Pia-Lena Olofsson who has thorough and extensive experience of working with the abovementioned skills including in the financial sector. The Nomination Committee believes that she will be a strong supplement to the other Board members and add such further expertise to the Board. See additional information about Pia-Lena Olofsson below.

If the General Meeting resolves in accordance with the Nomination Committee's proposal, this will result in the Board of Directors for Resurs Holding consisting of nine Board members as follows:

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

Considering this proposal of a new Board member, the Nomination Committee notes that resolutions on Board fees, including for Committee work, were made at the 2022 Annual General Meeting, and that, upon the new election of Pia-Lena Olofsson, fees will also be paid to her adapted to the fact that she will not have been a Board member during the entire mandate period.

Assessment of independence

The Nomination Committee has made an assessment of Pia-Lena Olofsson's independence in accordance with the Swedish Corporate Governance Code, and found that she is independent of both the company's major shareholders and of the company and company management. If the Extraordinary General Meeting resolves in accordance with the Nomination Committee's proposal, eight of nine Board members will be independent in relation to the company and its management, and to the company's major shareholders. The Board composition is therefore compliant with the Board independence rules in the Code.

Information about the proposed members of the Board

Pia-Lena Olofsson

Born: 1972

Education and professional experience: MBA, University of Gothenburg, Executive MBA, University of Warwick in the UK and Funding and Risk, London Business School. Previously CFO of Visma AB, Collector AB (publ), Catena Media plc (publ) and various positions at Bure Equity AB (publ) and Citat AB. Currently CFO and Head of IR at Cibus Nordic Real Estate AB (publ). **Other significant appointments:** Board member of companies within the Cibus Group.

Shareholding (including related persons): 2,730 shares

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

September 2022

Nomination Committee

Resurs Holding AB (publ)