

NOMINATION COMMITTEE'S REASONED STATEMENT REGARDING THE PROPOSAL TO THE BOARD AT THE 2023 ANNUAL GENERAL MEETING

In accordance with the instructions for the Nomination Committee for Resurs Holding AB (publ) ("Resurs Holding") that were resolved at the 2020 Annual General Meeting (AGM), the Nomination Committee ahead of the 2023 AGM has constituted in October 2022. Resurs Holding's Nomination Committee comprises of Martin Bengtsson, appointed by Resurs Holding's largest shareholder Waldakt AB (the Bengtsson family), 28.9 per cent of the votes; Sten Schröder, appointed by Catea Group AB; Jonas Strömberg, appointed by Erik Selin Fastigheter AB, and Oskar Börjesson, appointed by Livförsäkringsbolaget Skandia, ömsesidigt. 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 2023 AGM are presented below, including the Committee's reasoning. The Nomination Committee's other proposals are stated in the notice of the AGM.

The Nomination Committee's proposals for election of the Board

The Nomination Committee proposes:

- that the Board consist of eight members;

the re-election of current members of the Board and the Chairman of the Board, except for Susanne Ehnåge who has declined re-election; and 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
- Magnus Fredin
- Pia-Lena Olofsson

The Nomination Committee's work

The Nomination Committee has had the tasks following from the instructions for the Nomination Committee and has held three minuted meetings 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 members.

The Nomination Committee's reasoned statement regarding its proposals

The Nomination Committee's opinion is that the work of the Board is functioning 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.

Susanne Ehnåge has declined re-election. However, the Nomination Committee does not propose the new election of any additional members and has found that other members in the Board possess similar skills and knowledge.

In conclusion, the Nomination Committee finds that the proposed composition of the Board covers the range of skills, knowledge and experience that well meet the demands of the company's most important priorities.

The Nomination Committee applies rule 4.1 of the Swedish Corporate Governance Code's (the "Code") 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. The Nomination Committee believes that it is important to continue to work actively to endeavour to achieve an even gender distribution.

Assessment of independence

In its work of preparing the proposals to the 2023 AGM, the Nomination Committee has evaluated each Board member's independence in accordance with the 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 in the Code.

Information about the proposed members of the

Board

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 Svalder Aktiebolag

and Sten A Olssons Pensionsstiftelse. Board member of Solid Försäkringsaktiebolag 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.

Lars Nordstrand

Member of the Board since 2012. Member of the Corporate Governance Committee and 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 Boards 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 and Movestic Liv och Pension.

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. Member of the boards of Scandic Hotels Group, 24Health, Doktor24 and Matilda Foodtech.

Shareholding (including related persons): 7,551 shares

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.

Magnus Fredin

Member of the Board since 2022.

Born: 1981

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

Other significant appointments: President, Senior Vice President Direct Markets at Volvo Cars. 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.

Pia-Lena Olofsson

Member of the Board since 2022. Member of the Corporate Governance Committee.

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.

Other significant appointments: CFO and Head of IR at Cibus Nordic Real Estate AB (publ).

Shareholding (including related persons): 4,870 shares.

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

March 2023

Nomination Committee

Resurs Holding AB (publ)