

Instruction for the Nomination Committee of Bonava AB (publ)

The nomination committee proposes that the following instruction regarding the nomination committee's composition and work in Bonava shall replace the current instruction and be valid until the general meeting decides otherwise.

1. THE DUTIES OF THE NOMINATION COMMITTEE

The nomination committee shall perform its assignment in accordance with this instruction and applicable rules. Prior to every annual general meeting, the nomination committee shall as part of its assignment prepare and present proposals regarding:

- chairman of the annual general meeting,
- number of board members and auditors elected by the meeting,
- chairman of the board and other board members to be elected by the meeting,
- remuneration to the board, divided between the chairman of the board and the other members of the board as well as remuneration for committee work; if any,
- election of audit firms or auditors,
- remuneration to auditors, and
- changes to the instruction for the nomination committee, if any.

The nomination committee shall motivate the board proposal in accordance with the requirement under the Swedish Corporate Governance Code, that versatility, diversity and gender balance should be sought for within the board. The nomination committee shall account for the diversity policy it has applied.

At a general meeting other than the annual general meeting, if relevant, the nomination committee's proposal shall concern the election of board members or auditors to take place at that meeting.

The nomination committee's proposal shall, at least six weeks before the annual general meeting, be presented to the company through the chairman of the board and shall be formulated in accordance with the requirements in the Swedish Companies Act and the Swedish Corporate Governance Code.

2. MEMBERS

The nomination committee shall consist of at least three (3), or at the most four (4), members appointed by the annual general meeting. Before the annual general meeting, the company shall coordinate a nomination procedure by giving the four (4) major shareholders, in terms of votes, listed in the shareholders' register maintained by Euroclear Sweden AB as per the last banking day in December each year, the opportunity to each nominate a member to the nomination committee. If requested shareholder refrain from nominating a member to the nomination committee and this result in that less than three (3) members are nominated through the above procedure, the company shall give each shareholder – in voting order – the option to nominate one member each until three (3) members are nominated. The members shall be appointed for the period until the end of next annual general meeting.

The chairman of the nomination committee shall be appointed by the annual general meeting. The nominated by the biggest shareholder, through the above nomination procedure, shall be nominated to be chairman of the nomination committee, if not otherwise agreed between the nominating shareholders to appoint another nominated member to chairman of the nomination committee.

Changes in the composition of the nomination committee may occur in the following cases.

- A member dies or wishes to resign before the end of the mandate period or if a shareholder wishes to replace its nominated member, whereby a request must be sent to the chairman of the nomination committee (or if the request regards the chairman, to another member of the nomination committee) and the receipt shall mean that the request has been executed.
- A shareholder who has a nominated member of the nomination committee disposes its entire holdings in the company, whereby such nominated member shall be deemed to have resigned from the nomination committee automatically, or if there is a significant change in the ownership of the company, whereby the nomination committee is entitled to independently decide to dismiss and/or appoint additional members for the purpose of reflecting the ownership of the company in the nomination committee's composition.
- There are vacancies in the nomination committee and the nomination committee decides to offer such seats to shareholders or members nominated by shareholders for the purpose of reflecting the ownership of the company in the nomination committee's composition.

In the mentioned cases of changes in the nomination committee, new potential members are also appointed for the period until the end of the next annual general meeting. Changes in the nomination committee shall be published by the company as soon as possible.

3. MEETINGS

The nomination committee shall meet as often as required for the nomination committee to fulfill its duties, however, at least once a year. Notice to meeting shall be issued by the chairman of the nomination committee. If a member requests a meeting, the request must be complied with.

The nomination committee is quorate if at least 2/3 of the members are present at a meeting which has been preceded by a notice with information of the agenda. Resolutions by the nomination committee shall be adopted by simple majority of the members present. In the event of a tied vote, the chairman shall have the casting vote.

4. REMUNERATION

The members of the nomination committee shall not be paid any remuneration from the company. However, the company shall defray all reasonable costs required for the work of the nomination committee.

5. THE NOMINATION COMMITTEE'S ATTENDANCE AT GENERAL MEETINGS

At least one member of the nomination committee shall always attend the annual general meeting.

6. AMENDMENTS TO THESE INSTRUCTIONS

The nomination committee shall continuously evaluate these instructions and its work and to the annual general meeting present proposals for amendments to these instructions, which the nomination committee has considered to be appropriate.

Stockholm, February 2025

Nomination Committee of
Bonava AB (publ)