

**The Nomination Committee's proposed resolutions
etc. for the Annual General Meeting in Rottneros AB
(publ) to be held on 20 March 2024, at 14.00 p.m.**

PROPOSED RESOLUTIONS

ITEMS 2, 5, and 12-16

The Nomination Committee of Rottneros AB (publ) ahead of the annual general meeting 2024 consists of Michal Jarczyński (appointed by Arctic Paper S.A.), chairman, Stefan Sundh (appointed by PROAD AB) and the chairman of the Board of Directors Per Lundeen.

Behind the members of the Nomination Committee are shareholders that together represent about 58.5 percent of the total amount of shares and votes in Rottneros AB (publ). In addition, the chairman of the Board of Directors is also a part of the Nomination Committee. Member of the Nomination Committee, that is also a member of the Board of Directors, has not participated in the Nomination Committee's preparations and resolutions regarding him/herself.

The Nomination Committee submits proposals to the annual general meeting for items 2, 5, and 12-16 as attached.

Item 2 – The Nomination Committee’s proposed resolution on the election of chairman for the annual general meeting

The Nomination Committee proposes that Per Lundeen shall be elected chairman for the 2024 annual general meeting and that lawyer Christian Riddarbo, Setterwalls Law Firm shall be appointed keeper of the minutes, or in the event that one of them is unable to attend, the person appointed by the Nomination Committee.

Vallvik, February 2024

The Nomination Committee of Rottneros AB (publ)

Item 5 – The Nomination Committee’s proposed resolution on the election of one or two persons to approve the minutes

The Nomination Committee proposes that Toni Lazarevski and Stefan Sundh shall be elected to approve the minutes of the meeting, together with the chairman.

Vallvik, February 2024

The Nomination Committee of Rottneros AB (publ)

Item 12 – The Nomination Committee’s proposed resolution regarding the number of Board members and auditors

The Nomination Committee proposes that the Board of Directors shall consist of six ordinary members elected by the annual general meeting without deputies that are elected by the annual general meeting. It is proposed that the number of auditors be one and that no deputy auditor be appointed.

Vallvik, February 2024

The Nomination Committee of Rottneros AB (publ)

Item 13 – The Nomination Committee’s proposed resolution regarding the determination of remunerations to the Board of Directors and auditor

The Nomination Committee proposes that remuneration be paid to the Board of Directors as follows:

- Remuneration to member of the Board of Directors who are not employed within the company shall be paid with SEK 636,000 to the Chairman of the Board and SEK 318,000 to each of the other members of the Board of Directors.
- Remuneration for committee work shall be paid with SEK 22,000 per member of the Audit Committee and SEK 22,000 per member of the Remuneration Committee.
- Remuneration of SEK 32,000 shall be paid to each of the employee representatives regarding the time required to read material ahead of meetings.

Furthermore, it is proposed that auditors’ fees be paid in accordance with an approved invoice.

Vallvik, February 2024

The Nomination Committee of Rottneros AB (publ)

Item 14 – The Nomination Committee’s proposed resolution on the election of Board of Directors and chairman of the Board of Directors

The Nomination Committee proposes re-election of the members of the Board of Directors Per Lundeen, Roger Mattsson, Julia Onstad, Conny Mossberg, Johanna Svanberg and Magnus Wikström, all for the period until the end of the next annual general meeting. It is further proposed that Per Lundeen is re-elected as Chairman of the Board.

The Nomination Committee’s reasoned statement

The Nomination Committee has discussed the requirements that will be placed on the Board of Directors in the coming years, and taken part in the completed Board evaluation. The Nomination Committee has considered the company's operations, its development stage, future development and other conditions, as well as governance and control to assess the Board's size and appropriate composition, as well as versatility and breadth regarding competence, experience and background of the Board members, and considered the requirement for an even gender distribution.

The Nomination Committee assesses that the proposed Board, with regard to the company's operations, development stage and other conditions, provides an appropriate composition and is characterized by versatility and breadth with the competence, experience and background that the proposed members have in terms of e.g., industry and market experience.

In assessing the independence of the proposed Board members, the Nomination Committee has found that its proposal for the Board of Directors in the company meets the requirements for independence set out in the Swedish Code of Corporate Governance (*Sw. Svensk kod för bolagsstyrning*). The composition of the Board is deemed to meet the requirement that at least two of the Board members who are independent in relation to the company and the company management are also independent in relation to the company's major shareholders, in that Magnus Wikström and Johanna Svanberg are considered to be independent in relation to both the company and the company management as well as the company's major shareholders. Per Lundeen, Conny Mossberg, Roger Mattsson and Julia Onstad are considered to be independent to the company and the company management, but not in relation to major shareholders.

The Nomination Committee has dealt with all issues that the Nomination Committee are to deal with in accordance with the Swedish Code of Corporate Governance, including (a) the Board's competence and ability with regard to the company's operations and development stage, (b) the Board's size, (c) the Board's composition on the members' experience, gender and background, (d) the Board members' fees, (e) proposals for the election of auditors and audit fees, and (f) how the Nomination Committee is to be appointed to the 2024 annual general meeting. The Nomination Committee has applied section 4.1 of the Swedish Code of Corporate Governance as a diversity policy.

Provided that the annual general meeting resolves in accordance with the Nomination Committee's proposal, two of the six Board members will be women, which corresponds to 33% of the total number of Board members. The Nomination Committee has endeavoured for the proposed Board of Directors to achieve the objective of an even gender distribution set out in the Swedish Code of Corporate Governance.

Information regarding the members of the Board of Directors proposed to be re-elected is available on the company's website, www.rottneros.com, and in the company's annual report of the financial year 2023.

Vallvik, February 2024

The Nomination Committee of Rottneros AB (publ)

Item 15 – The Nomination Committee’s proposed resolution on the election of Auditor

The Nomination Committee proposes re-election of the registered accounting firm Price-waterhouseCoopers AB, with Bo Karlsson as responsible auditor until the end of the next annual general meeting.

Vallvik, February 2024

The Nomination Committee of Rottneros AB (publ)

Item 16 – The Nomination Committee’s proposed resolution regarding principles for appointment of a Nomination Committee ahead of the annual general meeting 2025

The Nomination Committee proposes that the annual general meeting resolves that the principles for appointment of a Nomination Committee as adopted at the annual general meeting 2018 should be unchanged, which are those described below.

The Nomination Committee shall consist of the Chairman of the Board of Directors and two additional members, whereas the Chairman of the Board of Directors shall not be the chairman of the Nomination Committee. One of the two members, in addition to the Chairman of the Board of Directors, shall be appointed by the company’s largest shareholder and one shall be elected by one of the company’s other four largest shareholders. Neither of these two members may also be a member of the Board of Directors.

In the event that, during the Nomination Committee’s mandate period, one or more shareholders that have appointed members of the Nomination Committee are no longer among the five largest shareholders in terms of the number of votes, the members appointed by these shareholders shall relinquish their positions and the shareholder(s) that have taken a position among the five largest shareholders in terms of number of votes shall have the right to appoint their own representatives or offer the shareholder who is next in line in terms of number of votes a place on the Nomination Committee, so that there are three Committee members. The Chairman of the Board of Directors is responsible for ensuring that members are appointed as stated above.

The names of the Nomination Committee members are to be presented no later than six months prior to the annual general meeting. The Nomination Committee shall appoint a chairman from within its ranks. The composition of the Nomination Committee at any given time shall be published on the company’s website.

The Nomination Committee shall submit proposals on the following matters for resolutions by the annual general meeting: (a) the Chairman of the annual general meeting, (b) the number of Board members, (c) the election of Board members, (d) the election of Chairman of the Board, (e) Board fees, including distribution between the Chairman and other Board members as well as compensation for committee work, (f) fees for the auditors, (g) proposal for election of auditors, and (h) changes to the instruction for the Nomination Committee, if any.

Vallvik, February 2024

The Nomination Committee of Rottneros AB (publ)