

Reasoned statement of the Nomination Committee of ITAB Shop Concept AB (pub), Corp. Reg. No. 556292-1089, (“ITAB” or the “Company”) at the 2023 Annual General Meeting

Background

The Annual General Meeting of ITAB on 10 May 2022 adopted revised instructions for the work of the Nomination Committee. In accordance with these instructions, the Nomination Committee is to comprise members appointed by the three largest shareholders in the Company. The Chairman of the Nomination Committee is to be appointed by the largest shareholder. The members of the Nomination Committee are Petter Fägersten, Ulf Hedlundh, and Åsa Otterlund, with Åsa Otterlund as Chairman, appointed by ITAB’s largest shareholder, Aeternum Capital AS. Ulf Hedlundh was appointed by Pomona-gruppen.

The Nomination Committee has carried out its duties in accordance with the prevailing instructions in line with applicable regulations, including the Swedish Corporate Governance Code (the “Code”), with the expressed purpose to work in the interests of all shareholders.

Chairman of the Board Anders Moberg has been co-opted to the meetings of the Nomination Committee.

Report on the work of the Nomination Committee during the year

The Nomination Committee has held eight meetings as well as a number of contacts with Board members in between. The committee’s decisions have been summarised in a decision record.

The Nomination Committee has evaluated the work of the Board. To assess the extent to which the current Board of Directors meets the requirements placed on the Board as a result of the Company’s situation and future direction, the Board’s size and composition has been discussed in terms of expertise, experience, gender distribution and background. As part of these efforts, the Nomination Committee has interviewed all Board members to evaluate, assess and verify material areas in the Board’s work. In addition, the Code’s requirements for diversity, breadth, gender distribution and independence have been discussed.

The Nomination Committee has noted that the Board’s work has been conducted with considerable commitment, that the combined expertise of the members has been well used, and that there is an overall wish to keep the current number of members. At the same time, there is a need to complement the Board by adding further experience and strategic expertise in consumer-related customer segments.

In summary, the Board’s size, breadth of experience and strategic expertise in consumer-related customer segments, more even gender distribution and independence in relation to major shareholders in accordance with the Code were particular subjects for deliberation in the work of the Nomination Committee.

Proposals of the Nomination Committee

In the opinion of the Nomination Committee, the proposed composition of the Board represents broad expertise and experience in the Company's strategically important areas and is appropriate to meet the needs of the Company's operations and strategic direction.

As a whole, the proposed Board has experience of corporate governance in listed companies, managerial experience, operational experience in a range of consumer-related customer segments, production/supply chain, organisation, internationalisation, ESG and financial expertise.

As a result of the requirements that the Company's operations and strategic direction will impose in the coming years, including expansion opportunities, the Nomination Committee has deemed that continuity combined with further broadening the experience of the Board is of great importance. The Nomination Committee deems that the proposed Board is suitable to provide the Company's management with the support it requires, given that the Board members possess the necessary expertise and experience for the assignment.

The Nomination Committee proposes to the 2023 Annual General Meeting that:

- Anders Moberg, or the individual appointed by him, be elected as Chairman of the Annual General Meeting.
- The Board of Directors until the next Annual General Meeting comprise seven (seven) members elected by the Annual General Meeting.
- Jan Frykhammar, Petter Fägersten, Anders Moberg, Fredrik Rapp, and Vegard Sjøraunet be re-elected as Board members. Information on the Board members proposed for re-election is available on the Company's website. Current Board members Anna Benjamin and Roberto Monti have declined re-election.
- Karin Eriksson and Madeleine Persson be elected as new Board members. For a presentation of the new Board members, refer to the appendix.
- Anders Moberg be re-elected as Chairman of the Board until the 2024 Annual General Meeting.
- The Nomination Committee has actively addressed the issue of the Code's requirement with respect to diversity, breadth, and gender distribution, and has deemed that the proposal will meet this requirement in a reasonable manner during the year, provided that consideration is otherwise given to the Company's needs, which should be taken into account in the composition of the Board with respect to continuity and expertise. However, the Nomination Committee notes that the proposal does not yet fully meet the Code's recommendation concerning an even gender distribution. It is recommended that future Nomination Committees continue to actively consider this in their work.
- Petter Fägersten, Vegard Sjøraunet and Fredrik Rapp be considered dependent in relation to major shareholders. Based on a general, but likely not strictly legal, assessment, Anders Moberg could also be considered dependent in relation to major shareholders. Jan Frykhammar, Karin Eriksson, and Madeleine Persson are independent in relation to major

owners. All proposed Board members are considered independent in relation to the Company and its management. The Code's requirements of independence are met.

- Board fees are to be paid in an amount of SEK 520,000 (previously SEK 500,000) to the Chairman of the Board and SEK 260,000 (previously 250,000) to the other members. For remuneration in the Audit Committee, SEK 125,000 (previously SEK 75,000) is to be paid to the Chairman and SEK 50,000 (30,000) to the other members. For assignments on Remuneration Committee, the Chairman is to receive SEK 40,000 and the other members SEK 30,000 (unchanged since the preceding year). The increase compared with the preceding year reflects the Nomination Committee's view of the contributions expected of the members in their future Board and committee work. In total, fees totalling SEK 2,405,000 are thus proposed (previously SEK 2,235,000).
- The registered auditing company Ernst & Young AB (EY) be re-elected as the company's auditor for the coming financial year. The proposal is in accordance with the recommendation from the Board's Audit Committee.
- Remuneration to the company's auditors for the audit assignment be paid in accordance with an approved, reviewed and specified current account.
- The Nomination Committee has decided not to propose any changes to the instructions for the Nomination Committee that were established at ITAB's 2022 Annual General Meeting and are to apply until further notice, in accordance with the resolution of the Annual General Meeting.

Stockholm and Jönköping, March 2023

Åsa Otterlund (Chairman)

Petter Fägersten

Ulf Hedlundh

This is in all respects a translation of the Swedish original. In the event of any discrepancies between this translation and the Swedish original, the latter shall prevail.

APPENDIX: Presentation of new Board members for election in 2023

KARIN ERIKSSON

Summary

Karin Eriksson has extensive experience of grocery and retail trade, areas where she is operationally active today. For the past 14 years, she has led entrepreneur-run companies through significant transformation and growth. Karin's focus is to create sustainable sales and profitability and leading organisations in phases of change and growth towards common goals. Karin also has relevant experience of ESG adaptation work. With her experience as a CEO and Board member, combined with her broad industry expertise, she will be a strong addition to ITAB's development in her role as a Board member.

Born: 1968

Education: BSc in Economics from Uppsala University

Other Board assignments:

- Roswi, regular member
- Coop Butiker & Stormarknader AB, regular member
- RFSU, regular member
- Mestergruppen Logistik AB, Chairman
- Mal Proff AB, regular member
- Byggmaterialhandlarna i Sverige AB, regular member and Deputy Chairman

Work experience:

- Mestergruppen Sverige, President (current)
- XL-BYGG AB, CEO
- ICA Sverige AB – ICA Kvantum/Maxi Stormarknad/ICA Supermarket, Business Director/ Sales Director/Marketing Manager
- Carlson Wagonlit Travel, Commercial Director
- Ticket Travel Group, Sales Director
- Adecco Sweden AB, Regional Manager

Independent in relation to the Company and its executive management: Yes.

Independent in relation to major shareholders: Yes.

Shareholding: -

MADELEINE PERSSON

Summary

Through her extensive experience in key positions within H&M Group, Madeleine Persson has gained broad expertise related to brand strategy, internationalisation, customer offerings and consumer experience in retail/fashion. Combined with her financial expertise and leadership experience, this has resulted in impressive value development for the operating activities she has led, all of which will make a valuable contribution to ITAB's Board work going forward. Madeleine currently serves as an executive coach, advisor, and Board member.

Born: 1969

Education: Master of Business Administration (MBA) from Lund University

Other Board assignments:

- Aim Apparel AB, regular member

Work experience:

- Madeleine Persson AB, Business Advisor, Board Advisor and Executive Coach (current)
 - o RNA Resources Group Limited (operating as Landmark), Advisor
 - o Centrepont, Board Advisor
 - o eEquity, Advisor
- H&M, Internal Advisor, Managing Director
- H&M Group, Head of New Business, Global Buying Director, and other roles

Independent in relation to the Company and its executive management: Yes.

Independent in relation to major shareholders: Yes.

Shareholding: -