

Reasoned statement of the Nomination Committee of ITAB Shop Concept AB (publ), Corp. Reg. No. 556292–1089, (“ITAB” or the “Company”) at the 2024 Annual General Meeting

Background

The Annual General Meeting of ITAB Shop Concept AB 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 registered with Euroclear Sweden on the record date of 31 August each year. The Chairman of the Nomination Committee is to be appointed by the largest shareholder. Accordingly, the members of the Nomination Committee for the 2024 Annual General Meeting are Petter Fägersten, Ulf Hedlundh and Åsa Otterlund, with Åsa Otterlund as Chairman and appointed by Aeternum Capital AS, ITAB’s largest shareholder on the time of the record date. Ulf Hedlundh was appointed by Pomona-gruppen AB and Petter Fägersten by Övre Kullen AB.

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 best interest of all shareholders.

Chairman of the Board Anders Moberg has been co-opted to, and participated in the meetings of, the Nomination Committee, except when the Nomination Committee addressed matters concerning the Chairman of the Board.

Report on the work of the Nomination Committee during the year

The Nomination Committee has held five meetings as well as a number of contacts with the members in between and conducted interviews and reference checks. The committee’s decisions have been summarised in minutes.

The Nomination Committee has evaluated the Board’s work, size and composition in order to assess the extent to which the current Board of Directors meets the requirements that will be placed on the Board as a result of the Company’s situation and future direction in terms of expertise, experience and diversity. As part of these efforts, the Nomination Committee has interviewed all Board members and the CEO to analyse and verify material areas of the Board’s work. In addition, the Nomination Committee has reasoned about and verified the needs of the composition going forward, including the Code’s requirements for diversity, breadth, gender distribution and independence.

Last year, the Board was supplemented with additional experience and strategic expertise in consumer-related customer segments, which has been a positive addition to the Board’s overall competence. The Nomination Committee has noted that the Board’s work during the year was conducted with a high level of commitment, that the combined expertise and experience was in line with ITAB’s needs, and that the current number of members is considered to be a good size for conducting positive and effective Board work.

The Nomination Committee had two specific circumstances to consider in preparing this year’s proposals:

- During the current Board year, on 3 July 2023, ordinary member Jan Frykhammar stepped down at his own request for personal reasons. Jan Frykhammar was Chairman of the Audit Committee, a responsibility that was assumed by Board member Fredrik Rapp for the remainder of the year.
- Karin Eriksson declined re-election after the end of the year due to her changed operational situation, which meant that she considered it necessary to step down from all of her major Board assignments.

In its work, the Nomination Committee has therefore focused specifically on finding suitable members who can also take on the role of Chairman of the Audit Committee as well as once again strengthening the Board's expertise in consumer-related customer segments.

In summary, the Board's size, continued breadth of experience and strategic expertise in consumer-related customer segments, expertise in audit committee work and, not least, maintain the focus on a balanced gender distribution combined with 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, for the Company, 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 consumer-related customer segments (such as retail, grocery and FMCG), production/supply chain, organisation, internationalisation, ESG and financial expertise.

As a result of the requirements that the Company's operations and strategic direction – including business development and an expanded focus on regulatory compliance – will impose in the coming year, the Nomination Committee has deemed that the balance between continuity and further broadening the Board's expertise is adequate. The Nomination Committee deems that, on the whole, the members of the proposed Board possess the necessary expertise and experience for the assignment and are suitable to provide the Company's management with the support it requires.

The Nomination Committee proposes to the 2024 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.
- Petter Fägersten, Anders Moberg, Fredrik Rapp, Vegard Sjøraunet and Madeleine Persson be re-elected as Board members by the Annual General Meeting. Information on the Board members proposed for re-election is available on the Company's website. Current Board member Karin Eriksson has declined re-election.
- Lars Kvarnsund and Amelie de Geer be elected as new Board members. For a presentation of the new Board members, refer to Appendix: Presentation of new Board members for election in 2024.
- Anders Moberg be re-elected as Chairman of the Board until the Annual General Meeting 2025.

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 expertise and continuity. 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 are considered dependent in relation to major shareholders. Anders Moberg, Madeleine Persson, Amelie de Geer and Lars Kvarnsund 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 575,000 (previously SEK 520,000) to the Chairman of the Board and SEK 275,000 (previously 260,000) to the other members. For assignments on the Audit Committee, SEK 150,000 (previously SEK 125,000) is to be paid to its Chairman and SEK 60,000 (50,000) to the other members. For assignments on the Remuneration Committee, the Chairman is to receive SEK 45,000 and the other members SEK 35,000 (previously SEK 40,000 for the Chairman and SEK 30,000 for the other members). The increases compared with the preceding year reflect the Nomination Committee's view of the contributions expected of the members in their Board and committee work going forward as well as the Nomination Committee's recommendation that fees should be gradually adjusted over the years. In total, Directors' fees totalling SEK 2,225,000 are thus proposed (previously SEK 2,080,000).
- 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.
- In its proposal to the Meeting, the Nomination Committee also has to consider whether there are reasons to propose changes to the current Nomination Committee instructions. For communication reasons, the Nomination Committee proposes a clarification of the *Tasks of the Nomination Committee* in the Nomination Committee instructions adopted at ITAB's Annual General Meeting 2022. The following change is proposed:
The sentence, *"The Nomination Committee shall in all other aspects fulfil its tasks in accordance with the Swedish Corporate Governance Code"* is to be replaced with, *"In its work, the Nomination Committee shall fulfil its tasks in accordance with the Swedish Corporate Governance Code, with the expressed purpose of working in the best interest of all shareholders."*
The reason for this proposed clarification is that this is considered to be a cornerstone of the Nomination Committee's work and it is therefore valuable that it be clarified in writing in the Nomination Committee instructions, even if it is also stated in the Swedish Corporate Governance Code, which the instructions already refer to.

Stockholm and Jönköping, February 2024

Åsa Otterlund (Chairman)

Petter Fägersten

Ulf Hedlundh

APPENDIX: Presentation of new Board members for election in 2024

LARS KVARNSUND

Summary:

Lars has 30 years of experience in developing companies and their organisations, with a strong foundation as a CFO and CEO. He has a broad base in marketing, production, administration, personnel, product development and finance/stock exchange requirements as well as international experience of establishing and running both manufacturing and sales companies with operations mainly in Europe.

With his strong foundation covering all aspects of CFO work and experience as a CEO in several industries and countries, combined with extensive experience as a Board member, he will be a strong addition to ITAB's Board work and its development.

Born: 1967

Education:

Three-year economics programme at Gislaveds Upper-Secondary School, studies in economics at Jönköping International Business School, Nasdaq stock exchange training. Board Programme at EFL. Higher Chairmanship Training at the Swedish Academy for Board Professionals.

Other Board assignments:

- FM Mattsson AB (publ), ordinary member
- United Power AB, ordinary member
- Dentalum Group AB, ordinary member
- Prido AB, ordinary member
- P.O. Jansson Industri Aktiebolag, Chairman

Work experience:

- LKV Consulting AB, own consulting company (current)
- Gunnar Johansson Gruppen AB, President and CEO
- GARO AB (publ), CFO/Business Area Manager
- GARO Elfex AB, CEO
- Gnosjö Konstsmide AB, CFO

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

Independent in relation to major shareholders: Yes.

Shareholding: 10,000

AMELIE DE GEER

Summary:

Through her extensive experience in positions in grocery and FMCG, Amelie has broad expertise in international business environments, business development, online and in-store customer experience, loyalty programmes and purchasing, and has also gained experience in production and sustainability.

Amelie has held various leadership roles for over 15 years and is currently CEO of BAMA Nordic, which has a number of production facilities and is part of BAMA Gruppen AS i Norge AB. The company specialises in processing and sales of vegetables and ready meals to grocery stores, convenience stores and wholesalers in the food sector in Sweden and Finland.

Her collective experience in these relevant areas, combined with financial expertise and international corporate governance experience from a CEO perspective, will be a valuable addition to ITAB's continued development.

Born: 1978

Education:

Master of Economics and Political Science from Uppsala University, Certified Board Member from the Swedish Academy for Board Professionals

Other Board assignments:

- Bama Foods AB, Chairman of the Board
- Bama Fresh Cuts AB, Chairman of the Board

Work experience:

- BAMA Nordic AB, CEO (current)
- Bergendahls Food, Assortment & Purchasing Director, etc.
- COOP DK, Food & Near Food Director, Operations Manager, Online Manager, General Manager
- Companies in the Carlsberg DK Group, CFO, Group Complexity Manager, Program Manager, etc.

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

Independent in relation to major shareholders: Yes.

Shareholding: –