

## **THE NOMINATION COMMITTEE'S PROPOSALS TO THE SKISTAR 2023 AGM**

The Nomination Committee of SkiStar AB (publ) consists of Per Gullstrand, appointed by Ekhaga Utveckling AB, Anders Moberg, appointed by ACapital Sweden SS Holdco AB, Niklas Johansson, appointed by Handelsbanken Fonder and Marianne Nilsson, appointed by Swedbank Robur fonder. The Nomination Committee has appointed Per Gullstrand as its chairman.

The numbering below refers to the relevant numbers in the agenda for the 2023 AGM, as proposed in the notice to attend the AGM.

### **2. Election of Chairman of the Meeting**

The Nomination Committee proposes the AGM to elect the chairman of the Board of Directors, Anders Sundström, chairman of the AGM.

### **12. Resolution regarding the number of members and deputy members of the Board of Directors to be elected by the AGM**

The Nomination Committee proposes that the number of members of the Board of Directors shall be seven, without deputies, for the period until the end of the next AGM.

### **13. Resolution regarding the fees for the members of the Board of Directors**

The Nomination Committee proposes that total fees for the Board of Directors, including committee fees, shall amount to SEK 2,890,000 (2,810,000) in total. The fees shall be distributed as follows; SEK 670,000 (650,000) to the chairman of the Board of Directors and SEK 310,000 (300,000) to each of the other members of the Board of Directors that are not employed by the Company. Fees to the members of the Audit Committee shall amount to SEK 240,000 (240,000) in total, of which SEK 120,000 (120,000) to the chairman of the Committee and SEK 60,000 (60,000) to each of the other two members of the Audit Committee. Fees to the members of the Remuneration Committee shall amount to SEK 120,000 (120,000) in total, of which SEK 60,000 (60,000) to the chairman of the Committee and SEK 30,000 (30,000) to each of the other two members of the Remuneration Committee.

### **14. Election of members of the Board of Directors**

The board member Sara Karlsson has informed the Nomination Committee that she refrains from being re-elected. The Nomination Committee proposes Anders Sundström, Lena Apler, Fredrik Paulsson, Gunilla Rudebjer, Anders Svensson and Vegard Sjøraunet to be re-elected members of the Board of Directors. In addition, Carina Åkerström is proposed to be elected as new member of the Board of Directors. All for the period until the end of the next AGM.

#### *Information about the person proposed for new election to the board*

##### Carina Åkerström

Born: 1962. Carina is currently Board Member and resigning President and CEO of Svenska Handelsbanken. Other significant professional commitments: Board Member in Holmen AB, the Swedish Bankers' Association, as well as in the World Childhood Foundation. Principal education and professional experience: Law degree. Employed at Handelsbanken since 1986, where she has held a number of different managerial positions with results responsibility. Independence: Independence in relation to the company and company management as well as to major shareholders. Shareholding in SkiStar: 0.

*Information about the persons proposed for re-election to the board etc.*

Information about the persons proposed for re-election and the Nomination Committee's motivated statement is available on the Company's website, [www.skistar.com/en/corporate](http://www.skistar.com/en/corporate).

**15. Election of chairman of the Board of Directors**

The Nomination Committee proposes Anders Sundström be re-elected chairman of the Board of Directors, for the period until the end of the next AGM.

**16. Resolution regarding the number of auditors and deputy auditors**

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the Company shall appoint one registered auditing firm as auditor, without deputies, for the period until the end of the next AGM.

**17. Resolution regarding the fees for the auditor**

The nomination committee proposes, in accordance with the audit committee's recommendation, that fees to the auditor shall be paid on an on-account basis.

**18. Election of auditor**

The nomination committee proposes, in accordance with the audit committee's recommendation, that the registered auditing firm Deloitte AB is re-elected as the company's auditor for a period of one year. Deloitte has informed the nomination committee that, should the nomination committee's proposal also be the decision of the AGM, the authorised public accountant, Kent Åkerlund, is to keep the position of auditor-in-charge. Neither the nomination committee's proposal nor the Audit Committee's recommendation has been subject to influence from third parties or has been forced by any contractual terms that restrict the freedom of choice in the auditor's election.

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## **THE NOMINATION COMMITTEE'S REPORT OF ITS WORK AND MOTIVATED STATEMENT PRIOR TO THE SKISTAR 2023 AGM**

Prior to the 2023 AGM of SkiStar AB (publ), the nomination committee has consisted of Per Gullstrand, appointed by Ekhaga Utveckling AB, Anders Moberg, appointed by ACapital Sweden SS Holding AB, Niklas Johansson, appointed by Handelsbanken Fonder and Marianne Nilsson, appointed by Swedbank Robur fonder. The nomination committee has appointed Per Gullstrand as its chairman. Chairman of the Board, Anders Sundström, was co-opted onto the Nomination Committee for the majority of its meetings. All shareholders have had the possibility to turn to the nomination committee with proposals.

### **Report on the Nomination Committee's work**

Prior to the 2023 AGM, the nomination committee has held several minuted meetings and related ongoing contacts by phone and e-mail. The nomination committee has been provided with the result of the board of director's evaluation of its work and has interviewed the CEO and a selection of the existing elected board members regarding their views on the board of directors' working methods and composition. The board of directors' need of competence, experience and diversity for the next years has been discussed. In these discussions, particular attention was paid to assessing the composition and competence of the board in relation to the SkiStar Group's operations, strategies and objectives, including the Group's high ambitions in the area of sustainability, and the associated demands that are expected to be placed on the Board. The nomination committee has also consulted the audit committee as regards the proposals on election of auditor and remuneration of auditor. The work has resulted in the proposals which the nomination committee has presented to the AGM.

### **Motivated statement by the Nomination Committee**

All members of the board have informed the nomination committee that they are available for re-election, except Sara Karlsson. Taking this into account, the nomination committee proposes re-election of all current board members elected by the general meeting except for Sara Karlsson; Anders Sundström, Lena Apler, Fredrik Paulsson, Gunilla Rudebjer, Anders Svensson and Vegard Sjøraunet. In addition, Carina Åkerström is proposed to be elected as new member of the board. Furthermore, Anders Sundström is proposed to be re-elected as the chairman of the board.

The nomination committee is of the opinion that the present board of directors is well functioning and that it has a composition and competence that is compliant with the requirements. Specific consideration has been given to the importance of continuity and good knowledge of SkiStar's operations and strategy in the assessment, given that there has been a number of changes in the composition of the board over the previous years. The nomination committee assess that the proposed board of directors has solid industry experience, as well as specific experience in consumer sales and digitalisation, good knowledge in climate and sustainability-related issues, broad financial expertise, deep real estate and exploitation knowledge and extensive experience in acquisitions and capital markets. The nomination committee assesses that the proposed board members, with consideration of the company's operations, financial position and circumstances in general, have sufficient experience and competence to meet the demands of the company's operations. In this assessment, the nomination committee has paid particular attention to the company's strategic development, governance and control as well as regards independence.

*This is an unofficial translation of the Swedish document. In case of any discrepancies between the Swedish document and this English translation, the Swedish document shall prevail.*

The proposed board of directors consists of three women and four men, representing a share of 43 percent women and 57 percent men. The nomination committee considers the proposed board, which is almost completely gender balanced, also in other aspects has an appropriate composition and diversity in terms of experience and professional background. The diversity policy applied by the nomination committee is the rule 4.1 in the Swedish Code of Corporate Governance.

The nomination committee has also discussed independence of the board of directors. The proposal complies with the requirements for independence set out in the Swedish Code of Corporate Governance. The nomination committee's assessment in terms of the independence issue for each of the members of the board of directors being nominated for election can be found on the company's webpage, [www.skistar.com/en/corporate](http://www.skistar.com/en/corporate).

The nomination committee has discussed the level and structure of the board fees. A guiding principle when evaluating board fees is that the fees should be competitive and enable recruiting and retaining individuals with the best possible skills. In the evaluation of the fees, a comparison has been made regarding fees in companies of similar size and complexity. Against this background and taking into account that the board's fees have also been increased in the last two years, the nomination committee considers that the proposed increase is reasonable and well justified.

With regard to the proposal for the new election of auditor and on the auditor's fee, the nomination committee has had a dialogue with the audit committee, which prepared the matter. The audit committee has confirmed that the recommendation is free from third-party influence and that it is not the result of any conditions limiting the choice of auditor.

Furthermore, the nomination committee's instruction has been reviewed and discussed. The nomination committee has not found it necessary to propose any changes, thus the instruction adopted by the 2021 annual general meeting can continue to apply unchanged.

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