

# **Report on how the Nomination Committee has conducted its work and proposals for the Annual General Meeting 2024**

## **1. The Nomination Committee's work**

### **1.1 Composition**

The Nomination Committee consists of Johan Malm (Chairman, appointed by Öhman J:or Intressenter AB), Catharina Versteegh (appointed by Premiefinans K. Bohlin AB), Frank Larsson (appointed by Handelsbanken Fonder AB) and Tom Dinkelspiel (Chairman of the Board). The members of the committee have been appointed in accordance with the Instruction for the Nomination Committee .

### **1.2 Contacts and meetings**

The Nomination Committee has, in addition to a number of informal contacts, held seven (7) recorded meetings after the Annual General Meeting 2023 and up until the Annual General Meeting 2024. Remuneration has not been paid for the work on the Nomination Committee.

### **1.3 Evaluation of the Board's work**

During the autumn of 2023, a self-evaluation of the Board's work was carried out through a survey. The Nomination Committee has been informed of the results of the evaluation, which were essentially positive. In combination with the other information that the Nomination Committee has received, the assessment of the committee is that the ongoing work carried out by the Board is well-functioning.

## **2. The Nomination Committee's proposals for the Annual General Meeting 2024**

### **2.1 Chairman of the Annual General Meeting**

The Nomination Committee proposes Fredrik Lundén, member of the Swedish Bar Association and Partner at Cederquist law firm as chairman of the meeting.

## 2.2 Number of members of the Board

According to the Articles of Association, the Board shall consist of a minimum of three and a maximum of ten members. The Nomination Committee proposes that the Board should consist of eight (8) members, which is deemed to be an appropriate size.

## 2.3 Board

The Nomination Committee's proposal is that all members of the Board, that is Tom Dinkelspiel, Fredrik Bergström, Anna Bäck, Karitha Ericson, Charlotta Nilsson and Henrik Rättzén shall be re-elected as ordinary members of the Board for the period until the end of the next Annual General Meeting and that Tom Dinkelspiel is re-elected as Chairman.

In August 2023, Per Widerström resigned from the Board at his own request. In February 2024, Gustaf Unger resigned from the Board at his own request. Therese Hillman and Johan Åkerblom are proposed as new regular members of the Board for the time up and until the next annual meeting of shareholders.

Information about the members of the Board proposed for re-election and the auditor can be found in the annual report and on the company's website.

Regarding Therese Hillman, who is proposed for election, the Nominations Committee would like to state the following.

Therese Hillman is 43 years old and holds a Master of Economics and Business Administration from the Stockholm School of Economics. She has broad experience from leading digital enterprises in growth, as well as construction phases where the market is characterized by increasing level of regulation and competition. As of today, she is the CEO of the designing group, Network of Design and was previously CEO of the game developer, NetEnt AB, which was listed at the Stockholm Stock Exchange. Previous roles include CFO at NetEnt and CEO of the e-trading company, Gymgrossisten. In addition, she is a member of the Board of Directors of the Danish sport media group, Better Collective.

It is the Nominations Committees view that Therese Hillman's knowledge of and experience from digital enterprises and her other characteristics make her a good addition to Nordnet's Board.

Regarding Johan Åkerblom, who is proposed for election, the Nominations Committee would like to state the following.

Johan Åkerblom is 46 years old and holds a Master of Science in Industrial Engineering and Management from LTH Faculty of Engineering, Lund University. He has previously worked at the consultancy firm, McKinsey and been CFO for Skandinaviska Enskilda Banken's operations in Germany and the Baltic countries. As of today, Johan Åkerblom is the Managing Director of the Latvian bank Citadele Bank but will during 2024 take up a new position as CFO at Intrum.

## **2.4 Remuneration of the Board of Directors**

The Nomination Committee's proposal is that remuneration for work in the Board shall be raised by five (5) percent but that the remuneration for the work in the Board's committees shall remain the same in relation to what was resolved upon at the Annual General Meeting in 2023, meaning that remuneration shall be paid as follows for the usual term of office of twelve months.

The remuneration to each of the Chairman of the Board and other members of the Board shall be SEK 472,500 each. Remuneration for work in the Board's committees shall be paid as follows.

- SEK 150,000 to the Chairman and SEK 80,000 to other members of the Risk- and Compliance Committee.
- SEK 100,000 to the Chairman and SEK 60,000 to other members of the Audit Committee.
- SEK 75,000 to the Chairman and SEK 40,000 to other members of the IT Committee.
- SEK 40,000 to the Chairman and SEK 25,000 to other members of the Remuneration Committee.

## **2.5 Auditor**

The Nomination Committee's proposal is that, in accordance with the Audit Committee's proposal, the registered auditing company Deloitte AB shall be re-elected as auditor for the period until the end of the Annual General Meeting to be held in 2025.

## **2.6 Remuneration of the Auditor**

The Nomination Committee proposes that remuneration to the company's auditor, as previous years, shall be paid in accordance with approved invoices.

The Nomination Committee has been assisted by the Audit Committee in preparing proposals for the election and remuneration of the auditor.

### **3. The Nomination Committee's motivated statement in accordance with Section 2.6 of the Swedish Corporate Governance Code, regarding proposals for the election of the Board**

As part of its assessment of the Board and its composition, the Nomination Committee has, as mentioned above, taken note of the results of the self-evaluation made of the Board's work in the autumn of 2023 and otherwise informed itself about how the Board's work is functioning. The Nomination Committee has stated that the members of the Board's have a high level of commitment, with a high meeting attendance and that the Board's cooperation otherwise works well. When composing the Board, the Nomination Committee has applied the rules on the composition of the Board stated in the Swedish Code of Corporate Governance (the "Code"), including the rule on diversity, and taken into account that the board shall exhibit diversity and breadth of qualifications, experience and background and the need for renewal. The Nomination Committee's view is that the competencies and experiences deemed important for Nordnet are well-represented in the proposed Board. Furthermore, the Nomination Committee assesses that the proposed Board has a composition and size that is appropriate for Nordnet's needs. The Nomination Committee has also assessed that the proposed members of the Board have the opportunity to invest sufficient time for the board assignment in Nordnet.

The Nomination Committee has found that the proposed Board meets the requirements for independence of members of the Board as stipulated in the Code. Seven of the Board's proposed members, namely Fredrik Bergström, Anna Bäck, Karitha Ericson, Therese Hillman, Charlotta Nilsson, Henrik Rättzén and Johan Åkerblom are independent in relation to both the company and executive management as well as the company's major owners. All proposed members are independent in relation to the company and its executive management.

The Nomination Committee has applied the provision in Section 4.1 of the Code as a diversity policy when preparing its proposal to the Board. The goal of the diversity policy is, with regard to the company's operations, phase of development and other relevant circumstances, that the Board shall have a composition characterized by versatility and breadth regarding the qualifications, experience and background of the members elected by the Annual General Meeting and that an even gender distribution shall be sought. The Nomination Committee considers that among the proposed members of the Board there is a diversity and breadth in terms of age, educational background, gender, qualifications, competence and the period of time during which they have held the assignment as member of Nordnet's board. Of the proposed members of the Board to be elected by the Annual General Meeting, four are women and four are men. Against this

Updated/revised on 8 April 2024

background and taking into account what is otherwise stated in Section 4.1 of the Code, the Nomination Committee considers that the Board, with the Nomination Committee's proposal, has an appropriate composition with regard to the company's operations, future development and other conditions.

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On behalf of the Nomination Committee  
Stockholm in April 2024

Johan Malm  
Chairman of the Nomination Committee