

## Item 16

### The Nomination Committee's proposal to the Annual General Meeting (AGM) on May 5, 2022, in Mycronic AB (publ) regarding the establishment of a Nomination Committee for the AGM 2023

The Nomination Committee proposes that the AGM decide that a new Nomination Committee shall be appointed prior to the AGM 2023 in accordance with the following.

- 1 *Election of members etc.*
  - 1.1 The Chairman of the Board of Directors shall, by the end of the third quarter 2022 at the latest, contact the three largest registered shareholders or otherwise known shareholders as of August 31, and ask them to appoint one member each to be part of the Nomination Committee. If one shareholder refrain from appointing a member to the Nomination Committee, the shareholder next in line, according to shareholding, shall be asked to appoint a member of the Nomination Committee. The term of office shall run until the next Nomination Committee has taken office.
  - 1.2 The Nomination Committee shall consist of at least three members, including the Chairman of the Board of Directors.
  - 1.3 The Chairman of the Board of Directors is the convener of the Nomination Committee's first meeting. For the continued work, a Chairman of the Nomination Committee shall be appointed within the Nomination Committee. The Chairman of the Nomination Committee shall not be the Chairman of the Board of Directors.
  - 1.4 The composition of the Nomination Committee shall be announced no later than six months before the AGM. The Nomination Committee shall fulfill the obligations stated in the Swedish Corporate Governance Code as well as propose a procedure for the election of new Nomination Committee.

The Nomination Committee may, within itself and through adjunction of the required additional member(s), appoint a specific Nomination Committee responsible for the appointment of auditors (in accordance with Section 2.1 below). If such a Nomination Committee is appointed, this shall be announced in accordance with what is stated above in this Section.

Through this procedure, all shareholders shall be made aware of which persons that may be contacted regarding nomination matters.

- 1.5 Should a shareholder, who appointed a member of the Nomination Committee, sell a substantial part of its shares in the company before the Nomination Committee's work is fulfilled, the appointed member shall, upon decision of the Nomination Committee, resign and be replaced by a new member appointed by the shareholder who at the time is the largest registered shareholder or otherwise known shareholder not represented in the Nomination Committee. Should any member of the Nomination Committee no longer represent the shareholder who appointed the member before the Nomination Committee's work is fulfilled, such member shall, upon decision of the Nomination Committee, be replaced by new member appointed by the shareholder. Upon decision of the Nomination Committee, amendments of the composition of the Nomination Committee shall be done in accordance with the principles stated above in the event that the ownership of the company, in

other cases than referred to above, substantially change before the Nomination Committee's work is fulfilled.

## 2 *The task of the Nomination Committee*

2.1 The Nomination Committee shall prepare and propose decisions to the AGM regarding:

- Election of chairman of the general meeting
- Resolution regarding the number of members of the Board of Directors
- Election of and resolution regarding fees to the Chairman of the Board of Directors and the members of the Board of Directors, respectively
- Election of and resolution regarding fees to the auditor and deputy auditor (if applicable)
- Election of and resolution regarding fees to the members of any other specific committee that the AGM may resolve to appoint
- Procedure for election of a new Nomination Committee

2.2 The Nomination Committee's proposed resolutions shall be submitted to the company through the Chairman of Board of Directors no later than six weeks before the general meeting where election of the Board of Directors and auditor shall take place. The proposed resolutions shall, as far as possible, include all the necessary information in order for the company to fulfil its information obligations under the Swedish Companies Act, Issuer rules, good practice on the Swedish stock market and other applicable rules/recommendations.

2.3 The Chairman of the Board of Directors shall, in an appropriate manner, inform the Nomination Committee regarding the Board of Directors competence profile and work methods.

## 3 *Meetings*

3.1 The Nomination Committee shall convene when necessary in order for the Nomination Committee to fulfil its tasks, however, at least once a year during each term. The notice to the meeting shall be issued by the Chairman of the Nomination Committee (exemption in Section 1.3). A member of the Nomination Committee may request that the Nomination Committee convene.

3.2 The Nomination Committee has a quorum when at least half of the members are participating in a meeting. However, the Nomination Committee may not resolve on any issue if all the members of the Nomination Committee have not been afforded the opportunity to participate in the business of the meeting. The decision made by the Nomination Committee is the decision voted for by the majority of members present, or, when there is a tie, the Chairman of the Nomination Committee shall cast the deciding vote.

3.3 The Nomination Committee shall keep minutes of its meetings. The minutes shall be signed by the Chairman of the Nomination Committee and adjusted by a member appointed by the Nomination Committee. Minutes shall be stored in accordance with what is stated regarding minutes of meetings of the Board of Directors.