

NOMINATION COMMITTEE'S REPORT, RECOMMENDATIONS AND REASONED STATEMENT AHEAD OF PROJEKTENGAGEMANG'S 2025 ANNUAL GENERAL MEETING

The Nomination Committee of Projektengagemang Sweden AB (publ) ("**Projektengagemang**" or the "**Company**") submits the following proposal and reasoned statement ahead of the 2025 Annual General Meeting ("**AGM**").

The Nomination Committee and its work

The Nomination Committee of Projektengagemang shall, according to a resolution by the 2018 AGM, valid until further notice and available at the Company's website www.ir.pe.se, consist of four directors, whereof three of them is nominated from the three largest shareholders based on owner statistics from Euroclear Sweden AB as per of the 30 June each year, together with the Chairman of the Board. The Chairman of the Nomination Committee shall, unless the committee's members agree otherwise, be the member who represents the largest shareholder in terms of votes.

In accordance with the above guidelines, major shareholders in Projektengagemang have appointed a Nomination Committee for the 2025 AGM. The Nomination Committee, which was published on 22 October 2024, includes:

- Per Göransson, (Projektengagemang Holding AB, Heroine Holding AB and the shareholder Peter Sandberg), Chairman of the Nomination Committee,
- Dag Marius Nereng (Protector Forsikring ASA),
- Erik Behm (LK Finans AB) and
- Per-Arne Gustavsson, the Chairman of the Board.

The composition of the Nomination Committee deviates from the Swedish Corporate Governance Code Rule 2.4, first paragraph, second sentence, since Per Göransson, who is the Chairman of the Nomination Committee, also is a member of the Board, and also Rule 2.4 second paragraph since that two board members, Per Göransson and Per-Arne Gustavsson (not only one), is dependent in relation to the largest shareholders in the Company. The reason for the deviation is that it is natural and benefits the Company in the light of the ownership conditions in Projektengagemang where both Per Göransson and Per-Arne Gustavsson is founders of and major shareholders in the Company through their positions as partners and board members in the largest owner in terms of votes, and that the Chairman of the Nomination Committee according to the decided nomination committee instructions, should be the one appointed by the largest shareholder.

The shareholders behind the Nominating Committee's members hold in total approximately 76 % of all shares and votes in the Company.

The Nomination Committee has held two meetings ahead of the 2025 AGM which were documented by minutes and has had regular contact in between.

The Nomination Committee has, as basis for its proposals, had information about Projektengagemang's activities and strategic position provided by the Chairman of the Board, Per-Arne Gustavsson, and the Company CEO and President Andreas Hatzigeorgiou. An evaluation of the Board's work has been carried out in which the Nomination Committee has considered the result in detail. Based on this evaluation, the Nomination Committee has assessed to what extent the current Board of Directors meets the requirements in terms of the Company's future direction and development. Among other things, the size and composition of the Board, as regards to e.g. industry experience, competence and diversity, have been discussed. The Nomination Committee considers that gender balance is important.

The Nomination Committee has discussed the level of the board fees and remuneration for the work in the Audit and Remuneration Committees, which have remained unchanged since 2023, and has found it justified to propose an increase in fees of approximately 4 % as set out below.

The Nomination Committee's instructions were resolved by the 2018 AGM to apply until further notice until another decision has been made by the AGM. The Nomination Committee has not found any reason to propose any changes to the instruction.

Shareholders have been informed that proposals can be submitted to the Nomination Committee. No proposals has been received by the Nomination Committee.

All decisions by the Nomination Committee have been unanimous.

The Nomination Committee's proposals

The Nomination Committee submits the following proposals to the Projektengagemang 2025 AGM.

Chairman of the meeting

The Nomination Committee proposes Chairman of the Board Per Arne Gustavsson as Chairman of the meeting.

Number of directors and auditors

The Nomination Committee proposes that the Board of Directors shall be reduced with one director to six directors (seven), and that the Company shall have a registered accounting firm as its auditor and no deputies (unchanged).

Fees to the Board of Directors and the auditor

The Nomination Committee proposes that the following fees shall be paid to the Company's Board of Directors and the auditor: SEK 400,000 to the Chairman of the Board (384,000) and SEK 200,000 to each of the directors elected by the AGM (192,000), in addition to Board fees, SEK 92,000 to the Chairman of the Audit Committee (88,000) and SEK 46,000 for each of the other members of the Audit Committee (44,500) and SEK 46,000 for Chairman of the Remuneration Committee (44,500) and SEK 23,000 for each of the other members of the Remuneration Committee (22,250). Auditor's fees according to approved invoice.

Election of directors and the Chairman of the Board

The Nomination Committee proposes:

- re-election of Lars Erik Blom, Per-Arne Gustavsson, Per Göransson, Carina Malmgren Heander, Jon Risfelt and Peter Sandberg as members of the Board, and
- that Per-Arne Gustavsson is re-elected as Chairman of the Board.

Christina Ragsten has declined re-election.

Election of auditor

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, re-election of Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the 2026 AGM. Öhrlings PricewaterhouseCoopers has notified the Company that Camilla Samuelsson will be appointed as chief auditor if the AGM resolves in favor of the proposal.

Nomination Committee's reasoned statement regarding its proposals for election of directors

The Nomination Committee has been informed that all current members are available for re-election except Christina Ragsten. Regarding the composition of the Board of Directors, the Nomination Committee takes into account, among other things, the experience and competence needed in the Board of Directors and its committees and also the value of diversity in terms of age and gender and the need for renewal. The Nomination Committee concludes that the current Board of Directors functions well and that the Board members who have declared themselves available for re-election have broad expertise in areas important to the company and that continuity among these Board members is important for the company's future development. The Nomination Committee also assesses the appropriateness of the size of the Board of Directors and the candidates' ability to allocate the required time for the assignment. The Nomination Committee's assessment is that no new member needs to be proposed, which is why the Nomination Committee finds it appropriate to reduce the number of Board members from seven to six. The Nomination Committee proposes re-election of all Board members who are available for re-election.

The Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as diversity policy when preparing the proposal for the Board of Directors. The Nomination Committee is of the opinion that the proposed Board of Directors, considering the Company's operations, future development, current position, size and circumstances in general, including relevant sustainability aspects, will have an appropriate composition. The Nomination Committee has considered both diversity and gender balance, which shall be given particular consideration when proposing new Board members. The current proposal for Board members leads to a less even gender distribution, with one woman and five men, which is why the Nomination Committee considers it important that future nomination committees continue to work actively for a more even gender balance on the Board of Directors. The Nomination Committee also proposes that Per-Arne Gustavsson be re-elected as Chairman of the Board.

All in all, the Nomination Committee considers that the proposed directors with their respective experiences will add valuable expertise and experience to the Board of Directors. The elected Board of Directors represents both continuity and development, and the work of the Board of Directors is driven by the goal of addressing both perspectives. The Nomination Committee considers that the proposed composition of six members is appropriate and suitable.

In assessing the independence of the proposed Board of Directors, the Nomination Committee has found that its proposal for the Board of Directors of the Company meets the requirements for independence set out in the Swedish Corporate Governance Code. Of the proposed Board of Directors, all, except Per-Arne Gustavsson and Peter Sandberg, shall be regarded as independent in relation to the Company and the Company's management. The composition of the Board of Directors is further deemed to meet the requirement that at least two of the Board members who are independent in relation to the Company and its management are also independent in relation to the Company's major shareholders, due to that Lars Erik Blom, Carina Malmgren Heander, and Jon Risfelt are deemed to be independent in relation to the Company and its management as well as to the Company's major shareholders. Per Göransson is deemed to be dependent in relation to the major shareholders and Per-Arne Gustavsson and Peter Sandberg are deemed to be dependent both in relation

to the Company and its management and in relation to the major shareholders.

All proposed Board members are presented on the Company's website, www.ir.pe.se.

Stockholm, April 2025

The Nomination Committee of Projektengagemang Sweden AB (publ)

This is a translation of the Swedish original wording. In case of discrepancies, the Swedish version shall prevail.