

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## Item 16 - The Nomination Committee's proposal for resolution on adoption of principles for the appointment of the Nomination Committee

The Nomination Committee proposes that the Annual General Meeting of Careium AB (publ), org. no. 559121-5875 (the "**Company**") resolves to adopt the following principles for the appointment of the Nomination Committee

The Nomination Committee (the "**NC**") shall comprise three (3) members that represent the Company's largest shareholders according to number of voting rights. The chairman of the Board shall be an adjunct member of the NC. The largest shareholders according to number of voting rights shall be determined based on a transcript from Euroclear Sweden AB showing the registered shareholders, as of the last trading day in September, and such shareholders shall promptly thereafter be contacted by the Company's chairman of the Board.

In the event that any one of the three largest shareholders abstains from the right to appoint a representative to the NC or fails to do so within one week of the aforementioned contact provides notice, that right shall befall the shareholder, among the ten largest shareholders, that has the next largest shareholding per the date above. At least two members are required. If, due to abstention, three members cannot be obtained from among the ten largest shareholders, the vacant position shall remain vacant unless filled at a later date by the appointee of an eligible shareholder.

The names of the shareholder representatives and the names of the shareholders they represent shall be disclosed at the latest six months before the Annual General Meeting. The NC's mandate period shall continue until a new NC is formed. The chairman of the NC shall be, unless the NC decides otherwise, the representative of the largest shareholder according to voting rights.

The NC shall remain unchanged unless a representative wish to resign prematurely, in which case such a request shall be sent to the chairman of the NC (or, in the case of the chairman of the NC resigning, to another representative of the NC) and the receipt of such request implies that the request has been served, a nominated shareholder wishes to change its representative on the NC to another person, where such a request (containing the two relevant names) shall be sent to the chairman of the NC (or, in the case of a change of chairman of the NC, to another representative in the NC), and the receipt of such request implies that the request has been served, a nominating shareholder sells all or parts of its holding in Careium, whereupon such shareholder no longer is one of the three largest shareholders according to number of voting rights, in which case a new member shall be appointed according to the same principles as set out above, or the NC within its free judgment decides to appoint, to vacant positions in the NC, shareholders or shareholder representatives in order for the NC to thereby reflect the ownership of Careium.

If a NC member leaves the NC before the committee's work is completed, the NC shall appoint a new member according to the principles above, using a transcript of shareholders provided by Euroclear Sweden AB as soon as possible after the departure of the leaving member. Changes to the NC shall be disclosed publicly immediately.

No remuneration shall be paid to members of the NC for their work in the committee. As needed, the Company shall reimburse reasonable expenses related to the NC's work as well as for external consultants that the NC deems necessary for the NC to be able to complete its work.

The NC shall provide to the Annual General Meeting:

- proposal of chairman at the Annual General Meeting,
- proposal of Board of Directors
- proposal of chairman of the Board of Directors

- proposal of remuneration to the Board of Directors, allocated among the Chairman of the Board of Directors, Board members, and any compensation for committee work,
- proposal of Company auditor or auditors, and proposal of compensation to the auditor(s)
- if deemed necessary, proposal for the approval of changes to principles for formation of the Nomination Committee