

## THE NOMINATION COMMITTEE'S PROPOSALS

Prior to the annual general meeting of 2022, the board nomination work has been conducted by a committee comprising Mark Shay, representing Accendo Capital SICAV SIF and chairman of the nomination committee; Peter Lindell, representing Rite Ventures; Erik Durhan, representing Nordea Fonder; and Lennart Jacobsen, chairman of the board, as an adjunct member. The nomination committee proposes the following for items 2, 12, 13, 14 and 15.

**Chairman of the annual general meeting:** Attorney at Law Paula Eninge (item 2)

**Number of board members and deputies and, in addition number of auditors:**

The number of board members (including the chairman) is proposed to be six (6) with no deputies (currently three). Furthermore, the nomination committee proposes that the number of auditors is to be one (1) without any deputy (item 12).

**Remuneration to the board members:** The remuneration to the board of directors, until the time of the end of the next annual general meeting, is proposed as follows: The chairman of the board shall receive a fee of 600 000 (unchanged) kronor and other members not employed by the company shall receive a fee of 250 000 (unchanged) kronor. Compensation for committee work is proposed as follows: Audit committee chairman 80 000 (unchanged) kronor, audit committee member 40 000 (unchanged) kronor, remuneration committee chairman 60 000 (unchanged) kronor, remuneration committee member 30 000 (unchanged) kronor (item 13).

**Remuneration to the auditors:**

The remuneration to the auditors for the period until the end of next annual general meeting is proposed in accordance with invoicing approved by the company (item 14).

**Election of chairman of the board and other members of the board and in addition, auditors:**

Re-election is proposed for the following current board members: Lennart Jacobsen, Towa Jexmark and Cecilia Ardstrom. Election of new board member Stefan Berg, Kai Tavakka and Christian Walén is proposed. Lennart Jacobsen is proposed as chairman of the board (item 14).

**Presentation of the proposed new board member:**

Stefan Berg (1971) is Chief Technology Officer (CTO) at Transcom, where he is responsible for technology development and integration of people, systems and technology connected to this global company in customer service and call center. Transcom has sales of more than SEK 5 billion and 30,000+ employees in 26 countries. Stefan has previously worked at Electrolux on the Internet of Things (IoT) and as Chief Information Officer (CIO) at Com Hem. He also has experience from AU-System / Teleca, Cybercom Group and Strand Interconnect. Stefan's combined experience in technology, communication and integration is relevant to Careium's work and development. Stefan is a Swedish citizen. He is a board member of the fintech company Finly AB, his own company Mountainflow AB and owns 5,000 shares in Careium. He is considered to be independent in relation to both the company's management and the major shareholders.

Kai Tavakka, CFA (1986) is a Partner at Accendo Capital, which is the largest owner in Careium with an ownership share of 17%. Kai is a board member of SSH Communications Security Corp. (Finland), a listed company in IT security. Kai has previously worked in corporate finance at Danske Bank and PCA Corporate Finance. Kai is a Finnish citizen. He owns 0 shares in Careium. He is considered to be independent in relation to the company's management and dependent in relation to the major shareholders.

Christian Walén (1981) is the CEO of PBM Sweden AB and global business manager for mental health and Nordic head of B2B within Kry / Livi, since Kry AB acquired PBM in 2021. Christian's responsibility spans SEK 400 million in sales and initiatives and operations in most European markets. Christian has previously been CEO of Assessio and Senior Manager at Accenture. Christian is chairman of the board of Hundra HQ, a privately owned company in data analysis. Christian has a unique combination of experience and leadership in innovative, digital, entrepreneurial care, which is relevant to Careium's operations. Christian is a Swedish citizen. He owns 0 shares in Careium. He is considered to be

independent in relation to both the company's management and the major shareholders.

**Auditor:** Re-election of the authorised public accounting firm Öhrling PricewaterhouseCoopers AB as the auditor for a mandate period until the end of next annual general meeting is proposed. Johan Rönnbäck, a certified public accountant, shall continue as the lead auditor. The proposal from the nomination committee is in accordance with the recommendation of the board (item 14).

**Proposal for tasks of the nomination committee and principles for the appointment of the nomination committee:**

The nomination committee (NC) shall comprise three (3) members that represent the company's largest shareholders according to number of voting rights. The chairman of the board of Doro 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, then 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, then 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 wishes 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 Doro, 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 Doro.

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)

- proposal for the approval of principles for formation of the nomination committee (item 16).

Stockholm, March 2022  
*The nomination committee of Careium AB*