



The Nomination Committee's report, proposals and reasoned statement for Eniro's 2025 Annual General Meeting

The Nomination Committee of Eniro Group AB (publ) ("**Eniro**" or the "**Company**") submits the following report, proposals and motivated opinion ahead of the 2025 Annual General Meeting of the Company.

The nomination committee and its work

The Nomination Committee of Eniro shall, in accordance with the resolution of the 2018 Annual General Meeting and until further notice until otherwise decided by the Annual General Meeting, consist of members appointed by the four largest shareholders based on ownership statistics from Euroclear Sweden AB as of the last banking day of August 2024, together with the Chairman of the Board. The Chairman of the Nomination Committee shall, unless the members agree otherwise, be the member who represents the largest shareholder in terms of votes. The Nomination Committee for the 2025 AGM was appointed on November 7, 2024 in accordance with these guidelines.

The Nomination Committee, which was announced on November 7, 2024, included:

- Umut Akpınar, appointed by Azerion Sverige AB, Chairman-
- Cecilia Hjertzell, appointed by SpectrumOne AB (publ)-
- Mats Gabrielsson, appointed by B.O. Intressenter AB-
- Morten Johansen, appointed by VIO Ljusfabriken AB and own holding

Fredric Forsman, Chairman of the Board of Eniro

The members of the Nomination Committee above are backed by shareholders who together represented 53% of the total number of votes in the Company.

The Nomination Committee has held two meetings prior to the 2025 AGM and has also had regular contacts. The Nomination Committee has evaluated the work of the Board and the report from the Chairman of the Board on the state of the company, the work of the Board and its committees since the 2024 AGM, the skills and experience of the members and that the Board, as in the previous financial year, has functioned as an actively working Board where the Board's work has focused primarily on the development of business strategy and customary Board work.

Ahead of the 2025 AGM, the Nomination Committee has considered the appropriate number of Board members and reviewed the required competencies for the Board of the Company based on the Company's strategy, situation and challenges, and has been in contact with the current Board members to present the proposal for the composition of the Board

The instruction of the Nomination Committee was decided by the Annual General Meeting 2018 to be valid until further notice until otherwise decided by the General Meeting. The Nomination Committee has found no reason to propose any changes to the instructions.

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

All decisions of the Nomination Committee have been unanimous.

Proposal of the Nomination Committee

The Nomination Committee submits the following proposals to the 2025 Annual General Meeting of Eniro.

Chairman of the Annual General Meeting - item 1

As previously announced, the Nomination Committee has chosen to propose that the Chairman of the Board, Fredric Forsman, be elected Chairman of the Meeting or, if he is unable to attend the person designated by the Nomination Committee.

Number of board members and auditors - item 8

The Nomination Committee proposes that the Board of Directors shall consist of six members (unchanged) and without deputies (unchanged) and that the Company shall continue to have a registered auditing firm as auditor without deputy auditor (unchanged).

Remuneration of the Board of Directors and auditor - item 9

The Nomination Committee proposes the following fees for the Board of Directors and the auditor:

- a total of SEK 1,600,000 to be distributed with SEK 600,000 to the Chairman of the Board and SEK 250,000 to each of the other Board members elected by the AGM who are not employed by the Company,
- in addition to the board fee, no remuneration for committee work,
- SEK 1,500 per meeting to each employee representative if appointed (as a reading fee), and
- auditors' fees according to approved invoices.

Election of the Board of Directors and Chairman of the Board - item 10

The nomination committee proposes

- the re-election of Fredric Forsman, Mia Batljan, Mats Gabrielsson, Fredrik Crafoord and Joost Merks as members of the Board of Directors, and the election of Trond Dale, and
- that Fredric Forsman be elected as Chairman of the Board.

Election of auditor - item 11

The Nomination Committee proposes the auditing firm PwC as auditor for the period until the end of the Annual General Meeting 2025. PwC has informed the Company that if the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, the authorized public accountant Henrik Boman will be the auditor in charge.

The Nomination Committee's motivation regarding the proposal for election of the Board of Directors

The Nomination Committee has endeavored to achieve a composition of the Board that is appropriate for the Company's current situation following the strategic review of the business that took place in 2024. Continued business development of the Company's operations as well as continued challenges in its digital services businesses where operational and financial governance remain essential as well as continued continuity

The Nomination Committee considers that continued broad and deep expertise in digital services and marketing, business management and financial management is of great importance for the Company's future challenges, while the Board should be effective and not too large. The Nomination Committee considers that the appropriate number of Board members for the coming financial year is six, which is unchanged. The Nomination Committee has focused on competence and composition, combined with continuity in the work of the Board. The Nomination Committee has discussed the requirements of rule 4.1 in accordance with the Swedish Corporate Governance Code, which has been used as a diversity policy, and considers that the Board, taking into account the company's current situation, will have an appropriate composition and has strived for both diversity and gender balance.

The members proposed by the Nomination Committee, Fredric Forsman, Mia Batljan, Mats Gabrielsson, Fredrik Crafoord, Joost Merks, all re-elected, and Trond Dale, newly elected, have deep expertise in digital services and marketing, as well as operational and financial management, together with customary board work. In the opinion of the Nomination Committee, the Board will thus have an appropriate composition with regard to the company's current situation and future challenges.

The Nomination Committee is of the opinion that the proposed Board meets the requirements set out in the Swedish Corporate Governance Code regarding independent members.

All proposed members, Fredric Forsman, Mia Batljan, Joost Merks, Mats Gabrielsson, Trond Dale and Fredrik Crafoord, are independent in relation to the Company and its management. Joost Merks, Trond Dale, Fredric Forsman and Mats Gabrielsson are dependent in relation to the Company's major shareholders.

All proposed Board members are presented in more detail on the company's website www.enirogroup.com

Stockholm in April 2025
The Nomination Committee of Eniro Group AB