

## **The Nomination Committee's motivated statement regarding the composition in the Board of Directors of Dignitana AB (publ)**

The Nomination Committee of Dignitana AB (publ) (the "**Company**") motivates its proposal for the Board of Directors (the "**Board**") as follows.

According to section 4.1 of the Swedish Corporate Governance Code (the "**Code**"), the Board is to have a composition appropriate to the Company's operations, phase of development and other relevant circumstances. The Board members elected by the Annual General Meeting are collectively to exhibit diversity and breadth of qualifications, experience and background. Gender balance in the Board shall be strived for. Furthermore, the Nomination Committee has as a basis for its proposal discussed the proposed Board's competence and experience regarding sustainability issues. The Company is not bound by the Code, but the Nomination Committee has applied section 4.1 of the Swedish Corporate Governance Code when drafting its proposal.

The Nomination Committee considers that the Board is well functioning with a broad and strong base of experience, characterized by versatility and breadth. The Nomination Committee's ambition is a composition in the Board with broad experience from both international companies and in the specialist area of medical technology and adjoining areas. Several members have experience in the Company's strategically important areas, both in Sweden and in the US. The Board also has high competence of relevance to the Company, both in terms of the Company's operations and industry and in the special conditions under which listed companies operate. According to the Nomination Committee, the proposed Board members provides an appropriate composition to meet the needs that the Company's operations will require, taking into account the Company's operations, strategic orientation and governance.

The Nomination Committee makes the assessment that continuity in the Board is of great importance to the Company. However, the Nomination Committee's assess that the Board would benefit from two new Board members, one with expertise within medicine and oncology and one with expertise within market and sales.

The Nomination Committee's proposal for the Annual General Meeting means that two (2) of the Board's six (6) members, corresponding to approximately 33 percent, are women. The proposal for a new Board has been composed after harmonizing the objective of achieving a more even gender distribution, the need for continuity in the work of the Board and the addition of new expertise to the Board. The Nomination Committee is of the opinion that the proposed Board has an appropriate composition of competence and experience to meet the Company's needs and that there is diversity and breadth among the Board members in terms of gender, age, educational background, experience, competence and experience regarding sustainability work and time that they have held the assignment. In its discussions, the Nomination Committee has assessed that six members is an appropriate size for the Company's Board and that each member possesses valuable expertise. Furthermore, it is the Nomination Committee's opinion that the continuity achieved by not making excessive changes to the Board remains important in the phase that Dignitana is in.

In view of what is stated above, the Nomination Committee has proposed re-election of Klas Arildsson, Lina Karlsson, William Cronin and Richard DiIorio as Board members and proposed that Hope S. Rugo and Fredrik Lindgren be elected as new members of the Board. Furthermore, the Nomination Committee has proposed re-election of Klas Arildsson as Chairman of the Board.

The independence of the proposed Board members in relation to the Company and its senior executives, and in relation to major shareholders in Dignitana has been assessed. Klas Arildsson and William Cronin are regarded as dependent in relation to the Company or the Company's senior executives. William

Cronin and Fredrik Lindgren are regarded as dependent in relation to major shareholders in the Company. Richard DiIorio, Lina Karlsson and Hope S. Rugo are regarded as independent both in relation to the Company and the Company's senior executives, as well as in relation to major shareholders.

Further information on the Board members who are proposed for election can be found on the Company's website [www.dignitana.com](http://www.dignitana.com).