

## The Nomination Committee of Systemair AB's Proposal and Reasoned Statement prior to the Annual General Meeting on 28 August 2025

### **The Nomination Committee**

Systemair's Nomination Committee consists of chairman of the Nomination Committee, Magnus Tell, Alecta, the chairman of the Systemair board as well as the company's largest shareholder, Gerald Engström, Färna Invest, and Lennart Francke, Swedbank Robur fonder.

The Nomination Committee has held four meetings, a number of e-mail contacts and interviewed all board members, the CEO, the CFO and the company's auditor respectively, thereby gathering information on the work of the board and on the company's stage of development and other relevant circumstances.

### **Election of the Chairman and other members of the Board of Directors**

The Nomination Committee's conclusion is that the work of the board has been very satisfactory and that the members are actively engaged in the company and represent a broad and relevant experience and expertise.

The Nomination Committee proposes the re-election of Gerald Engström, Patrik Nolåker, Gunilla Spongh and Niklas Engström, and the election of Peter Fenkl and Åsa Söderström Winberg. Carina Andersson has declined re-election. The Nomination Committee therefore proposes that the number of members be increased by one additional member to six (6) members. A more detailed presentation of the candidates proposed for election, Peter Fenkl and Åsa Söderström Winberg, can be found below, and of the members proposed for re-election on Systemair's website: <https://group.systemair.com/investor-relations/corporate-governance/board-of-directors/>.

As announced on 7 April 2025 the Nomination Committee proposes that Patrik Nolåker be elected chairman of the board and that Gerald Engström be elected deputy chairman of the board.

Rule 4.1 of the Swedish Corporate Governance Code has been applied as the Nomination Committee's diversity policy. The Nomination Committee considers that the proposed board of directors has an appropriate composition, taking into account the company's operations, stage of development and other circumstances. It has breadth and diversity in experience and background and fulfils well the requirements on the board. If the Nomination Committee's proposal for the board is adopted by the AGM, the proportion of women will be 1/3. The proportion of women on the board is thus lower than desirable and the endeavour to achieve a gender balance on the board should be prioritised in the future.

### **Remuneration**

The Nomination Committee has, among other things, compared the current directors' fees with those of other companies of similar size and complexity. In light of this, and in order to maintain a competitive level, the Nomination Committee has proposed an increase of the directors' fee of approximately 15 per cent for the Chairman and approximately 10 per cent for each individual board member.

The Nomination Committee proposes that the remuneration to the board of directors, for the period until the end of the next annual general meeting, shall amount to a total of SEK 3,585,000 with the following distribution: The chairman of the board shall receive SEK 1,000,000, the deputy chairman shall receive SEK 640,000 and the other board members shall each receive SEK 400,000.

Fees for member of the committees shall be paid in the amount of SEK 170,000 to the chairman of the Audit Committee and SEK 85,000 to each of the other members of the audit committee, and SEK 40,000 to the chairman of the Remuneration Committee and SEK 25,000 to each member of the Remuneration Committee.

### **Auditor**

With the approval of the Audit Committee, it is proposed that Ernst & Young (EY) be re-elected as the company's auditor. EY has announced that Johan Holmberg will then continue as endorsement auditor.

**Proposal for Auditors' Fees**

Fees to the auditors are proposed to be paid on an ongoing basis for work performed according to approved invoices.

**Chairman at the Annual General Meeting 2025**

The Nomination Committee proposes that Gerald Engström be elected chairman of the annual general meeting on 28 August 2025.

Skinnskatteberg, July 2025

**Systemair AB (publ)**

The Nominating Committee

#### **Presentation of candidates for election**

**Peter Fenkl**, born 1961, holds a Master of Science in Engineering and has an extensive background in the ventilation industry as former CEO of ZIEHL-ABEGG AG, as well as in senior roles at, among others, ABB. Peter began his career at the technology group Heraeus Instruments GmbH in product development and sales in the late 1980s. He has also been a long-standing member of the European Ventilation Industry Association (EVIA)

**Åsa Söderström Winberg**, born 1957, holds a Master of Science in Economics and Business Administration and has a broad background in the built environment and energy, including roles as CEO of SWECO Theorells AB, CEO of Ballast Väst AB and Head of Communications at NCC Bygg AB. She has many years of board experience in both public and private settings and is currently a board member of Skanska AB, Currentum AB and FIBO AS. She also serves on the Swedish Armed Forces' Audit Committee and is a member of the Royal Swedish Academy of Engineering Sciences (IVA).