The Nomination Committee of Systemair AB's Proposal and Reasoned Statement prior to the Annual General Meeting on 27 August 2026

The Nomination Committee

Systemair's Nomination Committee consists of chairman of the Nomination Committee, Magnus Tell, Alecta, the vice-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 and the CFO 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, Niklas Engström, Peter Fenkl and Åsa Söderström Winberg. The Nominating Committee therefore proposes that the number of members remain at six (6).

The Nomination Committee proposes that Patrik Nolåker be re-elected as chairman of the board and that Gerald Engström be re-elected deputy chairman of the board.

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/.

Rule 4.1 of the Swedish Corporate Governance Code has been applied as the Nomination Committee's diversity policy (the "Code". 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.

The Nomination Committee has discussed the issue of the independence of Board members in accordance with the requirements set forth in the Code. The Nomination Committee has determined that all of the proposed members to be elected by the Annual General Meeting, with the exception of Gerald Engström and Niklas Engström, are independent of the company's major shareholders. The proposed composition of the board of directors thus meets the applicable requirements of the Code regarding independent members.

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 five (5) percent for the chairman, the vice-chairman and 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 3,745,000 with the following distribution: The chairman of the board shall receive SEK 1,050,000, the deputy chairman shall receive SEK 670,000 and the other board members shall each receive SEK 420,000.

Fees for member of the committees shall be paid in the amount of SEK 190,000 to the chairman of the Audit Committee and SEK 90,000 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 2026

The Nomination Committee proposes that Patrik Nolåker be elected chairman of the annual general meeting on 27 August 2026.

Proposed Amendment to the Nomination Committee's Instructions

To clarify the process for appointing the Nomination Committee, the Nomination Committee proposes that the annual general meeting resolve to adopt the following instructions for the Nomination Committee (text added compared to the version adopted by the 2023 Annual General Meeting is highlighted below with underlining).

The Nominating Committee proposes that the AGM adopt the following principles for the appointment of the Nominating Committee, to apply until further notice.

The chairman should be instructed to contact the three biggest shareholders or shareholder groups in terms of votes according to Euroclear Sweden AB's printout of the share register on 31 January of the current year, and request them each to appoint one representative to serve on the Nominating Committee. In the event that any of the three biggest shareholders or shareholder groups has no wish to appoint such a representative, the fourth biggest shareholder or shareholder group shall be requested, and so on, until the Nominating Committee comprises three members. The chairman shall then convene the first meeting of the Nominating Committee <u>and participate in the work of the Nominating Committee as an adjunct member</u>.

<u>The Nominating Committee appoints a chairman from among the shareholder representatives</u>. If a member resigns from the Nominating Committee before his/her work is complete, a replacement representing the same shareholder shall take the member's place, if the committee judges this appropriate. If this shareholder is no longer ranked as one of the three biggest shareholders, a replacement representing the next biggest shareholder shall take the former shareholder's place. In the event that ownership circumstances otherwise change materially before the work of the Nominating Committee is complete, the composition of the Nominating Committee may be adjusted in a way that the Nominating Committee sees fit. Any change in the composition of the Nominating Committee shall be made public without delay.

No remuneration shall be paid to the members of the Nominating Committee. The Company shall bear any costs incurred through the work of the Nominating Committee. The mandate period for the Nominating Committee shall extend until the composition of the next Nominating Committee is announced.

The composition of the Nominating Committee shall be announced no later than six months prior to the AGM.

The Nominating Committee shall present proposals concerning the following issues for resolution at the AGM:

a) proposal for chairman of the AGM,

b) proposal for number of members of the Board of Directors,

c) proposal for Board fees, with respective allocations to Chairman and other Board members,

d) proposal for fee to the Company's auditors,

e) proposal for Board of Directors and Chairman, and

f) proposal for auditor.

The Nominating Committee shall annually evaluate these instructions and principles for the appointment of the Nominating Committee and, if necessary, propose changes thereto to the AGM. The Nominating Committee shall otherwise perform the duties incumbent on the Nominating Committee under the Code.

Skinnskatteberg, July 2026

Systemair AB (publ)

The Nominating Committee