

The Nomination Committee's reasoned statement regarding the Nomination Committee of Nanologica AB's proposal for the Board of Directors

Background

In accordance with the current instructions for the Nomination Committee, the Chairman of the Board Gisela Sitbon convened a Nomination Committee for the 2026 Annual General Meeting in October 2025 with members appointed by the largest shareholders in Nanologica AB. The Nomination Committee consists of Carl-Johan Spak – Flerie Invest AB, Niklas Sjöblom – Foundations of the Royal Swedish Academy of Fine Arts, and Kalle Olby – Vega Bianca AB. These three owners together represented 53 percent of the voting rights in the company on 30 September 2025. In accordance with the instructions for the Nomination Committee, the members of the Nomination Committee appointed Carl-Johan Spak as Chairman of the Nomination Committee. Nanologica's Board of Directors currently consists of six members elected by the Annual General Meeting, one of whom, Jeremie Trochu, was elected at an extraordinary general meeting on March 4, 2026. The Nomination Committee proposes that the Board of Directors during the coming term of office be increased by one person to a total of seven members and no deputies. According to the Articles of Association, the Board of Directors shall have a minimum of three and a maximum of nine members and a maximum of three deputies. The Nomination Committee proposes re-election of the current Board members Gisela Sitbon, Thomas Eldered, Mattias Bengtsson, Lena Torlegård and Jeremie Trochu and new election of Erik Haeffler and Mark Quick. Furthermore, the Nomination Committee proposes that Thomas Eldered be elected Chairman of the Board.

Reasoned opinion

The Nomination Committee has held 4 meetings recorded in minutes. As a basis for its work, the Nomination Committee has, among other things, taken part in a self-assessment of the Board of Directors and its work and interviewed all members. In order to assess the extent to which the current Board of Directors meets the requirements that will be placed on the Board of Directors as a result of the company's operations and future direction, the Nomination Committee has discussed the size and composition of the Board in terms of experience and competence. The Board members proposed for re-election possess both financial and operational expertise as well as shareholder representation. The Board of Directors expresses a significant long-term perspective and relevant industry experience. No proposals regarding Board members have been received by the Nomination Committee from anyone other than the members of the Nomination Committee.

In its proposal for the summary and size of the Board of Directors, the Nomination Committee has taken into account the company's current development and market position as well as the future consequence of the acquisition of Ardena Södertälje AB (Syntagon AB). In the future, the company will also operate in the so-called CDMO market, and this will require increased commercial expertise within the board. In addition, the company is in a period of transition with expected expansion in the market for chromatography media. The Nomination Committee believes that it is then justified to expand the Board of Directors to ensure that the company's management receives maximum support. The proposed Board members Mark Quick and Erik Haeffler will bring considerable commercial expertise and significant experience in business development to the Board that will be of great benefit to the Company. In addition, the board has recently been expanded with one member, Jeremie Trochu.

The Nomination Committee proposes an unchanged fee to the Board of Directors, including the Chairman, well aware that the fee in an industry perspective is somewhat low, but would also like to emphasize that an upward adjustment can probably be made at the next Annual General Meeting, provided that the company has developed in a positive way for the owners.

In the course of its work, the Nomination Committee has considered the requirements of the Swedish Code of Corporate Governance for the independence of Board members. The Nomination Committee is of the opinion that the composition of the Board of Directors is appropriate with regard to the company's operations, stage of development and other circumstances. In line with previous practice, the Nomination Committee has tried to strive for an even gender distribution and diversity in terms of competence, experience and background on the Board. However, the proposed expansion of the Board of Directors does not result in a more even gender distribution, but the Nomination Committee believes that in the current situation, its proposal as a whole is the best for the company.

Stockholm March 2026

Nomination Committee of Nanologica AB