

## **Proposals by the Election Committee to Alligo's 2026 Annual General Meeting (including reasoned statement)**

### **Description of the Election Committee's work ahead of the Annual General Meeting**

The 2025 Annual General Meeting in Alligo AB (the “**Company**”) appointed an Election Committee comprising of the following members: Peter Hofvenstam (nominated by Nordstjernan), Stefan Hedelius (nominated by Tom Hedelius), and Suzanne Sandler (nominated by Handelsbanken Fonder), with Peter Hofvenstam as Chairman.

In accordance with the principles established by the 2025 Annual General Meeting and the Swedish Corporate Governance Code, the Election Committee has been mandated to draw up proposals on the following issues to be presented at the Company's 2026 Annual General Meeting:

- election of Chairman to preside over the Annual General Meeting,
- election of the Chairman and other Board members of the Company's Board of Directors,
- resolution regarding directors' fees, divided between the Chairman and the other Board members, and any remuneration for committee work,
- election of and fees to the auditor, and
- resolution on amendments to the instructions for the Election Committee.

The Election Committee has held five (5) meetings and has also conducted interviews with the Board, CEO and potential candidates. In addition, they have maintained regular communications by e-mail and telephone.

When preparing its proposal, the Election Committee has applied rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. This entails that the Election Committee has had as a starting point that the Board of Directors shall have an appropriate composition with regard to the Company's operations, stage of development and circumstances in general, characterised by diversity and breadth in terms of the competence, experience and background of the members elected by the Annual General Meeting. An even gender ratio shall be sought.

The Election Committee also considers it important that the Board members are able to devote the time and care required to carry out their duties as Board members of the Company, and the Election Committee has therefore evaluated the Directors' assignments outside the Company and the time required for these assignments.

The Election Committee has received a report from the Chairman of the Board on how the work of the Board has been carried out. The Election Committee has interviewed the Board and the overall assessment of the work of the Board shows that the Board functions well.

The Election Committee has discussed the size and composition of the Board in relation to the Company's current situation and development opportunities. In general, the Election Committee is of the opinion that the qualifications of the Board are satisfactory. The aim of the Election Committee has been to maintain the Board's diversity and breadth.

In preparing its proposals regarding the election of auditor and the resolution regarding auditor fees, the Election Committee has been in contact with the Chairman of the Audit Committee in

order to obtain the Board's and Audit Committee's assessment of the quality and efficiency of the auditor's work. The Election Committee's proposals for the election of auditor and resolution regarding auditor fees are in line with the recommendation of the Audit Committee.

### **The Election Committee's assessment of the proposed composition of the Board of Directors**

According to the Election Committee, the proposed Board of Directors constitutes an appropriate composition with regard to the Company's operations, stage of development and other circumstances, characterised by versatility and breadth in terms of the proposed Board members' competence, experience and background. The Election Committee's proposal regarding the Board of Directors entails that 29 per cent of the Board members elected by the General Meeting would be women and 71 per cent of the Board members elected by the General Meeting would be men. The Election Committee will strive for a greater equality in terms of gender on the Board of Directors. Further, the Election Committee is of the opinion that the proposed Directors have sufficient time to carry out their duties as Directors of the Company.

### **The Election Committee's assessments of the independence of the proposed Board members**

Taking into account the applicable Swedish rules regarding independence, the Election Committee has made the following assessment of the independence of the proposed Board members in relation to the Company and the Company's management and in relation to the Company's major shareholders:

- The Election Committee is of the opinion that all of the proposed Board members are independent in relation to the Company and the Company's management.
- Johan Lilliehöök and Johan Eklund are not independent of the Company's largest shareholder since Johan Lilliehöök and Johan Eklund are employed by the Company's largest shareholder Nordstjernan.

### **The Election Committee's assessment of the proposed directors' fees**

The Election Committee believes it is important that the directors' fees (including the fees for committee work) amounts to a level that makes it possible to recruit and retain Directors with an international and high level of competitive competence to the Board of the Company. The Election Committee has interviewed the Chairman of the Board regarding the scope and complexity of the Board's work and compared the Company's directors' fees with the directors' fees in comparable companies listed on Nasdaq Stockholm. In light of this, the Election Committee has concluded that the proposed directors' fees and fees for committee work are reasonable compared with companies of equivalent size and complexity.

### **The Election Committee's proposal for Chairman of the 2026 Annual General Meeting**

The Election Committee proposes that Göran Näsholm (or in the event that he is unable to participate, an individual appointed by the Election Committee) is elected as Chairman of the Annual General Meeting 2026.

## The Election Committee's proposal of the Board of Directors for the Annual General Meeting 2026

The Election Committee proposes that the Annual General Meeting elects seven (7) ordinary Directors without deputies.

For the period until the next Annual General Meeting, the Election Committee proposes the re-election of Directors Göran Näsholm (Chairman since 2022 and Director since 2019), Stefan Hedelius (Director since 2016), Cecilia Marlow (Director since 2022), Johan Lilliehöök (Director since 2024) and Alexandra Fürst (Director since 2025). Johan Eklund and Oscar Fredell are proposed as new Board members.

Directors Christina Åqvist and Johan Sjö have declined re-election.

The Election Committee proposes re-election of Göran Näsholm as Chairman of the Board of Directors.

Information on Board members proposed for re-election is available on the Company's website <https://www.alligo.com/en/corporate-governance/board-of-directors/> and information about the Board members proposed for new election is set out below.

### Johan Eklund

**Born:** 1991

**Main education and work experience:** Degree in Business and Economics from the Stockholm School of Economics and the equivalent of an Executive MBA from Harvard Business School. Director, Alligo (2020-2022). Analyst, Morgan Stanley (2013-2015).

**Other significant assignments:** Investment Director, Nordstjernen. Director, Rosti Group AB.

**Shareholding in the Company:** 0.

### Oscar Fredell

**Born:** 1978

**Main education and work experience:** Degree in engineering. Leading positions in Volvo Cars and Solar. Previous CEO of Luna Group and head of the industry division, Bergman & Beving.

**Other significant assignments:** Investing business with a focus on acquisitions and development of niche industry companies.

**Shareholding in the Company:** 0.

### Director's fees for the Chairman and other Directors

The Election Committee proposes that remuneration to the Board of Directors shall be paid with a total amount of SEK 2,865,000 (SEK 2,765,000), i.e. an increase of SEK 100,000

#### The proposed distribution is:

- **Chairman of the Board:** SEK 825,000 (previously SEK 785,000)
- **Other Directors elected by the General Meeting:** SEK 340,000 per Director (previously SEK 330,000)

#### For work in the Board of Directors' committees, specific fees are proposed as follows:

- **Audit Committee**
  - Chairman: SEK 160,000 (previously SEK 150,000)
  - Director: SEK 80,000 (previously SEK 75,000)

- **Remuneration Committee**
  - Chairman: SEK 105,000 (previously SEK 100,000)
  - Director: SEK 53,000 (previously SEK 50,000)

### **Election of and fees to the auditor**

The Election Committee proposes that the number of auditors shall be one audit firm with no deputy auditors.

The Election Committee proposes the re-election of the audit firm KPMG AB as auditor for the period until the end of the next Annual General Meeting.

Provided that the Annual General Meeting approves the Election Committee's proposal, KPMG has informed the Election Committee and the Company that authorised auditor Jonas Eriksson will remain as auditor in charge.

The Election Committee proposes that fees to the auditor be paid in accordance with approved invoices.

The proposal is in line with the Audit Committee's recommendation.

### **Instructions for the Election Committee**

The Election Committee proposes that the instructions for the Election Committee that was resolved on the Annual General Meeting 2025 shall remain unchanged.

*This document is a translation of the Swedish original. In the event of any differences between this translation and the Swedish original, the latter shall prevail.*