

The Nomination Committee's proposals for the Annual General Meeting 2022 in MilDef Group AB (publ) ("MilDef") as well as information on the proposed members of the Board of Directors and reasoned statement regarding election of members of the Board of Directors and auditors

The Annual General Meeting 2021 in MilDef resolved that the three largest shareholders in terms of voting rights as per 2021-08-31 and the chairman of the Board of Directors, would constitute the Nomination Committee. Should any of these shareholders refrain from participation in the Nomination Committee, the next in order of shareholding shall be offered a seat in the Nomination Committee. On this basis, a Nomination Committee consisting of Marianne Trolle, representing her own shareholding, Ulf Hedlundh, representing Svolder AB, Peter Lundkvist, representing the Third Swedish National Pension Fund (Tredje AP-fonden) and Jan Andersson, chairman of the Board of Directors in MilDef, was established. Ulf Hedlundh was appointed chairman of the Nomination Committee. A change in ownership year end 2021/2022 prompted the Nomination Committee to offer Carnegie Fonder to participate. However, the offer was turned down due to the changes in ownership being minor and that the Nomination Committee had already come far in the performing of their tasks. Shareholders who have wished to leave a proposal to the Nomination Committee have been advised to do so no later than 2022-01-31. The Nomination Committee has not received any proposals.

The Annual General Meeting has given the Nomination Committee the task of submitting proposals for chairman of the Board of Directors as well as the other board members, and the chairman of the Annual General Meeting 2022. The Nomination Committee shall also submit a proposal for fees to the board members, any committees and auditors. The Nomination Committee also proposes the auditors on recommendation from the Board of Directors and its auditing committee.

The Nomination Committee has evaluated the work of the Board of Directors. Ahead of the Annual General Meeting 2022 the Nomination Committee has held four meetings and has been in contact on numerous occasions outside of the official meetings. The Nomination Committee has thoroughly discussed the requirements regarding qualifications, experience, distribution in terms of gender and background that can be required from the Board of Directors of MilDef considering the company's current situation and future direction to determine if the current Board of Directors fulfills such requirements. The Nomination Committee has studied the complete outcome of the performed evaluation of the Board of Directors and interviewed all board members to investigate, assess and verify important parts of their work. The general opinion is that the work of the Board of Directors is performed with diligent control and a good sense of business. The chairman of the Board of Directors has been notified of the Nomination Committee's conclusions from the evaluation.

MilDef was listed on Nasdaq Stockholm in 2021. At the same time, the Board of Directors was expanded and gained further competence and experience in corporate governance, acquisitions, and the stock market. As such, the Nomination Committee finds it natural that the current board members are re-elected. However, competence within the field of international business development has been identified as desirable. The size of the Board of Directors is deemed reasonable. The Articles of Association specifies that the number of board members should be at least three but no more than eight. The number of women on the Board of Directors constitutes 33 per cent of the board members, which is less than the Swedish Corporate Governance Code ("the Code") recommends. Future Nomination Committees are encouraged to consider this as well as any desired strengthening of competence in their work. After a comprehensive assessment, the Nomination Committee is of the opinion that the number of members in the Board of Directors should continue to be six persons.

The Nomination Committee assesses that all board members are independent of the larger shareholders, except Christian Hammenborn and Marianne Trolle. The Nomination Committee further considers Marianne Trolle and Bernt Grundevik to be dependent in relation to the company due to previous employment and consulting assignment, respectively. The requirements regarding independent members of the Board of Directors in the Code are therefore fulfilled.

The Nomination Committee propose that the Annual General Meeting resolve to re-elect Jan Andersson as the chairman of the Board of Directors.

The Nomination Committee assesses that there should be an adjustment in the structure of fees to the Board of Directors. A comparison to similar listed companies has shown that the fees of the members of the Board of Directors are low. The Nomination Committee has not seen a correlation between high fees and a well-functioning board work in Swedish listed companies. The Nomination Committee does, however, consider it justified with an adjustment of the fee to the chairman of the Board of Directors with SEK 50,000 so that the fee amounts to SEK 400,000 and with SEK 25,000 to each member of the Board of Directors so that the fee amounts to SEK 200,000 for each member. The fees to committee members are proposed to be raised as well, although modestly. The fee to the chairman of the Audit Committee is proposed to be adjusted to SEK 75,000 (was SEK 60,000), the fee to member of the Audit Committee shall remain SEK 30,000. The fee to the chairman of the Remuneration Committee is proposed to be adjusted to SEK 30,000 (was SEK 25,000) and the fee to member of the Remuneration Committee shall remain SEK 20,000.

The Annual General Meeting 2021 elected Andreas Brodström and Bengt Ekenberg, authorized auditors active at the authorized audit firm Mazars AB. The auditors are not subject to requirements of auditor rotation. The audit committee has, together with the Nomination Committee, assessed that it is not necessary to propose a change or new procurement. Therefore, the current auditors are proposed to be re-elected by the Annual General Meeting.

The Nomination Committee's proposals

The Nomination Committee proposes that the Annual General Meeting resolves:

- to appoint Jan Andersson as chairman of the Annual General Meeting.
- that the Board of Directors shall consist of six members.
- that fees to the Board of Directors shall amount to SEK 1,400,000 where SEK 400,000 (SEK 350,000) is paid to the chairman of the Board of Directors and SEK 200,000 (SEK 175,000) is paid to each of the members of the Board of Directors. The proposal entails a total increase of the Board of Directors fees amounting to SEK 175,000.
- that the fee to the chairman of the Remuneration Committee shall amount to SEK 30,000 (SEK 25,000). The fees to the members of the Remuneration Committee shall amount to SEK 20,000 (SEK 20,000) per member. For work in the Audit Committee shall be paid a fee of SEK 30,000 (unaltered) per member of the committee and SEK 75,000 (SEK 60,000) to the chairman of the committee.
- that the fees to the auditors shall be paid on current account in accordance with specified invoices reviewed and approved by the Board of Directors.
- that board members Jan Andersson, Charlotte Darth, Berndt Grundevik, Christian Hammenborn, Lennart Pihl and Marianne Trolle are re-elected for the financial year 2022.
- that Jan Andersson is elected chairman of the Board of Directors for the financial year 2022.
- that authorized auditors Andreas Brodström and Bengt Ekenberg are re-elected as the company's auditors for the financial year 2022.

The Nomination Committee's reasoned statement regarding the proposals regarding Board of Directors and election of auditors.

The Nomination Committee is of the view that the proposed Board of Directors has a suitable composition in regard to the company's business, developmental phase and other circumstances. The composition of the Board of Directors is characterized by diversity and width as regards the board members' competence, experience, gender and background (with implementation of the diversity policy in section 4.1 of the Swedish Corporate Governance Code). Further, the Nomination Committee assesses that the proposed auditors have the experience, competence and integrity needed to conduct an audit in accordance with good auditing practice that is beneficial for the shareholders of the company.

February 2022

The Nomination Committee of MilDef Group AB (publ)

Information regarding the proposed board members is available on the company's website, in the company's IPO prospectus and in the annual reports for 2020 and 2021.