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## **The Nomination Committee's reasoned statement in respect of the Annual General Meeting 2025 in OXE Marine AB (publ)**

### **1. Background**

The nomination committee, in respect of the annual general meeting 2025, has been comprised of Theodor Jeansson, Martin Polo and Per Lindberg. Martin Polo served as chairman of the nomination committee.

The task of the nomination committee is to submit proposals to the annual general meeting concerning the election of the chairman of the general meeting, the election of members of the board and the chairman of the board, the election of auditor, as well as remuneration for the board divided between the chairman and the other members of the board, including remuneration for committee work, as well as remuneration to the company's auditor. In respect of the annual general meeting 2025, the nomination committee submits the following proposals.

### **2. Proposals by the Nomination Committee**

#### Election of chairman of the general meeting

The nomination committee proposes that Jonas Wikström is elected as chairman of the annual general meeting 2025.

#### Remuneration to the board of directors and the auditor

The nomination committee proposes that the remuneration to the board shall be paid as follows:

- SEK 400,000 to the chairman of the board, and
- SEK 200,000 to each of the other board members.

It is noted that proposed director Martin Polo has announced that he will decline remuneration.

The Board has during 2024 performed the work for both the audit and remuneration committees without any additional remuneration. The Nomination Committee proposes that matters relating to the audit and remuneration committees shall be handled by the Board without any specific additional remuneration.

It is proposed that the remuneration to the auditor is paid according to approved invoice.

#### Election of board of directors

According to the Company's articles of association, the board of directors shall consist of no less than three and no more than ten ordinary members and no more than five deputy members. The nomination committee proposes that, until the next annual general meeting, the board shall consist of three ordinary members and no deputy members.

It is proposed that Jonas Wikström, Martin Polo and Jon Lind are re-elected as ordinary members of the board.

Information on members proposed for election is available on the company's website, [www.oxemarine.com](http://www.oxemarine.com).

#### Election of chairman of the board

The nomination committee proposes that Jonas Wikström is elected as chairman of the board.

#### Election of auditor

The nomination committee proposes that one registered auditing company is appointed as auditor until the end of the next annual general meeting. Further, the nomination committee proposes, in accordance

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with the audit committee's recommendation, re-election of the registered auditing company BDO Mälardalen AB as auditor in the company for the period until the end of the next annual general meeting.

#### Resolution on instructions for the Nomination Committee

The company shall have a nomination committee consisting of members appointed by each of the three largest shareholders in terms of voting rights. The nomination committee may also co-opt a member of the Board to the nomination committee if necessary. The chairman of the nomination committee shall, unless the members agree otherwise, be the member appointed by the largest shareholder in terms of votes. The chairman of the nomination committee shall have a casting vote in the event of a tie.

The nomination committee shall be constituted based on shareholder statistics from Euroclear Sweden AB as of the last banking day of August and other reliable ownership information provided to the company at that time. When assessing who constitutes the three largest shareholders in terms of voting rights, a group of shareholders shall be considered to constitute one shareholder if they (i) have been owner-grouped together in the Euroclear system or (ii) have publicly announced and notified the company that they have reached a written agreement to adopt a long-term joint approach to the management of the company through coordinated exercise of voting rights. The composition of the nomination committee shall be announced as soon as it is appointed. The term of office of the nomination committee runs until the next nomination committee is appointed.

The nomination committee shall prepare proposals on the following issues to be submitted to the annual general meeting for decision:

- proposal for chairman of the general meeting
- proposals for the board of directors
- proposal for the chairman of the board
- proposals for fees and other remuneration for Board assignments for each of the Board members and, where applicable, remuneration for committee work
- where applicable, proposals for the remuneration of the auditor and election of the auditor, and
- to the extent deemed necessary, proposals for amendments to these instructions for the nomination committee.

If a member leaves the nomination committee before its work is completed, a new member appointed by the same shareholder may replace him or her if the nomination committee deems it necessary. If a shareholder who has appointed a member of the nomination committee has significantly reduced its shareholding in the company, such member may resign and, if the nomination committee deems it appropriate, the next largest shareholder may be given the opportunity to appoint a new member. If the ownership structure otherwise changes significantly before the nomination committee's assignment is finalised, the nomination committee may, if it so decides, change the composition of the nomination committee in the manner it deems appropriate.

The company shall be able to cover reasonable costs associated with the fulfilment of the nomination committee's tasks. No fees shall be paid to the nomination committee.

These instructions are valid until the general meeting decides to adopt new instructions.

### **3. Statement in support of the Nomination Committee's proposal of election of Board of Directors**

Before the annual general meeting 2025, the nomination committee has held several meetings. In addition, correspondence by email and phone has occurred. The nomination committee has conducted a board evaluation and has made the assessment that the work of the board has been carried out well and efficiently during the year. In preparing its proposal for the board of directors, the nomination

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committee has paid particular attention to the requirements that the company's strategic development, international operations and governance and control imposed on the board's competence and composition. The nomination committee has also taken into account the board's need for versatility and breadth in terms of competence, experience and background while maintaining the necessary continuity in the work of the board.

Against the background above, the nomination committee has made the assessment that the proposed board has an appropriate composition with regards to the company's operations, phase of development and other relevant circumstances. The proposed board is characterised by diversity and breadth with regard to expertise, experience, background and commitment.

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The Nomination Committee in March 2025