

## **The Nomination Committee Infant Bacterial Therapeutics AB (publ)**

In accordance with the principles decided at the 2020 AGM, the Nomination Committee consists of four persons.

The three largest shareholders as of June 30, 2020 have all appointed a member to the Nomination Committee of Infant Bacterial Therapeutics AB. These are;

- Per-Erik Andersson appointed by Annwall & Rothschild Investments AB, the largest shareholder as well as the Chairman of the Nomination Committee;
- Sebastian Jahreskog, who is the second largest shareholder through direct and indirect ownership
- Jannis Kitsakis, appointed by the Fourth AP Fund, the third largest shareholder; and

In addition, Peter Rothschild is a member of the Nomination Committee as Chairman of the Board of Infant Bacterial Therapeutics AB.

## **The Nomination Committee's proposal for the Annual General Meeting 2021 in Infant Bacterial Therapeutics AB (publ) and motivated opinion regarding proposals to the Board of Directors and auditors.**

The Nomination Committee proposes re-election of current Board members Margareta Hagman, Eva Idén, Anthon Jahreskog, Kristina Sjöblom Nygren, Robert Molander and Peter Rothschild. As Chairman of the Board, Peter Rothschild is proposed for re-election.

Thus, the Nomination Committee's proposal means that during the coming term of office, the Board shall consist of six (6) elected members without deputies. According to the Articles of Association, the Board shall consist of a minimum of three (3) and a maximum of ten (10) elected members.

Since the election committee was constituted in the latter part of 2020, it has had a number of digital meetings and interviews with both the Board members and the CEO.

At the first meeting of the Nomination Committee, the Chairman of the Board outlined the phase that the company is currently in, as well as the company's operations, goals and strategies. He also explained how the work was carried out by the Board during the past year. The evaluation carried out regarding the work of the Board of Directors has been reviewed and presented to the Nomination Committee. The evaluation and interviews with the members of the Board confirm the information provided by the Chairman of the Board, Peter Rothschild, regarding how well the Board functioned during the year and that the various competencies of the individual members are valuable to the company and its operations.

The Nomination Committee has made the assessment that the current composition of the Board corresponds well to the competencies required.

Information about the members proposed for re-election can be found on the company's website, [www.ibtherapeutics.com](http://www.ibtherapeutics.com).

The Nomination Committee's overall assessment is that the work of the Board, which functions very well and is conducted with commitment. The board members have a very high attendance rate.

Furthermore, the Nomination Committee notes that the work of the Board is characterized by an open and constructive dialogue and where the cooperation between the Chairman, other members of the Board and the Managing Director and other senior executives works very well. The Nomination Committee further notes that the company management, even outside the board meetings, utilizes the board members' knowledge in specific areas.

Through the Nomination Committee's proposal, the Board will, with regard to size, breadth and diversity in terms of competence, age, gender, background and experience, be appropriately composed and fulfill the requirements imposed on the Board, taking into account the company's current and future situation. An assessment has also been made that each individual board member has the opportunity to devote sufficient time and commitment to the board's work.

The Nomination Committee notes that the Board is equal in terms of gender distribution. This exceeds the long-term goal set by the Swedish Corporate Governance Board in terms of gender distribution in boards.

With regard to the composition of the Board of Directors, a diversity policy, and with respect to its objectives, has been applied in accordance with clause 4.1 of the Corporate Governance Code, which has resulted in the Nomination Committee's proposal for the Annual General Meeting for the election of the Board of Directors.

The Nomination Committee proposes an unchanged remuneration to the members of the Board of Directors and to members of the remuneration committee. This means a fee to the board members of SEK one hundred and twenty-five thousand (125,000) and to the chairman a fee of SEK two hundred and fifty thousand (250,000). For members of the remuneration committee, a fee of forty thousand (40,000) is proposed to the chairman and twenty thousand (20,000) to each of the other members of the committee. Furthermore, the Nomination Committee proposes that an unchanged additional fee be paid to the Chairman in his capacity as a working Chairman of the Board of SEK 400,000 (400,000). This is in view of the work that the Chairman is carrying out in the company, which may be considered to be in addition to the work of the Chairman of the Board. In addition, the Board members may be entitled to reasonable travel expenses for their participation in Board activities.

In accordance with the requirements set by the Swedish Code of Corporate Governance regarding the independence of the Board, the Nomination Committee can conclude that the proposal means that Peter Rothschild is dependent in relation to Annwall & Rothschild Investments AB, which is the largest shareholder in the company and dependent in relation to the company and company management. Anthon Jahreskog is dependent in relation to the second largest shareholder Sebastian Jahreskog but independent in relation to the company and company management. Other Board members are independent both in relation to major shareholders and to the company and company management.

In addition to the proposals for the Board of Directors and the Board fees, the Nomination Committee proposes the following:

- that lawyer Erik Sjöman, or in his absence, the person appointed by the Board, be instead elected chairman of the Annual General Meeting;
- that Deloitte AB is re-elected as auditor for the period until the end of the Annual General Meeting 2022. In Infant Bacterial Therapeutics AB, the Board fulfills the duties of an audit committee. The Board's recommendation regarding the election of an auditor is consistent with the nomination committee's proposal. The Nomination Committee proposes that fees to the auditor be paid in accordance with approved invoices;
- No fees shall be paid to the Nomination Committee, but the Company shall bear reasonable costs which are deemed necessary by the Nomination Committee in order for the Nomination Committee to fulfill its mandate; and
- that the following principles shall apply to the convening of the Nomination Committee for the Annual General Meeting 2022.

*The Chairman of the Board shall convene the three (3) of the largest shareholders in the company based on voting rights, which each shall appoint a member who together with the Chairman of the Board shall constitute the Nomination Committee. At the composition of the nomination committee, the ownership conditions as of June 30, 2021 will determine which are the largest shareholders in terms of the number of votes. A member appointed by the largest shareholder in the nomination committee at this time shall be the chairman of the nomination committee. If one of the three largest shareholders waives their right to appoint a member to the nomination committee, the next largest shareholder will be given the opportunity to appoint a member to the nomination committee. The names of the three members shall be published as soon as they are appointed, but no later than six months before the Annual General Meeting 2022. The term of office of the Nomination Committee extends until a new Nomination Committee is appointed.*

*In the event that the shareholder appointed by the member no longer constitutes one of the three largest shareholders based on voting rights, such member may be dismissed, and a member of the shareholder who is the next largest shareholder based on voting rights is next in turn and prepared to take part in the nomination committee. In the event that a nominated member of the nomination committee resigns from the nomination committee for other reasons, the shareholder who appointed the member in question must have the right to appoint a new member of the nomination committee. If he refrains from appointing a new member, the nomination committee shall, if it considers it appropriate in view of the remaining term of office, ask the shareholder who is the next largest based on voting rights next in turn if he wishes to appoint a member of the nomination committee.*

*The Nomination Committee shall prepare proposals on the following issues to be submitted to the Annual General Meeting 2022 for resolution:*

- a) proposal for Chairman of the Meeting*
- b) proposal for Board*
- c) proposal for Chairman of the Board*
- d) proposal for Board fees*
- e) proposal for auditor*
- f) proposal for auditor fee*
- g) proposal regarding reasonable costs for the Nomination Committee*
- h) proposals regarding Nomination Committee for the 2023 Annual General Meeting*

It is noted that all the Nomination Committee's decisions were taken unanimously and that Peter Rothschild did not participate in the decisions that affect him personally.

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