



27 March 2023 08:10:00 CEST

## The Nomination Committee Proposal to the Annual General Meeting 2023

### The nomination committee's reasoned proposals to the annual general meeting 2023

The Nomination Committee composed of Søren Jørgensen (chairman), appointed by co-founders Jesper Søgaard and Christian Kirk Rasmusen, Martin Jonasson, appointed by Andra AP-Fonden and also representing Tredje AP-Fonden, Jesper Ribacka, and Jens Bager, chairman of the board of directors, Better Collective, presents the following proposals:

- that Andreas Nielsen, Partner at Bech-Bruun, is appointed chairman of the general meeting,
- that the board of directors shall be comprised of six (6) board members,
- that the following members of the board of directors shall be re-elected, Jens Bager (also to be reelected as Chair of the board of directors), Therese Hillman (also to be reelected as Vice Chair of the board of directors), Todd Dunlap, Klaus Hølse, Leif Nørgaard, and Petra von Rohr.
- that the general meeting approves an annual remuneration of EUR 135,000 (EUR 90,000 in the previous year) for the Chair of the board of directors, EUR 90,000 (EUR 60,000 in the previous year) for the Vice Chair of the board of directors, and an annual remuneration of EUR 45,000 (EUR 30,000 in the previous year) for each of the other members of the board of directors until the next annual general meeting.
- that the remuneration to the audit committee and the remuneration committee, respectively, is proposed to remain unchanged from last year. The remuneration of the chairman of a committee is proposed to be 13,500 EUR, and the remuneration to the other members of a committee is proposed to be 6,750 EUR,
- that, in accordance with the audit committee's recommendation, remuneration to Ernst & Young Godkendt Revisionspartnerselskab shall be paid in accordance with an approved account,
- that, in accordance with the audit committee's recommendation, elect Ernst & Young Godkendt Revisionspartnerselskab is re-elected as auditor until the close of the next annual general meeting

The work of the Nomination Committee and reasoned opinion regarding the nomination committee's proposal for the board of directors

According to the instruction and rules of procedure for the nomination committee adopted at the extraordinary shareholders' meeting held on May 18, 2018, the nomination committee shall consist of four members representing the three largest shareholders as per the end of August, together with the chairman of the board of directors. The nomination committee has been formed in accordance with the instructions and the composition of the nomination committee was announced on October 21, 2022.

The nomination committee has held three meetings. The nomination committee has been presented with the board of director's self-assessment, which was performed and presented by an external consultant based on a questionnaire. The nomination committee was also presented with the board's view on future challenges to the board and the company, and met with the CEO for an update on Better Collective's business model and future prospects. The nomination committee has further interviewed all members of the board of directors. The nomination committee motivates its proposal for the board of directors as follows:

The nomination committee has aspired to present at the annual general meeting a proposal which includes persons with appropriate experience and competence in fields that are crucial to the company. Diversity as regards to age, gender, education, professional background and other factors have been taken into account. The company has applied a diversity policy, in compliance with section 99 b of the Danish Financial Statements Act as well as rule 4.1 of the Swedish Corporate Governance Code (the "Code"), when compiling its proposal for the board of directors. The nomination committee has also assessed the size of the board and any possible need for renewal. The nomination committee has finally also considered the requirements regarding independency in the Code.

The nomination committee has concluded that the proposed board of directors meets all stated as the proposed composition of the board of directors consists of two women and four men. The gender diversity is thus 33 % / 67 %, which, in the nomination committee's opinion, is consistent with the requirement of an equal gender balance. The nomination committee proposes a re-election of Jens Bager (also to be reelected as Chair of the board of directors), Therese Hillman (also to be reelected as Vice Chair of the board of directors), Todd Dunlap, Klaus Holse, Leif Nørgaard, and Petra von Rohr.

The nomination committee believes that the proposed board of directors has the qualifications, experience and breadth appropriate to Better Collective's operations, phase of development and other relevant circumstances. In the nomination committee's opinion, all proposed board members are to be considered as independent in relation to the company, its management, and major shareholders.

Information on the board members proposed for re-election can be found at the company website ([www.bettercollective.com](http://www.bettercollective.com)) and in the annual report.

The nomination committee proposes no changes to the principles for appointment of the nomination committee.

**For further information, please contact:**

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## About Better Collective

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## Attachments

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