**The nomination committee’s proposal and reasoned opinion for the extraordinary general meeting of Bambuser AB on the 20th July 2022**

Prior to the extraordinary general meeting the nomination committee comprises of Don Ingham (appointed by TAH Core Master Fund), Jørgen Madsen Lindemann (appointed by Brightfolk A/S), Frank Larsson (appointed by Handelsbanken Fonder AB), Joel Citron (chairman of the board), Mark Lotke (appointed by Harmony Partners IV LP) and Tomas Meerits (appointed by Pyramid Holdco S.A.R.L). Tomas Meerits is the chairman of the nomination committee.

The nomination committee has submitted the following proposals for resolutions.

***Election of the chairman of the meeting (item 1)***

The nomination committee proposes that Advokat Mats Dahlberg from Advokatfirman Delphi is elected as chairman of the meeting, or in his absence, any person appointed by the nomination committee.

***Election of one new board member (item 6)***

At the annual general meeting, on 28 April 2022, it was resolved to re-elect Joel Citron, Sonia Gardner, Jørgen Madsen Lindemann, Mikael Ahlström, Karin Karlström, Mark Lotke and Carl Kinell as board members for the period until the end of the next annual general meeting. Joel Citron was re-elected as chairman of the board of directors.

Karin Karlström has now informed that she wishes to resign as board member of the company.

As a result, the nomination committee now proposes that Niclas Lindlöf is elected as new board member of the company for the period until the end of the next annual general meeting. No further changes are proposed.

Short presentation of the proposed board members:

*Niclas Lindlöf*

Niclas Lindlöf (born 1989) is a Vice President at Vitruvian Partners, a global growth equity investor with over $10 billion of assets under management and ranked the best performing fund outside of the US for the past two years in the DowJones private equity performance ranking. During his time at Vitruvian, Niclas has completed numerous investments within the software and consumer internet sectors across both Europe and the US. Before Vitruvian, Niclas Lindlöf worked at Investor AB, a Nordic investment company, focusing on public investments. Niclas Lindlöf holds a Master of Science degree from the Stockholm School of Economics and is independent in relation to the company and its management, however not independent in relation to its major shareholders.

For a presentation of the other board members, please refer to the company’s website ir.bambuser.com.

***Determination of remuneration to the board of directors (item 7)***

The nomination committee proposes a total remuneration of SEK 500,000 to be distributed as follows: SEK 250,000 to each of the board members Sonia Gardner and Jørgen Madsen Lindemann.

***Resolution on adoption of revised instruction för the nomination committee (item 8)***

The nomination committee proposes that the following principles shall apply to the convening and appointment of the members of the nomination committee:

The general meeting assigns the chairman of the board of directors to contact the four largest shareholders or groups of shareholders in terms of votes (hereby refers to both directly-registered shareholders and nominee-registered shareholders) in Bambuser, according to a transcript of the register of shareholders maintained by Euroclear as per the last trading day in August, each appointing a representative to constitute the nomination committee for the period until a new nomination committee is appointed by mandate from the next annual general meeting. If any of the four largest shareholders or group of shareholders waive their right to appoint a representative, the fifth largest shareholder or group of shareholders shall be asked, and so on until a maximum of the eight largest shareholders have been contacted, until the nomination committee consists of four members (or actual number in case the maximum number of shareholders have been contacted).

The majority of the members of the nomination committee are to be independent of the company and its executive management. At least one member of the nomination committee is to be independent of the company’s largest shareholders in terms of votes, or any group of shareholders that act in concert in governance of the company. Neither the chief executive officer nor any other members of the executive management shall be members of the nomination committee. Board members may be members of the nomination committee but may not constitute a majority thereof. If more than one member of the board of directors is on the nomination committee, not more than one of these may be dependent of a major shareholder in the company.

The chairman of the nomination committee shall, unless the members agree otherwise, be the member who represents the largest shareholder in terms of votes. Neither the chairman of the board of directors nor any other board member shall be the chairman of the nomination committee. The composition of the nomination committee shall be announced no later than six months prior to the annual general meeting. In the event one or more shareholders who appointed members of the nomination committee, earlier than three months prior to the Annual General Meeting, no longer are among the four largest shareholders in terms of voting rights, the members appointed by such shareholders shall resign and the shareholder or shareholders who has become one of the four largest shareholders in terms of voting rights shall be entitled to appoint their representatives. If there are only marginal changes in the number of votes held or if the change occurs later than three months prior to the Annual General Meeting, no changes shall be made in the composition of the nomination committee unless there are special circumstances. Should any member leave the nomination committee before its work has been completed, and if the nomination committee is of the opinion that there is a need to replace the member, the nomination committee shall appoint a new member in accordance with the principles mentioned above, but on the basis of a transcript of the register of shareholders maintained by Euroclear as soon as possible after the member left his or her position. Any changes in the nomination committee composition shall immediately be made public. No remuneration shall be paid to the members of the nomination committee.

The nomination committee shall submit proposals on the following issues for resolution:

1. proposal for chairman of the general meeting,
2. proposal for election of the board of directors,
3. proposal for the chairman of the board of directors,
4. proposal for election of auditors,
5. proposal for remuneration to the board of directors, with division between the chairman and the other members of the board,
6. proposal for remuneration to the company’s auditors, and
7. proposal for principles for appointment of the nomination committee.

The principles for the appointment of the nomination committee and the nomination committee’s assignment shall remain in effect until a general meeting resolves to amend it. It is the responsibility of the nomination committee to consider, prior to a general meeting, whether the nomination committee finds it necessary to propose amendments to the principles in question to the general meeting.

**Resoned opinion:**

The nomination committee, in its current composition, has had one recorded meeting.

The nomination committee finds that the number of board members of the company is appropriate and suitable. Accordingly, the nomination committee has made the assessment and resolved that the resigning member shall be replaced by a new member.

In evaluating the appointment of a new member, the nomination committee has based its considerations on the fact that the board of directors, considering the company’s operations, stage of development and other circumstances, shall have an appropriate composition characterized by diversity and width in terms of the members’ competence, experience and background.

In its proposal regarding the board of directors, the nomination committee has paid particular attention to the other mandates of Niclas Lindlöf to ensure that he is able to devote the necessary time and commitment to hsi duties on the board of directors of the company. The nomination committee is of the assessment that Niclas Lindlöf has the competence, background and experience that well complements and strengthens the current the current board and that Niclas Lindlöf can contribute with valuable contacts and relationships.

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Stockholm in [June] 2022

**Bambuser AB**

*The nomination committee*