

# The Nomination Committee's proposals and reasoned statement for the annual general meeting 2025

## Background

In accordance with the instruction to the Nomination Committee adopted by the annual general meeting in Immunovia AB (publ) ("**Immunovia**") on 3 May 2018 (the "**Instruction**") a Nomination Committee has been appointed and announced. The Nomination Committee has consisted of chair Sara Ek (representing Carl Borrebaeck), Christer Køhler (representing Jens Henrik Jensen), Mats Leifland (representing Vincent Saldell), as well as Peter Høngaard Andersen, chair of the board of directors.

The task of the Nomination Committee is, inter alia, to submit proposals for chair and other board members, as well as fees and other remuneration for board and committee assignments for each of the members. Furthermore, the Nomination Committee submit proposals for the election and remuneration of the auditors as well as proposals for a chair at the general meetings.

## The Nomination Committee's proposals for the annual general meeting 2025

The Nomination Committee submits the following proposals for resolutions:

### ***Election of a chair for the meeting***

The Nomination Committee proposes that lawyer Ola Grahn at Setterwalls Advokatbyrå AB should be elected as chair for the meeting.

### ***Proposal regarding the number of board members, auditor and deputy auditor***

The Nomination Committee proposes that the number of board members shall be six.

Furthermore, the Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that one auditor shall be appointed.

### ***Proposals regarding fees for the board, committees and the auditors***

The Nomination Committee proposes that board remuneration shall be paid with SEK 420,000 to the chair and SEK 180,000 to each of the other board members elected at the general meeting who are not employed by the company. The total remuneration to the board of directors amounts to SEK 1,320,000.

The Nomination Committee proposes that the chairs of the Audit, Science and Remuneration Committee to be remunerated with SEK 40,000 and other members of said committees to be remunerated with SEK 25,000. Furthermore, it is proposed that travel expenses will be reimbursed in accordance with the company policy.

All proposed remunerations are unchanged from previous year.

Furthermore, the Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that the remuneration for the auditor shall be paid per approved invoice.

### ***Proposals regarding the election of board members, chair of the board and auditors***

The Nomination Committee proposes that Melissa Farina, Valerie Bogdan-Powers, Hans Johansson, Martin Møller and Peter Høngaard Andersen are re-elected as ordinary board members and that Bryan Riggsbee is elected as new ordinary board member. Peter Høngaard Andersen is proposed to be re-elected as chair of the board. Current board member Michael Löfman has declined re-election.

Information about the board member proposed for new election:

Bryan Riggsbee, born 1970, has significant experience in the US diagnostics industry having served on the board and in senior leadership positions for over 20 years. During his career in the diagnostics industry, he has gained experience in all areas of financial management as well as payor markets, revenue cycle, information systems and investor relations. Bryan previously served as Chief Financial Officer at Myriad Genetics, Inc., (NASDAQ: MYGN) from October 2014 to January 2024, where he made substantial contributions to the company's growth strategy and business transformation.

In 2020, he served for six months as Myriad Genetics' interim CEO, navigating the business through the height of the COVID-19-pandemic. Prior to his time at Myriad Genetics, Bryan spent ten years at LabCorp, Inc. from February 2004 to October 2014. His background also includes notable finance roles at General Electric Company. Bryan began his career in the audit division of KPMG and is a Certified Public Accountant licensed in the state of North Carolina.

*Education:* Bryan holds a Master of Business Administration degree from Northwestern University, Bachelor of Arts degree in Accounting from North Carolina State University and Bachelor of Arts degree in Political Science from the University of North Carolina at Chapel Hill.

*Other current assignments:* Board member of CareDx, Inc. and as the chair of the Audit Committee (NASDAQ: CDNA).

*Independence:* Bryan is considered independent in relation to the company, its senior management and major shareholders.

*Shareholding in the company:* -

Information about the board members proposed for re-elections can be found at the company's website ([www.immunovia.com](http://www.immunovia.com)) and in the annual report.

Furthermore, the Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that the authorized public accountant Martin Gustafsson, HLB Auditoriet AB, is elected as auditor of the company and that no deputy auditor is elected.

***Proposal for resolution on (A) option program for board members; and (B) directed issue of warrants and approval of transfer of warrants***

The Nomination Committee's proposal regarding the introduction of an option program for the company's board members is set out in separate documentation for the annual general meeting.

**The Nomination Committee's work and the Nomination Committee's reasoned statement**

The Nomination Committee has held three meetings and has also had additional contacts. The company's shareholders have been informed on the company's website that it has been possible to submit proposals to the Nomination Committee

In order to assess the degree to which the board fulfills the requirements that are placed on the board as a result of the company's current position and future direction, the Nomination Committee's discussions have focused on the board's composition in terms of size, experience, expertise, diversity and gender distribution and on the compensation packages provided to the board members, especially taking the increased US focus onto consideration. The Nomination Committee has also assessed each member's ability to devote sufficient time and commitment to the board assignment. Further, the chair of the board has ensured that the Nomination Committee has received relevant information about the boards' work during the year.

The Nomination Committee is of the opinion that this proposed board has the appropriate composition, characterized by versatility and breadth in terms of expertise, experience and background as provided for in rule 4.1 of the Swedish Corporate Governance Code (the "Code"). In relation to gender balance, two out of the six board members are female. The ambition is to reach the levels defined by the Swedish Corporate Governance Board to be gender balanced (40%), and gender will actively be considered when making future

changes in the board composition. Concludingly, with considerations to the status of the company and the strategy with the increased focus on the US market, the Nomination Committee believes that the board going forward has the composition in terms of experience and expertise of the board members matching the needs of the company at the current stage.

The Nomination Committee also considers that the proposed composition of the board fulfills the requirements of the Code regarding the independence of the board members. According to the Nomination Committee, all proposed board members are independent in relation to the company and its senior management, and in relation to major shareholders.

**Lund, April, 2025**

**The Nomination Committee of Immunovia AB (publ)**