The nomination committee's proposal and motivated statement in Terranor Group AB (publ)

In accordance with the principles for the appointment of the nomination committee adopted by Terranor Group AB (publ) ("**Terranor**") at the extraordinary general meeting on 18 June 2025 the Chair of the Board contacted the largest shareholders by voting rights as of the end of August 2025 to form a nomination committee that, in addition to the Chair of the Board, will consist of two members.

The nomination committee for the Annual General Meeting 2026 was appointed on 7 February 2026 composed of the following members:

- Wolfgang Lichtenwalder, Mutares SE & Co.KGaA
- Bjorn Kristian Stadheim, BKS Capital AS
- Anders Gustafsson, Chair of the Board, Terranor Group AB (publ)

Collectively, the members of the nomination committee represented approximately 57.28 percent of the voting rights in the company as of 7 February 2026, and the members meet the independence requirements.

Since the previous Annual General Meeting, the nomination committee has maintained regular contact. The nomination committee has addressed the matters it is required to address pursuant to the Swedish Code of Corporate Governance, which has included reviewing the Chair of the Board's report on the Board's work and the company's strategic direction.

Shareholders outside the nomination committee had the opportunity to propose Board candidates. However, no such proposals were received.

Nomination committee's proposal for the Board

At the extraordinary general meeting in April 2025, Anders Gustafsson was elected as Chair of the Board, and Håkan Broman, Åse Lagerqvist von Uthmann, Johannes Laumann and Carl Kistenmacher were elected as members of the Board.

Through ongoing communication with the Chair of the Board, the nomination committee has a favorable and positive view of the Board's work. The conclusion is that the Board is composed of individuals with expertise that is well-suited to meet the strategic and operational demands placed on the company, and that the Board's work is conducted in a professional and efficient manner. The nomination committee is of the opinion that the proposed members together constitute a well-balanced Board with the right skills and experience to lead the company forward.

Against this background, the nomination committee unanimously proposes:

- that the Board shall consist of five (5) elected members, without deputies,
- to re-elect Anders Gustafsson, Håkan Broman, Åse Lagerqvist von Uthmann, Johannes Laumann, Carl Kistenmacher as members of the Board,
- to re-elect Anders Gustafsson as the Chair of the Board.

The nomination committee's motivated statement

Board election. Terranor is in a phase where the company is combining strong growth with improved underlying profitability and cash flow. As a leading player in road maintenance in the Nordic region, high demands are placed on the Board to have a deep understanding of operational execution, contract management, and disciplined work to ensure long-term sustainable development. The nomination committee is of the opinion that the proposed Board is composed of individuals with expertise that is well suited to meet these requirements.

A more detailed presentation of the members of the Board proposed for re-election is available at https://en.terranorgroup.com/board-of-directors/.

It is the nomination committee's assessment that the proposed Board has broad and complementary knowledge and experience in addressing the company's central challenges.

The nomination committee has, as before, discussed the requirements for diversity, including the Corporate Governance Code's requirement that a diversity policy should be applied. In this regard, the nomination committee has chosen to apply section 4.1 of the Swedish Corporate Governance Code as a diversity policy, which states that the Board should be characterized by diversity and breadth in terms of competence, experience, and background. In addition, a balanced gender representation should be sought.

If the Annual General Meeting resolves in accordance with the nomination committee's proposal, the Board, for the period until the end of the Annual General Meeting in 2027, will consist of Anders Gustafsson (Chair), Håkan Broman, Åse Lagerqvist von Uthmann, Johannes Laumann and Carl Kistenmacher. If the proposed new Board is appointed, it will consist of four men and one woman, which means that the underrepresented gender will constitute 20 percent. This is lower than desirable, and it is the nomination committee's ambition to continue working towards achieving a balanced gender distribution on the Board of Terranor.

The requirements regarding the independence of the Board have been analyzed. The nomination committee assesses that all proposed members, except Johannes Laumann and Carl Kistenmacher, are independent in relation to the major shareholders, and that all are independent in relation to the company and its executive management. The composition of the Board therefore meets all external requirements regarding independence.

Remuneration matters. The Board remuneration is proposed to be increased by 10 percent compared to the previous year. The fee for the Chair is proposed to be SEK 550,000 (previously 500,000) and for other members, who are not employees of the company, SEK 275,000 (previously 250,000). The fee for the Chair of the audit committee is proposed to be SEK 55,000 (previously 50,000), for the Chair of the remuneration committee SEK 33,000 (previously 30,000), for the Chair of the business committee SEK 33,000 (previously 30,000) and SEK 22,000 (previously 20,000) for the other committee members.

Nomination committee's other proposals for the 2026 Annual General Meeting

The nomination committee also proposes to the 2026 Annual General Meeting that

- David Andersson, from the law firm Vinge, member of the Swedish Bar Association, or the person proposed by the nomination committee in his absence, be appointed as chairperson of the 2026 Annual General Meeting.
- Öhrlings PricewaterhouseCoopers AB ("PwC") is appointed auditor in accordance with the Audit Committee's recommendation. The decision remains in force until the next Annual General Meeting.
- The auditor's fee will be paid according to the approved invoice.

Stockholm in April 2026

NOMINATION COMMITTEE OF TERRANOR GROUP AB (PUBL)