

## **The Nomination Committee's proposal and motivated opinion for the AGM 2024**

The Nomination Committee's proposal and reasoned opinion for the 2024 annual general meeting

The Nomination Committee for Calliditas Therapeutics, which consists of Karl Tobieson (Linc AB) (chairman of the Nomination Committee), Patrik Sobocki (Stiftelsen Industrifonden), and Spike Loy (BVF) submits the following proposal:

- that lawyer Dain Hård Nevenen should be appointed chairman at the annual general meeting.
- that the number of board members shall be six (6) without deputies.
- that the number of auditors shall be one (1) without deputies.
- that board fees shall be paid with SEK 940,000 (940,000) to the chairman of the board and SEK 365,000 (365,000) to each of the other members who are not employees of the Group, SEK 200,000 (200,000) to the chairman of the audit committee and 100 000 (100,000) to other members of the audit committee who are not employed by the Group, as well as SEK 50,000 (50,000) to the chairman of the remuneration committee and SEK 25,000 (25,000) to other members of the remuneration committee who are not employed by the Group. In addition to the fee proposed above for ordinary board work, it is proposed that a board member who resides in the USA should receive an extra fee of SEK 140,000 (140,000) and board members residing in Europe, but outside the Nordics, shall receive an additional amount of SEK 50,000 (50,000).
- that the fee to the auditor must be paid according to an approved invoice.
- that board members Elmar Schnee, Hilde Furberg, Diane Parks, Henrik Stenqvist, Fred Driscoll and Elisabeth Björk be re-elected as board members for the period until the end of the next annual general meeting.
- that Elmar Schnee is re-elected chairman of the board.
- that Ernst & Young AB be re-elected as auditor in accordance with the audit committee's recommendation. In the event that Ernst & Young AB is re-elected, the Nomination Committee notes that Ernst & Young AB has announced that Jakob Grunditz will be appointed as chief auditor.
- that the principles for appointing the election committee must be unchanged from the previous year.

A presentation of the people proposed for re-election is kept available at [www.calliditas.se](http://www.calliditas.se).

### ***The Nomination Committee's work***

Prior to the 2024 Annual General Meeting, the Nomination Committee has held four meetings and in addition has had several informal contacts. Special attention has been paid to the board's composition and how the board functions as a group, and the Nomination Committee has also discussed the evaluation of the board's work. The Nomination Committee has also evaluated the remuneration level for the board.

### ***Reasoned statement***

The Nomination Committee has evaluated the structure and level of the board's fees and the outstanding board incentive program. In light of the Company's ongoing market launch in the USA and the need for operational efficiencies, the workload as a board member has increased significantly. It is of great importance to be able to attract knowledgeable people to Calliditas' board with experience from the markets where the company operates. The assessment of what constitutes competitive fee levels must be done from both a Swedish and an American perspective. The selection committee therefore believes that a certain increase in fee levels is justified.

As a basis for its work, the Nomination Committee has received an evaluation regarding the board and its work. The size and composition of the board, in terms of, for example, industry experience and competence, have been discussed.

In its work before the Annual General Meeting, the Nomination Committee has aimed to ensure that the board as a whole has the competence and experience required with regard primarily to Calliditas' operations and stage of development and to be able to continue to lead the company in a successful manner. The Nomination Committee has particularly considered the board's need for versatility and breadth in terms of competence, experience and background, taking into account, among other things, the company's strategic development, governance and control. The Nomination Committee has discussed diversity perspectives based on the view that they are essential in the composition of the board and that an even gender distribution is sought.

The Nomination Committee believes that the size and composition of the proposed board provide the conditions to effectively monitor, challenge and support the company's management in terms of strategy design and implementation, operations and future development. The Nomination Committee's proposal for the board means that three out of six members are women and that three out of six members have experience from the American.

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Stockholm in May 2024  
**Calliditas Therapeutics AB (publ)**  
*The Nomination Committee*