

The nomination committee's proposal and motivated statement for the annual general meeting of Carasent ASA on April 17, 2024

For the annual general meeting 2024, the nomination committee consists of Niclas Hugosson and Niclas Lindlöf. Niclas Hugosson is the chairman of the nomination committee, and the committee has submitted the following proposals for resolution.

1. Determination of the number of board members

The board currently consists of four (4) board members, including the chairman of the board. The nomination committee proposes that the board of directors shall consist of five (5) board members, including the chairman of the board.

2. Election of board members

The nomination committee proposes that the annual general meeting shall re-elect the board members Petri Niemi, Ulrika Cederskog Sundling and Camilla Skoog for a 2-year term. To further strengthen the board with relevant experience from the healthcare software sector, the nomination committee proposes that Henric Carlsson is elected as new board member for a 2-year term.

Short presentation of Henric Carlsson:

Henric Carlsson, born in 1970 and a Swedish citizen, started his career in the pharmaceutical industry, advancing through various sales and marketing roles within global pharmaceutical companies, such as Roche. Henric subsequently co-founded Omilon, a healthcare software company utilising AI to improve efficiency across Nordic healthcare. Henric brings over 18 years of experience in healthcare software and the intersection between AI and electronic medical records, including the application of speech recognition to improve the efficiency of care.

If the nomination committee's proposals are resolved, the board's composition will be:

Name	Position	1 st Elected	Current election term	Proposal
Petri Niemi	Chairman	2022	October 19, 2022 for 2 years	Re-elected
Ulrika Cederskog Sundling	Member	2022	April 28, 2022 for 2 years	Re-elected
Camilla Skoog	Member	2022	April 28, 2022 for 2 years	Re-elected
Tomas Meerits	Member	2021	May 3, 2023 for 2 years	Continue
Henric Carlsson	Member	2024	April 17, 2024 for 2 years	Elected

Board shareholdings and independence:

Name	Position	Shareholding	Independence
Petri Niemi	Chairman	12,264	Independent
Ulrika Cederskog Sundling	Member	20,000	Independent
Camilla Skoog	Member	9,345	Independent
Tomas Meerits	Member	-	Vitruvian Partners
Henric Carlsson	Member	-	Independent

Based on the proposed composition of the board, all directors will be independent in relation to the Company and its management. The majority of directors will be independent in relation to major shareholders.

3. Proposal for remuneration to the board of directors and the audit committee

The nomination committee has reviewed board fees considering responsibilities, expected workload and market conditions and proposes that the remuneration to the board of directors shall remain unchanged and be NOK

1,500,000, distributed as follows: NOK 250,000 to each board member, and NOK 500,000 to the chairman of the board.

Remuneration for work in the audit committee is proposed to be NOK 10,000 per meeting for its chairman, and NOK 5,000 per meeting for other audit committee members, which the committee considers reflect work load and marked conditions.

4. Proposal for new members of the Nomination Committee

The nomination committee has consulted the major shareholders of Carasent ASA and propose the election of the following members to the committee for a 2-year term:

Name	Position	1st Elected	Current election term	Proposal
Niclas Lindlöf	Chairman	2022	April 28, 2022	Re-elected
Jesper Jannerberg	Member	New	April 28, 2022 for 2 years	Elected
Peder Strand	Member	New	April 28, 2022 for 2 years	Elected

Short presentation of the two new candidates:

Jesper Jannerberg was born in 1969 and is a Swedish citizen. Jesper possesses over 25 years of extensive experience in the Swedish IT and software sector. With a background in establishing and leading companies, he has notably contributed to the evolution of several enterprises. His proficiency extends to IT solutions in the Swedish healthcare domain. Presently, Jesper operates his own consulting and investment business. Previously, Jesper held the position of CEO at Carasent and was a key founding figure of the entity as it stands today. Jesper controls today 3,11% of the shares in Carasent.

Peder Strand was born 1980 and is a Norwegian citizen. Previously a partner in Arctic Securities AS, where he was responsible for the seafood, IT and healthcare sectors. Strand has previously worked in equity research for SEB Enskilda, among other things as the responsible analyst for seafood. Currently Investment director at Seatankers Management Company Limited

Motivated statement

The fiduciary responsibility of the nomination committee is to act in the interest of all shareholders of the Company, with the aim of finding an optimal board which balances current and future needs.

The nomination committee concludes that it is important that the proposed board can continue to support Carasent's current strategy and is confident that, with the addition of one highly qualified board member, Carasent's further growth is well supported.

Continued attention has been paid to securing that the board has a composition which is characterised by a breadth of qualifications and experiences as well as a fair gender balance. The proposed board consists of three men (60%) and two women (40%). The nomination committee is committed to continue its efforts to further improve the gender balance of the board.

Stockholm, March 2024

THE NOMINATION COMMITTEE OF Carasent Asa