

The Nomination Committee's in SSAB AB (publ) reasoned statement, including a report of the work of the Nomination Committee

In accordance with authorization granted by the annual general meeting, the board chairman, Lennart Evrell, invited four of the major shareholders in terms of votes to each appoint a member to form a Nomination Committee, together with the chairman of the board, prior to the 2023 annual general meeting. The composition of the Nomination Committee was published on the company's website on September 9, 2022 with details of which shareholders that had appointed the members. The Nomination Committee comprises the following individuals: Pierre Heeroma, LKAB (chairman of the Nomination Committee), Kimmo Viertola, Finnish state, Michael Kjeller, Folksam, Daisy Streatfeild, Ninety One, and Lennart Evrell (board chairman).

From the publication of the Nomination Committee's composition until year-end, information was available on the company's website as to how the shareholders were able to submit proposals to the Nomination Committee. No proposals were submitted to the Nomination Committee.

The Nomination Committee proposes re-election of the current directors Petra Einarsson, Lennart Evrell, Bernard Fontana, Marie Grönborg, Martin Lindqvist, Mikael Mäkinen and Maija Strandberg. Bo Annvik has informed the Nomination Committee that he declines re-election. It is proposed that Lennart Evrell is re-elected as board chairman.

The Nomination Committee's proposal entails that during the coming mandate period the number of board directors elected by the general meeting will be decreased from currently eight to seven.

The Nomination Committee held five meetings during the fall, when requirement profiles as regards future directors were updated and a search process with the assistance of an external consultant was initiated. In addition, five meetings were held in the beginning of 2023 before the notice to convene the annual general meeting was published.

The Nomination Committee has, when preparing its board proposal, applied its diversity policy as set out in Rule 4.1 in the Swedish Corporate Governance Code. The Nomination Committee has also interviewed Petra Einarsson, Bernard Fontana and Mikael Mäkinen on their view on the work of the board and the committees. The CEO Martin Lindqvist has reported to the Nomination Committee on the company's operations and strategy and was interviewed regarding the cooperation between the board and the group management.

The board chairman reported to the Nomination Committee on the procedure applied in the company in conjunction with the annual assessment of the board, and for the outcome of the assessment. In addition, the board secretary reported to the Nomination Committee regarding the outcome of the assessment of the board chairmanship. Overall, the board assessment demonstrated a well-functioning board work with members representing a breadth of expertise, with both solid industrial and financial know-how as well as knowledge of international conditions and markets. The board work is characterized by an open work climate and constructive dialogues, as well as a positive climate of cooperation between the board, the committees and the CEO. The board directors have demonstrated strong commitments with a high frequency of attendance.

The Nomination Committee works on the basis of the intention that the need for stability and continuity in the board work shall be balanced against the need for renewal, in order to create the best long-term conditions for a well-functioning board work. The Nomination Committee's proposal aims to secure the board's collective knowledge with experiences from the international industry, global sales, energy, transformation and execution of large investment projects.

The Nomination Committee has carefully considered the proposed composition of the board, especially with respect to the competence lost with Bo Annvik's resignation. However, the Nomination Committee considers that the proposed board has a composition of skills and experiences that is sufficient to meet the current demands imposed by the operations as well as the future strategic pathway of the company. The Nomination Committee will look at the potential to further strengthen the board in the future, in line with the knowledge and experience requirements described above.

The Nomination Committee's proposal means that the proportion of female board members appointed by the annual general meeting is 43%. The Nomination Committee's objective is to have a gender distribution on the board in line with the ambition stated by the Swedish Corporate Governance Board. The Nomination Committee will continue to endeavor to achieve an appropriate board composition that satisfies the needs of the board for diversity and breadth in terms of skills, experience and background, including gender structure. The Nomination Committee also attaches particular importance to the directors having a reasonable total workload that enables sufficient time and care to be devoted to the directorship in SSAB.

In producing proposals for fees to the board of directors and its committees, the Nomination Committee has, among other things, taken into account board fee levels in similar companies. The Nomination Committee now proposes a small increase in the fees in order to maintain a competitive fee level.

The Nomination Committee makes the assessment that Lennart Evrell's solid knowledge and long experience from work on highest operational level within the industry, as well as his board work experience, makes him well suited to continue to serve as board chairman.

In producing its proposal for the election of auditors and fees for audit work, the Nomination Committee has been assisted by the audit committee. The Nomination Committee's proposal follows the recommendation presented by the audit committee.

In order to promote shareholding among board members, the Nomination Committee has adopted the following recommendation:

The Nomination Committee is of the opinion that it is an advantage for SSAB and its shareholders that the board members, as long as they are board members, hold shares in the company in alignment with the shareholders. Against this background, board members appointed by the general meeting of shareholders should acquire shares in SSAB and maintain these as long as the member remains part of the board. A board member's shareholding should after five years at least correspond to the value of one gross annual board fee.

The Nomination Committee has compiled the information below regarding the proposed candidates (stated shareholdings include holdings of closely related persons and closely related companies), including the Nomination Committee's assessment of each candidate's independence in relation to the company and major shareholder:

Petra Einarsson

Born: 1967

Director since 2014.

Holding: 18,750 shares

Experience and current appointments:

MBA. Director of Alimak Group, Scandinavian Biogas, Svenska Aerogel and Norsk Hydro. Previously President and CEO of BillerudKorsnäs AB, EVP Sandvik Group, Business Area Manager of Sandvik Materials Technology, Product Area Manager of Sandvik's Strip and Tube product areas, Financial Manager at Sandvik Materials Technology and Director of the Confederation of Swedish Enterprise and Board Chairman of the Council of the Swedish Steel Producers' Association.

Independent in relation to the company and its major shareholder.

Lennart Evrell

Born: 1954

Board chairman since 2021.

Holding: 50,000 shares

Experience and current appointments:

Master of Science Mechanical Engineering and a degree in business administration. Director of SCA and Epiroc. Previously President and CEO of Boliden, SAPA and Munters and Director of ICA, the Confederation of Swedish Enterprise and the Swedish Association of Industrial Employers.

Independent in relation to the company and its major shareholder.

Bernard Fontana

Born: 1961

Director since 2022.

Holding: 0

Experience and current appointments:

Equivalent Master of Science Engineering Ecole Polytechnique and from Ecole Nationale Supérieure des Techniques Avancées. Since 2015, he is President and CEO of Framatome and has previously had senior position in, among other, Holcim, Aperam and ArcelorMittal. He is also board member in Thales Group and has previously been a board member in IMD Foundation. Independent in relation to the company and its major shareholder.

Marie Grönborg

Born: 1970

Director since 2019.

Holding: 6,000 shares

Experience and current appointments:

MSc (Eng.) Chemical Engineering. CEO TretoTextile AB. Director of Permascand Top Holding AB. Previously President and CEO of Purac AB, EVP Perstorp Group, Business Area Specialties & Solutions and senior positions in Perstorp Group and Formox AB. Independent in relation to the company and its major shareholder.

Martin Lindqvist

Born: 1962

Director since 2011.

Holding: 32,732 shares

Experience and current appointments:

BSc (Econ). President and CEO of SSAB since 2011. Chairman of the Swedish Steel Producers' Association and Stål och Metall, Director of SCA and Swedish Association of Industrial Employers and deputy board member in Confederation of Swedish Enterprise. Previously Head of SSAB EMEA business area, CFO of SSAB AB, CFO of SSAB Strip Products, Chief Controller at NCC and a Director of Indutrade AB. Independent in relation to the company's major shareholder, but not independent in relation to the Company.

Mikael Mäkinen

Born: 1956

Director since 2022.

Holding: 0 shares

Experience and current appointments:

Master of Science, Naval Architecture. Chairman of the board in Valmet, Aker Arctic Oyj and Corvus Energy Holdings AS. Board member in Finnlines. Previously board member in Stora Enso Oyj.

Previously President and CEO in Cargotec, and CEO in MacGregor and Rolls-Royce Marine. Independent in relation to the company and its major shareholder.

Maija Strandberg

Born: 1969

Director since 2021.

Holding: 0 shares

Experience and current appointments:

MSc, Economics from Turku School of Economics, Finland (part of Turku University). Maija Strandberg is since 2019 Senior Financial Counsellor at the Finnish Prime Minister's office Government Ownership Steering Department. She has more than 25 years' experience from the private business industry and she has, among other things, been a board member of Neova Oy, Nordic Morning Group, Exel Composites, VR Group, Dustin Group, Danske Bank Oyj, CFO Uponor and Vice President Finance på Valmet (Metso Paper).

She is currently board member of Finnair Oyj.

Independent in relation to the company and its major shareholder.