

The English text is a translation of the Swedish original and, in case of discrepancies, the Swedish original shall prevail.

THE NOMINATION COMMITTEE'S PROPOSALS AND REASONED STATEMENT TO THE 2024 ANNUAL GENERAL MEETING OF RUSTA AB (PUBL)

The nomination committee of Rusta AB (publ) ("Rusta" or the "Company") ahead of the 2024 annual general meeting consists of Jörgen Sandström, appointed by Öngal i Uppsala Invest AB, Jan Amethier (chair of the nomination committee), appointed by Aforber Invest AB and Suzanne Sandler, appointed by Handelsbanken Fonder. Erik Haegerstrand is co-opted to the nomination committee in his capacity as chair of the board of directors of Rusta.

The nomination committee's proposals for the 2024 annual general meeting

The nomination committee proposes that the chair of the board of directors Erik Haegerstrand, or, in his absence, the person appointed by a representative of the nomination committee, shall be appointed as chair of the annual general meeting.

The nomination committee further proposes, for the period of time until the close of the next annual general meeting:

- That the board of directors shall consist of seven (7) members without deputies.
- That the Company shall have one registered accounting firm as auditor.
- That fees to the board of directors shall, unchanged from the previous year, be paid with SEK 1,000,000 to the chair of the board of directors and SEK 450,000 to each of the other members of the board of directors elected by a general meeting.
- That fees to the members of the board of directors' committees shall, unchanged from the previous year, be paid with SEK 100,000 to the chair of the audit committee, SEK 60,000 to each of the other members of the audit committee, SEK 80,000 to the chair of the expansion committee and SEK 40,000 to each of the other members of the expansion committee.
- That fees to the Company's auditor shall be paid in accordance with approved invoice.
- Re-election of the members of the board of directors Erik Haegerstrand (as chair), Anders Forsgren, Ann-Sofi Danielsson, Björn Forssell, Claes Eriksson, Maria Edsman and Victor Forsgren.
- Re-election of Öhrlings PricewaterhouseCoopers AB as the Company's auditor.

The nomination committee finally proposes that the annual general meeting resolves to adopt the principles for appointment of the nomination committee and instruction of the nomination committee adopted by the 2023 annual general meeting unchanged, which are available on the Company's website

(<https://investors.rusta.com/en/nomination-committee/>), to apply until further notice.

The nomination committee's reasoned statement for the 2024 annual general meeting

The nomination committee has been appointed and has conducted its work in accordance with the principles for the appointment of the nomination committee and instruction for the nomination committee which were adopted by the annual general meeting in the Company which was held on 1 September 2023. The nomination committee has, since its appointment, held two meetings where minutes have been kept in order to prepare the proposals to the 2024 annual general meeting and has also kept in contact between formal meetings. The nomination committee has held individual interviews with all members of the board of directors and the Company's CEO. The interviews were conducted without the presence of the chair of the board of directors.

The evaluation of the board of directors and its work, as well as the discussions held with the members of the board of directors, proves that the board of directors is well composed and that the members of the board of directors are deemed to have appropriate experiences and competences within fields which are relevant for the Company, such as, among other things, retail, financial governance and sustainability. The nomination committee has, after discussions with the proposed members of the board of directors and an evaluation of their other assignments, concluded that they have sufficient time available to fulfil their duties as members of the board of directors of Rusta.

The nomination committee has discussed the recommendations regarding diversity and gender equality as set out in the Swedish Corporate Governance Code (the "Code") and has chosen to apply Section 4.1 of the Code as its diversity policy in preparing its proposal. This means that the board of directors shall have an appropriate composition with regards to the Company's operations, phase of development and other relevant circumstances, that the board of directors shall be characterised by diversity and width in terms of the competence, experience and background of its members elected by a general meeting as well as gender balance. The proposed board of directors consists of two women and five men, corresponding to a gender division of approximately 30/70 per cent. The gender balance of the proposed board of directors is lower than what the nomination committee strives for and it proposes that future nomination committee's continue to prioritise the issue when and if it is to recruit new members of the board of directors. Otherwise, the nomination committee believes that the board of directors has an appropriate and strong composition with respect to the operations of Rusta.

The nomination committee has evaluated the independence of the proposed members of the board of directors and deems that the proposed composition of the

board of directors meets the requirements regarding independence set out in the Code. A presentation of the proposed members of the board of directors, including an assessment of their independence in relation to the Company, the senior executives and the Company's major shareholders is available on the Company's website (<https://investors.rusta.com/en/>).

The nomination committee has compared the fees which are paid to the board of directors to those paid in other listed companies of similar size and complexity. The remuneration levels should be competitive in order to ensure that Rusta can attract and retain members of board of directors with the right qualifications. The nomination committee's proposal entails that the remuneration to the members of the board of directors remains unchanged from the previous year.

The registered accounting firm Öhrlings PricewaterhouseCoopers AB has been the Company's auditor since 2020. The nomination committee's proposal, which is in accordance with the recommendation of the audit committee, is to re-elect Öhrlings PricewaterhouseCoopers AB as the Company's auditor for the period of time until the close of the next annual general meeting and that that fees to the auditor shall be paid in accordance with approved invoice.

Shareholders have had the opportunity to submit proposals to the nomination committee in accordance with information available on Rusta's website. No such proposals have been received.

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Upplands Väsby in August 2024
Rusta AB (publ)
The nomination committee