

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 EXTRAORDINARY GENERAL MEETING OF RUSTA AB (PUBL)

The nomination committee of Rusta AB (publ) (“**Rusta**” or the “**Company**”) ahead of the extraordinary general meeting on Monday, 13 January 2025 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 extraordinary general meeting on 13 January 2025

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 general meeting.

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

- That the board of directors shall be expanded with one new member and thus shall consist of eight (8) members without deputies.
- The election of Claus Juel-Jensen as a new member of the board of directors.
- That the newly elected member of the board of directors shall receive a proportional share of the annual fee to the members of the board of directors, and (if applicable) fees as member of the board of directors' committees, resolved on by the annual general meeting on 20 September 2024 for the period from the date of assuming office as member of the board of directors as well as (if applicable) member of the board of directors' committees until the date of the 2025 annual general meeting.

The nomination committee's reasoned statement for the extraordinary general meeting on 13 January 2025

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 originally adopted by the annual general meeting in the Company which was held on 1 September 2023. The nomination committee has, since the annual general meeting in September of 2024, held one meeting where minutes were kept in order to prepare the proposals to the extraordinary general meeting and has, in addition, had regular contacts and follow-ups.

The nomination committee has in its work ahead of the extraordinary general meeting aimed to strengthen the board of directors' expertise in international retail and particularly in the roll-out of established retail concepts in new geographical markets through the recruitment of one additional member of the board of directors. The nomination committee has engaged an external adviser to identify potential new members of the board of directors and has conducted interviews with multiple candidates. The nomination committee has specifically searched for candidates with experience within international retail in northern European markets.

The proposed member of the board of directors Claus Juel-Jensen has extensive experience in retail. He has previously held the position as CEO of the Netto group where he, *i.e.*, was in charge of the Netto group's establishment and successful expansion in Germany and Poland. He also has direct experience in Rusta's industry as a former member of the board of directors of Europris. The nomination committee believes that Claus Juel-Jensen will contribute to the board of directors with his extensive knowledge and experience of creating international growth within retail with a focus on discount concepts. The nomination committee is of the opinion that the addition of Claus Juel-Jensen will constitute a strengthening of the board of directors' expertise and therefore elects to present the proposal to an extraordinary general meeting rather than awaiting the next annual general meeting.

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 six men, corresponding to a gender division of approximately 25/75 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 committees 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 proposed board of directors has an appropriate composition with respect to the operations of Rusta.

The nomination committee has evaluated the independence of the proposed member 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 member of the board of directors, including an assessment of his 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/>).

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Upplands Väsby in December 2024

Rusta AB (publ)

The nomination committee