

THE NOMINATION COMMITTEE'S PROPOSALS FOR RESOLUTION

For the Annual General Meeting 2024, the nomination work has been conducted by a nomination committee consisting of Mark Shay, nominated by Accendo Capital, as the chairman of the nomination committee, Peter Lindell, nominated by Cidro Förvaltning AB, and representative for own holdings, Mats Hellström nominated by Nordea Funds, and Henri Österlund, chairman of the board, co-opted to the nomination committee. Sara Lindell has participated in the nomination committee's work as an assistant to Peter Lindell.

The nomination committee has submitted the following proposals regarding items 2, 13, 14, 15, and 16.

Item 2: Chairman of the Annual General Meeting: Attorney at Law Paula Eninge.

Item 13: Number of Board Members and Deputy Board Members, as well as the Number of Auditors and Deputy Auditors: The number of board members (including the chairman) is proposed to be five (5) (currently four) without deputies. Furthermore, the nomination committee proposes that the number of auditors shall be one (1) without any deputy auditor.

Item 14: Board Remuneration: Remuneration for the board is proposed, for the period until the next Annual General Meeting, as follows: The chairman shall receive a fee of SEK 550,000 (unchanged), and other members who are not employed by the company shall receive fees of SEK 300,000 (unchanged) each.

Auditor's Fee: The fee for the auditor is proposed, for the period until the next Annual General Meeting, to be paid according to an invoice approved by the company.

Item 15: Election of Board Members and Chairman of the Board, as well as Auditor:

Re-election is proposed for the following current board members: Noora Jayasekara, Juha Mört, and Victor Saeijs.

New election is proposed for Sebastian Ehrnrooth and Suzaan Sauerman. Juha Mört is proposed as the chairman of the board.

Henri Österlund has declined re-election. The nomination committee thanks Henri Österlund for his contributions to the company.

Presentation of Proposed New Board Members:

Sebastian Ehrnrooth (born 1963) served as Managing Partner at Segulah Advisor AB from 2000 to 2015, and as a Partner from 2015 to 2023. Segulah Advisor AB is a Nordic mid-cap private equity firm where he led around 20 active investments in unlisted companies. Sebastian has previously worked at City Mail Sweden AB, Bain & Company, Motorola, and Åkerlund & Rausing. He holds an MBA from IMD (Switzerland) and a Master of Science in Industrial Engineering from Linköping University. He also holds a bachelor's degree in history from Stockholm University. Sebastian serves as a board member of KP Komponenter A/S (Denmark), Beerenberg AS (Norway), Oy Flinkenberg AB (Finland), BS Kemi AB (Sweden), TopFormula Healthcare AB (Sweden), and Formica Capital AB (Sweden). Sebastian is a Swedish and Finnish citizen. He does not own any shares in Doro. He is considered independent in relation to the company's management and independent in relation to the major shareholders.

Suzaan Sauerman (born 1977) is the Head of Innovation & Growth Lab at the global mobile operator "3"

(Hutchison 3G Enterprises SARL) based in Copenhagen. Suzaan also works independently as a consultant in marketing and brand strategy, having worked for nearly a decade with several well-known international clients in consumer products and technology. She served as Chief Commercial Officer - Consumer Division at Telia (Denmark & Sweden) from 2019 to 2021, and as Senior Vice President - Lifestyle Audio Products at Bowers & Wilkins (USA) from 2017 to 2018. From 2010 to 2016, she was Vice President - Consumer Marketing at Jabra (Denmark), a leading manufacturer of audio products for mobility. Suzaan has held senior roles in marketing and channel strategies in several countries at Motorola and T-Mobile. She is a British and South African citizen. She does not own any shares in Doro. She is considered independent in relation to the company's management and independent in relation to the major shareholders.

Details on the proposed re-election are available on the company's website.

Auditor: Re-election is proposed for the authorized auditing firm PricewaterhouseCoopers for a term extending until the end of the next Annual General Meeting. Vicky Johansson continues as the principal auditor. The nomination committee's proposal is in line with the board's recommendation.

Item 16: Nomination Committee's Proposal for Decision on Principles for the Appointment of the Nomination Committee:

The nomination committee shall consist of three (3) members representing the company's three largest shareholders by voting rights. The chairman of the board shall be co-opted to the nomination committee.

The three largest shareholders shall be determined based on a list of registered shareholders provided by Euroclear Sweden AB as of the last trading day in September, and they will be contacted by the chairman of the board as soon as possible thereafter.

If any of the three largest shareholders choose to waive their right to appoint a representative to the nomination committee, or do not provide a response within one week after the aforementioned contact, the right shall pass to the shareholder, among the ten largest shareholders, with the next largest shareholding as of said date. At least two representatives are required. If, due to abstentions, three representatives are not appointed among the ten largest shareholders, a position shall remain vacant unless filled later by a representative of an eligible shareholder.

The names of shareholder representatives and the names of the shareholders they represent shall be disclosed as soon as the nomination committee is formed, but no later than six (6) months before the Annual General Meeting. The term of the nomination committee shall extend until a new nomination committee is appointed. The chairman of the nomination committee shall, unless otherwise agreed by the members, be the representative of the largest shareholder by voting rights.

The nomination committee shall remain unchanged unless:

a member wishes to resign prematurely, in which case such a request shall be sent to the chairman of the nomination committee (or if it is the chairman who wishes to resign, to another member of the nomination committee),

a nominating shareholder wishes to replace its representative on the nomination committee with another person, in which case such a request (containing the two relevant names) shall be sent to the chairman of the nomination committee (or if the chairman is to be replaced, to another member of the nomination committee),

a nominating shareholder sells all or part of its shareholding in Doro so that the shareholder is no longer one of the three largest shareholders by voting rights, in which case a new member shall be appointed according to the same principles as above, or

the nomination committee, at its discretion, decides to offer vacant positions on the nomination committee to shareholders or representatives of shareholders in order for the nomination committee to reflect the ownership structure in Doro.

If a member leaves the nomination committee before its work is completed, the nomination committee shall appoint a new member according to the principles above but based on Euroclear Sweden AB's printout of the share register as soon as possible after the member has vacated his position. Changes in the composition of the nomination committee shall be immediately announced.

No remuneration shall be paid to the members for their work on the nomination committee. If necessary, the company shall be able to cover reasonable costs for the work of the nomination committee and for external consultants deemed necessary by the nomination committee to fulfil its mission.

The nomination committee shall present proposals on the following issues for the Annual General Meeting:

- proposal for chairman of the meeting,
- proposal for board members,
- proposal for chairman of the board,
- proposal for board remuneration with a breakdown between the chairman of the board and other members, as well as compensation for committee work, if any,
- proposal for auditor or auditors and proposal for auditor remuneration, and
- proposal for decision on principles for the establishment of the nomination committee.

Stockholm, March 2024
Nomination Committee in
Doro AB