



The board of director's proposal for resolution regarding the issue of warrants within the scope of LTIP 2022/2025 (item 16 a)

The board of directors of BHG Group AB (publ) proposes that the annual general meeting resolves to issue not more than 1,900,000 warrants within the scope of the company's long-term incentive program LTIP 2022/2025, whereupon the company's share capital may be increased by not more than SEK 57,000. The following terms shall apply.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only be vested in BHG Group LTIP AB for subsequent transfer to current and future employees in the group. The board of directors shall resolve upon allotment of warrants as soon as possible following the annual general meeting.
2. Subscription for warrants shall be made on a subscription list no later than 31 May 2022. The board of directors shall be entitled to extend the time for subscription.
3. The warrants shall be issued free of charge.
4. Over- or under subscription cannot be made.
5. Each warrant entitles to subscription for one new share in the company at a subscription price corresponding to 130 percent of the volume-weighted average share price pursuant to the official share price list of Nasdaq Stockholm during the five-day period preceding the annual general meeting 2022. The subscription price may never be less than the quota value of the share. If the subscription price exceeds the shares' quota value, the part of the subscription price which exceeds the shares' quota value shall be allocated to the unrestricted share premium reserve.
6. New shares subscribed by virtue of warrants shall carry the right to dividends for the first time on the record date for dividends which occurs after registration of the new shares with the Swedish Companies Registration Office and in the share register maintained by Euroclear Sweden AB.
7. The motives for the proposal and the reason for the deviation from the shareholders' pre-emptive rights are to implement LTIP 2022/2025 in order to create conditions to maintain and increase the motivation of the senior executives, employees and other key individuals within the company and the group. The board of directors deems that it is in all shareholders' interest that senior executives, employees and other key individuals have a long-term interest of a beneficial development of the value of the company's share.
8. Upon full exercise of the warrants at the terms and conditions applicable at the time of the resolution, the number of shares and votes in the company may be increased with 1,900,000, which corresponds to approximately 1.5 percent of the number of shares and votes. The dilutive effect is calculated as the number of additional shares upon full exercise of all warrants, in relation to the total number of shares upon full exercise. In the event the long-term incentive programs that were adopted in 2019, 2020 and 2021 is included in the

calculation, the corresponding maximum dilutive effect amounts to approximately 4.7 percent of the number of shares and votes.

9. The participants in LTIP 2022/2025 receive a subsidy from the company, corresponding to 50 percent of the options' fair value at the time of subscription. A value corresponding to the subsidy is therefore reported as share-based payment in accordance with IFRS 2. The estimated total cost for the company based on the warrant price as per 13 March 2022 is approximately SEK 34,000,000.
10. The complete terms and conditions for the warrants are set out in Appendix.
11. The CEO shall be authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof with the Swedish Companies Registration Office and Euroclear Sweden AB.

A valid resolution in accordance with the board of director's proposal requires that the proposal is supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the meeting.

The board of director's proposal for resolution regarding transfer of warrants within the scope of LTIP 2022/2025 (item 16 b)

In order to enable the company's delivery of warrants under LTIP 2022/2025, the board proposes that the annual general meeting resolves to approve that BHG Group LTIP AB, directly or indirectly, may transfer the warrants issued in accordance with item 16 a above to the participants in LTIP 2022/2025 at a price per warrant subscribed for amounting to the warrant's market value at the time of the transfer, calculated pursuant to the Black & Scholes warrant valuation model.

Senior group management and platform heads (maximum 20 persons) shall be entitled to subscribe for, in total not more than 1,000,000 warrants. Select CEOs and select key individuals at group-level (maximum 20 persons) shall be entitled to subscribe for, in total not more than 600,000 warrants. Select other key individuals (maximum 30 persons) shall be entitled to subscribe for, in total not more than 300,000 warrants.

In case the participants wish to acquire a larger number of warrants than the number set out within the respective category above, allotment shall be made in accordance with the following. Firstly, allotment shall be made pro rata in relation to the number of warrants requested to be acquired by the participant. Secondly, allotment shall be made through the drawing of lots executed by the company.

A valid resolution in accordance with the board of director's proposal requires that the proposal is supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the meeting.