



The nomination committee's proposal to the annual general meeting 2023 in BHG Group AB (publ) including information on proposed members of the board and motivated statement

The nomination committee, composed of Karl Johan Sundin (EQT, chairman), Julie Wiese (Ferd), Oscar Severin (Vitruvian) and Christian Bubenheim (chairman of the board of directors), proposes the following:

- Attorney-at-law Erik Sjöman shall be appointed chairman of the annual general meeting, or if he is prevented from doing so, the person that the board appoints instead.
- The board of directors shall consist of six members with no deputies.
- The remuneration to the board of directors shall amount to SEK 2,160,000 (2,460,000) in total, in accordance with the following. SEK 600,000 (600,000) shall be distributed to the chairman of the board and SEK 300,000 (300,000) to each of the other board members not employed by the company. In addition, SEK 120,000 (120,000) shall be distributed to the chairman of the audit committee, SEK 60,000 (60,000) to each of the other members of the audit committee not employed by the company, SEK 60,000 (60,000) to the chairman of the remuneration committee and SEK 30,000 (30,000) to each of the other members of the remuneration committee not employed by the company. Kristian Eikre refrains from remuneration.
- Re-election of Christian Bubenheim, Joanna Hummel, Kristian Eikre and Vesa Koskinen as members of the board of directors and election of Mikael Olander and Negin Yeganegy as new members of the board of directors. Mariette Kristenson has declined re-election.
- Re-election of Christian Bubenheim as chairperson of the board.
- The company shall have one auditor with no deputies.
- Remuneration to the auditor shall be paid in accordance with approved invoices within the auditor's quotation.
- Re-election of the audit company Öhrlings PricewaterhouseCoopers AB. The proposal is in accordance with the audit committee's recommendation.

The nomination committee further proposes that the annual general meeting resolves upon a nomination committee for the annual general meeting 2024, as follows.

The chairman of the board shall, based on the ownership of the company as of 31 August 2023, convene a nomination committee comprising the chairman of the board and one member appointed by each of the three largest shareholders (a "shareholder" below is referred to as an individual shareholder or a group of shareholders) in the company. In the event any of the three largest shareholders refrains from their right to appoint a member of the nomination committee, the chairman of the board shall pass the right to appoint a member to the shareholder with the next largest shareholding in order.

The member of the nomination committee that represents the largest shareholder in respect of voting power shall be chairman of the nomination committee, provided that the members of the committee do not agree on another chairman. The chairman of the nomination committee shall not be a member of the board of directors in the company. A shareholder that has appointed a member of the nomination committee, is entitled to discharge that member and appoint a new member at any time. If a member resigns from the nomination committee prior to the completion of its work, the shareholder that appointed the member to the nomination committee is entitled to appoint a new member to the nomination committee. In the event of a material change in the ownership of the company after 31 August 2023, the nomination committee shall be entitled to independently discharge and/or elect additional members in order to ensure that the composition of the nomination committee reflects the ownership of the company.

The members of the nomination committee shall not receive remuneration. However, the nomination committee is entitled to charge the company with reasonable costs for hiring recruitment consultants and other consultants that are necessary for the nomination committee to complete its tasks. In addition, the company shall, at the request of the nomination committee, provide reasonable human resources, such as a secretarial function, to facilitate the work of the nomination committee.

The nomination committee shall pursue the tasks that are the responsibility of the nomination committee pursuant to the Swedish Corporate Governance Code.

Information on the proposed new board members

Mikael Olander, born 1963, resident in Sweden and Swedish citizen, holds a Master of Business Administration from UCLA Anderson School of Management. Throughout most of his career Mikael Olander has held senior positions within retail and e-commerce such as Business Area Manager at Egmont (1995-1999), Chief Executive Officer at CDON Group (2000-2011), Chief Executive Officer at BHG (2012-2019) and various other senior positions at BHG (2019-2023). He currently holds non-executive director position at WeSports, Pölder Sport, Flowin, Icaniwill, and Bikelease Sweden. Mikael Olander holds 3,060,262 shares in BHG.

Negin Yeganegy, born 1981, resident in London and British citizen, holds a Master of Science from University of London and an Executive Master of Business from London Business School. Throughout most of her career Negin Yeganegy has held senior positions within online retail and digital strategy and technology management such as Digital and Commercial Advisor at Chloé (April-May 2020), Group E-commerce Director at Yoox Net-a-porter Group (2014-2020) and Client Principal and Retail Lead at ThoughtWorks (2007-2014). Since 2020 she serves as Chief Executive Officer at Perfect Moment and she holds a non-executive position in Goodiebox. Negin Yeganegy does not own any shares in BHG.

Further information on the proposed members of the board of directors is available at www.wearebhg.com.

Information on the proposed board members independence vis-à-vis the company, the executive management and major shareholders are set forth below.

The nomination committee's motivation for its proposal on members of the board, etc.

The nomination committee has held six formal meetings regarding their work prior to the annual general meeting 2023. The members have been in continuous e-mail-and telephone contact in addition thereto. The nomination committee has, as basis for its work, conducted an evaluation of the board and its work, including interviewed all board members. In the evaluation, the members of the board have provided their views on work methods, board material, their own and other members' work efforts as well as the scope of the mandate. Based on this information, the nomination committee has assessed what competence and experience a position on the board requires.

In light of the evaluation described above, the nomination committee has received a positive impression of the board's work in 2022. The nomination committee has also had discussions concerning diversity and is of the opinion that it is an important factor in the composition of the board. In relation to the composition of the board, the provisions of rule 4.1 of the Swedish Corporate Governance Code have been applied as diversity policy and with regard to the objectives of that policy. This has resulted in the nomination committee's proposal on members of the board to the annual general meeting.

It is the nomination committee's opinion that the board proposed to be appointed at the annual general meeting 2023 has a composition well suited to the company's operations, stage of development and other factors, and that the board members are characterized by versatility and diversity in their expertise,

experience and background. The gender distribution within the proposed board is two women and four men.

None of the proposed members of the board are members of the executive management, or the management of any subsidiary. It is the nomination committee's assessment that all proposed members except Mikael Olander are independent vis-à-vis the company and the executive management. Mikael Olander has been CEO of the company and had other managerial positions within the company during the preceding five years. It is further the nomination committee's assessment that four of the six proposed members of the board are independent vis-à-vis the company's major shareholders. However, Kristian Eikre is considered dependent vis-à-vis the company's major shareholder Ferd and Vesa Koskinen is considered dependent vis-à-vis the company's major shareholder EQT.

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The nomination committee of BHG Group AB (publ)