



# Corporate governance report

BHG Group AB (publ)  
Nasdaq Stockholm: BHG

The Corporate governance report is a part of Directors' Report in the  
Annual Report 2024

## CORPORATE GOVERNANCE REPORT

BHG Group AB (publ) ("BHG") is a Swedish public limited liability company listed on Nasdaq Stockholm. BHG's corporate governance is based on Swedish legislation, Nasdaq Stockholm's Rulebook for Issuers and good practice in the securities market. Since its listing, BHG has applied the Swedish Corporate Governance Code (the "Code"). The governance of BHG is also based on internal regulations, such as the Board's rules of procedures, CEO instructions, policy documents and the Group's Code of Conduct.

BHG does not deviate from the Code in any regard. More information about the Code is available at [www.bolagsstyrning.se](http://www.bolagsstyrning.se). BHG's Articles of Association and Code of Conduct are available at [www.wearebhg.com](http://www.wearebhg.com).

### Shares and shareholders

At the end of 2024, the total number of shares in BHG consisted of 179,233,563 ordinary shares with one vote each, distributed between approximately 12,176 shareholders. The company's two largest shareholders, Ferd (17.76%) and Entrust Global (12.8%), represented 30.56% of the shares. There were no limitations on how many votes each shareholder could cast at the General Meeting of Shareholders.

Further information regarding the ownership structure and share performance is available on page 26.

### General Meeting of Shareholders

The General Meeting of Shareholders is the highest decision-making body. At a General Meeting, the shareholders exercise their voting rights on issues such as the adoption of income statements and balance sheets, appropriation of profit, discharge from liability for Board members and the CEO, election of Board members and auditors, and remuneration to Board members and auditors. The General Meeting also resolves on guidelines for remuneration to senior executives and any amendments to the Articles of Association.

An Annual General Meeting is to be held within six months after the end of each financial year. Besides the Annual General Meeting, BHG may convene Extraordinary General Meetings. According to the Articles of Association, General Meetings are to be convened through an announcement in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and by publishing the notice on the company's website. At the time of notice, an announcement that the notice has been issued is to be published in Svenska Dagbladet.

To participate in a General Meeting, a shareholder must be registered in the share register maintained by Euroclear Sweden AB not later than five weekdays prior to the meeting and notify BHG of its intention to participate (including any assistants) in the General Meeting not later than on the date set forth in the notice of the meeting. Shareholders may attend a General Meeting in person or by proxy and may also be accompanied by a maximum of two assistants. Shareholders can normally register for a General Meeting in several different ways, as stated in the notice of the General Meeting.

Shareholders who wish to have a matter addressed at the General Meeting must submit a written request to the Board. Normally, the request must have reached the Board not later

than seven weeks prior to the General Meeting. The General Meeting may be held in Malmö or Stockholm.

### General Meetings 2024

At an Extraordinary General Meeting on 2 April 2024:

- it was resolved that the Board is to consist of six Board members and no deputy Board members;
- it was resolved that remuneration to newly elected Board members is to be paid in an amount corresponding to the amount resolved on by the Annual General Meeting on 3 May 2023, pro rata for the number of months on the Board;
- Pernille Fabricius was elected as a Board member; and
- the Board's proposal regarding the transfer of shares in the subsidiaries Arc E-commerce AB and Hemfint Kristianstad AB was approved.

At the Annual General Meeting on 6 May 2024:

- the income statement and balance sheet as well as the consolidated income statement and balance sheet were adopted and it was resolved that profit would be appropriated in accordance with the proposal of the Board in the Annual Report, and that the Board and CEO would be discharged from liability;
- it was resolved that the Board is to consist of six Board members and no deputy Board members;
- it was resolved that remuneration is to be paid to the Board members and committee members as follows: SEK 600,000 to the Chairman of the Board, SEK 300,000 to other Board members, SEK 120,000 to the Chairman of the Audit Committee, SEK 60,000 to other members of the Audit Committee who are not employed by the company, SEK 60,000 to the Chairman of the Remuneration Committee and SEK 30,000 to other members of the Remuneration Committee who are not employed by the company;
- Christian Bubenheim, Joanna Hummel, Kristian Eikre, Mikael Olander, Negin Yeganeg and Pernille Fabricius were re-elected as Board members; Christian Bubenheim was re-elected as Chairman of the Board;
- Öhrlings PricewaterhouseCoopers AB was re-elected as auditor up until the end of the 2025 Annual General Meeting;
- the Board's proposal concerning principles for the establishment of a Nomination Committee was adopted;
- the Board's remuneration report was approved;
- the Board was authorised to decide on the issuance of new shares corresponding to a maximum of 20% of the shares outstanding after this mandate is exercised.

At an Extraordinary General Meeting on 18 December 2024:

- the Board's proposal regarding the transfer of shares in the subsidiary IP-Agency Finland Oy was approved.



### Nomination Committee

The purpose of the Nomination Committee is to submit proposals in respect of the Chairman of General Meetings, Board members, including who should be Chairman of the Board, remuneration to each Board member as well as remuneration for committee work, election of and remuneration to the external auditors, and changes to the principles for the establishment of a Nomination Committee.

At the Annual General Meeting on 6 May 2024, it was resolved that the Nomination Committee prior to the 2024 Annual General Meeting is to comprise four members, one of whom should be the Chairman of the Board. Other members are to be appointed by the company's three largest shareholders in terms of votes, based on the share register maintained by Euroclear as of 31 August 2024. The Chairman of the Nomination Committee is to be the committee member representing the largest shareholder in terms of votes, unless the members agree to appoint another Chairman.

A shareholder who has appointed a member of the Nomination Committee has the right to dismiss the member and appoint a replacement. If a member leaves the Nomination Committee prior to completion of the committee's work, the shareholder who appointed the departing member has the right to appoint a new member of the Nomination Committee.

If there is a significant change in the company's ownership structure after 31 August 2024, the Nomination Committee has the right to independently decide to remove and/or appoint additional members so that the composition of the Nomination Committee will reflect the company's ownership structure.

No fees are paid to the members of the Nomination Committee. However, the Nomination Committee is entitled to charge BHG with reasonable expenses for recruitment consultants or other consultants required for the Nomination Committee to fully execute its assignment. Shareholders are entitled to submit proposals to the Nomination Committee regarding nominations to the Board.

Ahead of the 2025 Annual General Meeting, the names of the members of the Nomination Committee are:

- Joakim Gjernsø (Chairman), appointed by Ferd,
- Peter Iannicelli, appointed by Entrust Global,
- Eric Thysell, appointed by Mikael Olander, and
- Christian Bubenheim, in the capacity of Chairman of the Board.

In its work, the Nomination Committee applies rule 4.1 of the Code as its diversity policy. Additional information is available in the Nomination Committee's reasoned opinion regarding the Nomination Committee's proposal to the 2025 Annual General Meeting.

### Board of Directors

The Board is the second highest decision-making body after the General Meeting. The Board is responsible for the management and organisation of BHG, which means that the Board is responsible for, among other tasks, establishing targets and strategies, ensuring that procedures and systems are in place for the evaluation of set targets, continuously evaluating BHG's earnings and financial position, and

evaluating executive management. The Board is also responsible for ensuring that the Annual Report and interim reports are prepared on time. The Board also appoints the President and CEO.

Board members are normally elected by the Annual General Meeting for the period until the end of the next Annual General Meeting. According to BHG's Articles of Association, the Board, insofar as it is elected by the General Meeting, is to consist of at least three members and at most ten members with no deputy members.

In accordance with the Code, the Chairman of the Board is elected by the General Meeting and has a special responsibility for managing the Board's work and ensuring that the Board's work is well organised and effectively implemented. The Board follows written rules of procedure, which are revised annually and adopted by the statutory Board meeting every year. Among other matters, the rules of procedure govern Board practice, functions and the division of work between the Board members, the CEO and the established committees. In connection with the statutory Board meeting, the Board also establishes work instruction for the CEO, including instructions for financial reporting.

The Board meets according to an established annual schedule. In addition to these meetings, further meetings can be convened to address issues which cannot be postponed until the next scheduled Board meeting. In addition to Board meetings, the Chairman of the Board and the CEO continuously discuss the management of BHG.

The Board's work is evaluated annually through established procedures whereby all Board members answer questions about the results of the work of the Board and the committees. The Chairman of the Nomination Committee is responsible for the evaluation and, together with the Chairman of the Board, ensures that the results are presented and discussed in the Board and the Nomination Committee. The evaluation of the Board's work during the financial year was presented and discussed at the Board meeting on 12 December 2024.

During the financial year, the Board held 16 meetings. The Board members' independence and attendance are shown in the table on page 56.

Remuneration paid to the Board members is presented in Note 8.

The Board is presented in more detail on pages 60–61.

### Audit Committee

The Audit Committee comprises three members: Pernille Fabricius (Chairman), Joanna Hummel and Negin Yeganegy.

The Audit Committee is mainly a preparatory body and prepares proposals for the Board. The Audit Committee works according to rules of procedure adopted by the Board. Its main duties are to, without prejudice to the general duties and responsibilities of the Board:

- monitor BHG's financial reporting,
- monitor the efficiency of BHG's internal control and risk management with regard to financial reporting,
- remain informed about the audit of the Annual Report and consolidated accounts,
- inform the Board of the results of the audit and of the manner in which the audit contributed to the reliability of

the financial reporting and the committee's specific functions,

- review and monitor the auditor's impartiality and independence and note, in particular, whether the auditor provides BHG with services other than audit services,
- approve the auditor's advisory services and adopt a policy for the auditor's advisory services,
- assist in the preparation of proposals for the General Meeting's decision regarding the election of an auditor,
- evaluate the need for an internal audit function each year, and
- assure the quality of the year-end report and interim reports prior to Board decisions.

During the year, the Audit Committee held six meetings.

### Remuneration Committee

The Remuneration Committee comprises two members: Joanna Hummel (Chairman) and Christian Bubenheim.

The Remuneration Committee is mainly a preparatory body and prepares proposals for the Board. The Remuneration Committee works according to rules of procedure adopted by the Board.

The main duties of the Remuneration Committee are to:

- prepare the Board's decisions on matters related to the principles for remuneration, remuneration and other terms of employment for senior executives,
- monitor and evaluate programmes for variable remuneration to the company's senior executives, both ongoing and those concluded during the year, and
- monitor and assess the application of the guidelines for remuneration to senior executives approved by the Annual General Meeting and the applicable remuneration structures and levels in the company.

During the year, the Remuneration Committee held two meetings.

### Board members' independence and attendance 1 January–31 December 2024

Name	Position	Member since	Independent in relation to		Attendance		
			The company and its management	Major shareholders	Board meetings	Audit Committee	Remuneration Committee
Christian Bubenheim	Chairman	2020	Yes	Yes	10/12	2/3	2/2
Joanna Hummel	Member	2022	Yes	Yes	12/12	6/6	0/0
Kristian Eikre	Member	2023	Yes	No	12/12	-	-
Mikael Olander	Member	2023	No	Yes	12/12	-	2/2
Negin Yeganegy	Member	2023	Yes	Yes	11/12	6/6	-
Pernille Fabricius	Member	2024	Yes	Yes	10/12	3/3	-

\* Elected to the Remuneration Committee on May 5 2024, after this date the Remuneration Committee has not held any meetings. The attendance column shows attendance and number of meetings held during the time of the period the member has been a member.

### CEO and senior executives

The CEO answers to the Board and is responsible for the continuous management of BHG and the day-to-day operations. The division of work between the Board and the CEO is set forth in the rules of procedure for the Board and the work instruction for the CEO. The CEO is also responsible for preparing reports and compiling information from management for Board meetings and for presenting such materials at Board meetings. According to the instructions for financial reporting, the CEO is responsible for the financial reporting of BHG and, accordingly, is to ensure that the Board receives adequate information to enable the Board to continuously evaluate BHG's financial position.

The CEO and other senior executives are presented on pages 62–63.

### Auditors

The auditor is to review the company's Annual Report and accounting as well as the management of the Board and the CEO. Following each financial year, the auditor is to submit an audit report and a consolidated audit report to the Annual General Meeting.

In accordance with the Articles of Association, the company is to have one auditor or registered audit firm. The company's auditor is Öhrlings PricewaterhouseCoopers AB. Eric Salander serves as auditor in charge.

Appointment of the auditors for services other than auditing is carried out in accordance with the audit services policy established by the Audit Committee. According to BHG's assessment, the advisory services provided by Öhrlings PricewaterhouseCoopers AB during the year did not compromise the firm's independence.

The company's auditor participated in all of the Audit Committee's meetings and in one Board meeting. Information on full remuneration to the auditors is presented in Note 7.

### Remuneration to Board members

Fees and other remuneration to Board members, including the Chairman, are decided at the Annual General Meeting. The Annual General Meeting on 6 May 2024 resolved that the following remuneration is to be paid for the period until the next Annual General Meeting: SEK 600,000 to the Chairman of the Board and SEK 300,000 to other Board members as well as SEK 120,000 to the Chairman of the

Audit Committee, SEK 60,000 to other members of the Audit Committee who are not employed by the company, SEK 60,000 to the Chairman of the Remuneration Committee and SEK 30,000 to other members of the Remuneration Committee who are not employed by the company.

#### **Remuneration to the CEO and other senior executives**

The Annual General Meeting on 5 May 2022 adopted guidelines for remuneration to senior executives. The guidelines stipulate that total remuneration is to be based on conditions that are market competitive and well balanced. In addition, the remuneration should promote the company's business strategy, long-term interests and sustainability. Remuneration to the senior executives is to consist of fixed and variable cash salary, pension benefits and other benefits. In addition, the General Meeting can resolve on share-based and share price-based remuneration.

The fixed cash salary is to be individual and based on the responsibility and role of the senior executive as well as the executive's competence and experience in the relevant position.

Variable cash remuneration to the CEO may amount to a maximum of 100% of the fixed annual cash salary. In extraordinary circumstances, the Board may decide to pay additional variable cash remuneration amounting to a maximum of 100% of the fixed annual cash salary. Variable cash remuneration is to be linked to predetermined and measurable financial or non-financial criteria designed to promote the company's business strategy and long-term interests.

The CEO's pension benefits are to be premium defined. Variable cash remuneration does not qualify for pension benefits. The pension premiums for premium-defined pensions are to amount to a maximum of 30% of the fixed annual cash salary. For other senior executives, pension benefits are to be premium-defined benefits unless the individual concerned is covered by a defined-benefit pension plan under mandatory collective agreement provisions. Variable cash remuneration is to qualify for pension benefits to the extent required by mandatory collective agreement provisions applicable to the senior executive concerned. The pension premiums for premium-defined pensions are to amount to a maximum of 30% of the fixed annual cash salary.

Other benefits may include, for example, occupational group life insurance, medical insurance and company car benefits. Premiums and other costs relating to such benefits may amount to a maximum of 30% of the fixed annual cash salary.

Upon termination of employment by the company, the notice period may not exceed 12 months. Fixed cash salary during the notice period and severance pay, combined, may not exceed an amount corresponding to the fixed cash salary for two years. Upon termination of employment by the senior executive, the notice period may not exceed nine months, without any right to severance pay.

For employment governed by rules other than Swedish rules, pension benefits and other benefits may be duly adjusted to ensure compliance with mandatory local rules or established local practice.

The Board may derogate from the guidelines if it is necessary to do so, in a specific case, in order to serve the company's long-term interests or to ensure the company's financial viability.

#### **Control environment**

The Board has overall responsibility for the internal control in relation to financial reporting. In order to create and maintain a functioning control environment, the Board has adopted a number of policies, guidelines and steering documents governing financial reporting.

These documents primarily comprise the rules of procedure for the Board, the work instruction for the CEO, instructions for financial reporting and instructions for the committees established by the Board. The Board has also adopted attestation instructions and a financial policy. The company also has a Financial Manual, which contains principles, guidelines and procedure descriptions for accounting and financial reporting.

In addition, the Board has adopted several IT-related policies where matters such as data recovery are addressed. Furthermore, the Board has established an Audit Committee whose main task is to monitor the financial reporting and the effectiveness of the internal control and risk management as well as to review and monitor the auditor's impartiality and independence.

Responsibility for the day-to-day work of maintaining the control environment rests primarily with the CEO, who on a regular basis reports to the Board in accordance with established work instruction. BHG's finance department plays an important role in ensuring that the financial reporting provides reliable information. It is responsible for ensuring that the financial information is complete, correct and published in a timely fashion.

Each local entity within the Group is organised with its own Board or equivalent governing body and, as applicable, CEO, with responsibility for control of the local business according to guidelines and instructions from Group level and the Board of the local entity. Each local entity has its own administration, which takes care of accounting records and financial reporting.

The local entities primarily report to their Boards, BHG's CEO, the relevant segment manager and BHG's CFO. In addition to internal monitoring and reporting, the external auditors routinely report to the CEO and the Board throughout the financial year.

#### **Risk assessment and control activities**

Risk assessment includes identifying and evaluating the risk of material errors in the accounting and reporting at Group level as well as in the subsidiaries. Risk assessment is carried out regularly and in accordance with established guidelines focusing on individual projects.

The Board is responsible for the internal control and for monitoring management. This is carried out through both internal and external control activities as well as through examination and monitoring of the policies and steering documents. Within the Board, the Audit Committee is primarily responsible for continuously assessing the risk situation, after which the Board performs an annual review of the risk situation.

BHG actively performs different control activities in order to identify, address and rectify risks in all parts of the organisation, and to ensure and improve internal control in the operations. As part of the work related to internal control and risk, the key risks are assessed, evaluated and compiled on a yearly basis. Each identified risk is assessed based on its probability and potential impact/effect on the operations. This work primarily concerns strategic and operational risks, but financial and legal risks as well as other key risks are also addressed. The company's most material risks are described on pages 28-29.

Uniform accounting and reporting instructions apply to all entities within the Group. The guidelines for internal control are followed up in all entities during the financial year. The local entities' financial performance is continuously monitored through monthly reporting, which focuses mainly on revenue, earnings and the order book. This reporting also includes legal and operational follow-up, with a focus on individual projects. Other key components of the internal control are the annual business planning process and budget and forecast processes.

#### **Information and communication**

BHG has information and communication channels to ensure the correctness of the financial reporting and to facilitate reporting and feedback from the operations to the Board and management, for example, by making corporate governance documents, such as internal policies, guidelines and instructions regarding financial reporting, available and known to the employees concerned. Financial reporting is carried out in a Group-wide system with pre-defined reporting templates.

BHG's financial reporting complies with Swedish laws and regulations and the local laws and regulations in each country where operations are conducted. Information to shareholders and other stakeholders is provided through the Annual Report, interim reports and press releases.

#### **Monitoring**

The compliance and effectiveness of the internal control are constantly monitored. The CEO ensures that the Board continuously receives reports on the performance of the operations, including developments related to earnings and financial position, as well as information regarding important issues and events. The CEO also reports on these matters at every scheduled Board meeting.

The Board and the Audit Committee examine the Annual Report and interim reports and conduct financial evaluations in accordance with an established plan and model. The Audit Committee monitors the financial reporting and other related matters and regularly discusses these matters with the auditors.

During the monitoring of the compliance and effectiveness of the internal control activities, the Board has found that these are, in all material respects, properly applied in the Group and determined that an internal control function, considering the format of the risk assessment and control activities, is the most effective method for monitoring the internal control. The Board has therefore decided not to establish a separate internal audit function.





657

million in cash flow from operations

**BOARD OF DIRECTORS**
**CHRISTIAN BUBENHEIM**  
 CHAIRMAN OF THE BOARD

Born 1965. Nationality: American and German

Christian Bubenheim was elected as a Board member of BHG in 2020, and he was appointed Chairman of the Board in August 2022. He is also CEO of foodspring.com and Chairman of the Board of 21future (not for profit) a.o. Christian is also engaged as advisor/investor and active as entrepreneur in Technology and Sustainability. Christian Bubenheim holds an MSc in economics and engineering from the Munich University of Applied Sciences. Throughout most of his career, he has held senior positions within e-commerce and technology, media and telecom, such as SM at Apple, GM Mobile at Compaq Computer, GM at Intel Mobile, VP/MD at Xircom, VP/MD at Magellan GPS, Div. GM Consumables & Prime at Amazon Germany, SVP at Scout24, and GM at Auto Scout24.

Christian Bubenheim owns, indirectly through company and privately, 36,700 shares in the company.

Independent in relation to major shareholders: Yes


**KRISTIAN EIKRE**  
 BOARD MEMBER

Born 1977. Nationality: Norwegian

Kristian Eikre was elected as a Board member of BHG in January 2023. He has an MSc in economics and business administration from NHH, the Norwegian School of Economics. He is the Co-Head of Ferd Capital, and he has worked at Ferd AS since 2015. Prior to that, he spent ten years with Herkules Capital (formerly Ferd Private Equity) and three years as a financial analyst at First Securities. Kristian is involved with several of Ferd's listed and private investments, including BHG, Fjord Line, Benchmark Holdings, Aibel and Boozt. Kristian is currently also a Board member of Fjord Line, Benchmark Holdings and Aibel.

Kristian Eikre owns no shares or warrants in BHG.

Kristian Eikre is independent in relation to the company and company management, but dependent in relation to major shareholders.


**MIKAEL OLANDER**  
 BOARD MEMBER

Born 1963. Nationality: Swedish

Mikael Olander was elected as a Board member of BHG in May 2023.

Mikael Olander holds an MBA 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 is currently a Board member of WeSports, Pölder Sport, Flowin, Icaniwill, and Bikelease Sweden.

Mikael Olander owns 8,921,686 shares in BHG indirectly through companies.

Independent in relation to major shareholders: Yes



**PERNILLE FABRICIUS**

## BOARD MEMBER

Born 1966. Nationality: Danish

Pernille Fabricius was elected as a Board Member of BHG in 2024. Since 2020, she has been Chief Financial Officer of Org Group, London and a Board member and Chairman of the Audit Committee of MT Hoejgaard since 2014, GreenGo since 2020, Mer since 2022 and Basico since 2024.

She holds an MSc Aud and an MBA from Copenhagen Business School as well as an MSc in Finance and an LLM in European Union Law from the Leicester University. During her career, she has held senior positions in company management and finance, including Managing Director at John Guest Group (2016–2020), Group CFO at Getinge Group (2015–2016), Group CFO and Board member at Topaz Energy Marine (2014–2015), Global CFO at Damco Group (2012–2014), CEO at Tryghedsgruppen (2012), Group CFO and COO at TMF Group (2005–2012), CFO at GN Netcom (2001–2005), SVP at ISS Group (1994–2001) and auditor at Arthur Andersen (1988–1994). She has served also as a Board member and Chairman of the Audit Committee of Steelseries (2021–2022), Gabriel (2016–2022), Royal Greenland (2012–2021) and Netcompany (2017–2020).

Pernille Fabricius owns no shares and no warrants in the company.

Independent of major shareholders: Yes

**JOANNA HUMMEL**

## BOARD MEMBER

Born 1975. Nationality: Swedish

Joanna Hummel was elected as a Board member of BHG in 2022. She is also a Board member of Eton AB, Apotea AB and Viva Wine Group AB (publ). Joanna Hummel has an MSc in business administration and economics from Stockholm University. For most of her career, she has held key positions in retail and accounting such as General Manager Northern Europe at Zalando SE (2021–2023), Managing Director of Afound (H & M Hennes & Mauritz AB) (2019–2021), Chief Executive Officer of Lyko Group AB (publ) (2017–2018), Axstores (Axel Johnson International AB) (2007–2017) primarily in a role as Chief Financial Officer at KICKS Kosmetikkedjan AB (2011–2017) and auditor at Ernst & Young Sweden AB (1998–2007).

Joanna Hummel owns 21,585 shares and no warrants in the company.

Independent in relation to major shareholders: Yes

**NEGIN YEGANEgy**

## BOARD MEMBER

Born 1981. Nationality: British

Negin Yeganegy was elected as a Board member of BHG in May 2023.

Negin Yeganegy holds an MSc from University of London and an Executive MBA from London Business School. Throughout most of her career, Negin Yeganegy has held senior positions within online retail, 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), Client Principal and Retail Lead at ThoughtWorks (2007–2014) and CEO of Perfect Moment (2020–2022). She is currently a non-executive Board member of Allbright Collective, co-founder of The StudioThree Group and Founding Partner at The Assembly Ventures.

Negin Yeganegy owns no shares in BHG.

Independent in relation to major shareholders: Yes



## MANAGEMENT


**GUSTAF ÖHRN**  
 GROUP CEO

Born 1967. Employed since 2022. Nationality: Swedish

Previous experience: Gustaf Öhrn has spent the majority of his career as the CEO of retail companies and brands including Åhléns, Stadium and J.Lindeberg, and has held senior positions at H&M.

Education: Gustaf Öhrn has studied at Uppsala University and Stockholm University reaching an equivalent to a bachelor's degree in economics.

Board assignments: Chairman of the Board of Brav AS

Own and related party holdings: Gustaf Öhrn owns 10,000 shares in the company indirectly through companies, 3,000 shares in the company privately, 1,898,654 warrants in the company (privately and through companies).


**BANK BERGSTRÖM**  
 HEAD OF PREMIUM LIVING SEGMENT

Born 1984. Employed since 2022. Nationality: Swedish

Previous experience: Bank Bergström has been the CEO of BHG Group's subsidiary Nordic Nest since 2017. Bank previously worked at MediaMarkt, where he held various roles such as Sales Manager, Store Manager and Head of Sales Operations over seven years.

Education: Economics programme at Mälardalen University.

Board assignments: Board member of SignMax AB. Board member of Voyado.

Own and related party holdings: Bank Bergström owns 106,000 shares and 345,000 warrants in the company.


**JOHAN ENGSTRÖM**  
 HEAD OF VALUE HOME SEGMENT

Born in 1966. Employed since 2025.  
Nationality: Swedish

Previous experience: Johan Engström was previously the CEO of LEKIA. Prior to that, he served as the CEO of Brafab and the CEO of BRIO Toys.

Education: MBA from Lund University

Direct or related person ownership: Johan Engström owns 7,505 shares in the company.

**JESPER FLEMMER**

## GROUP CFO

Born 1979. Employed since 2016. Nationality: Swedish

Previous experience: Jesper Flemme previously worked as Group Financial Controller at CDON Group (subsequently Qliro Group), and prior to that worked as a consultant at Addedo and within audit at Deloitte.

Education: Jesper Flemme holds an MSc in economics from Lund University.

Board assignments: Board member of J. Flemme Invest AB.

Own and related party holdings: Jesper Flemme owns 30,000 shares and 600,000 warrants in the company indirectly through companies.

**MIKAEL HAGMAN**

## DEPUTY CEO AND HEAD OF HOME IMPROVEMENT SEGMENT

Born 1968. Employed since 2017. Nationality: Swedish

Previous experience: On 1 October 2022, Mikael Hagman moved from the role of COO and Head of the DIY segment to his current positions. He founded Vitvaruexpertern.com in 2015 and has continued to successfully develop the business since the company was acquired by BHG in 2017. Prior to this, he was CEO of Media Markt Nordic (2007–2013) and Country Manager for Sony Sweden and Finland (1999–2006).

Education: IHM Business School.

Board assignments: Chairman of the Board of Mikael Hagman AB and Greasy Lake AB, and Board member of Wesports Scandinavia AB.

Own and related party holdings: Mikael Hagman owns 24,500 shares and 1,100,000 warrants in the company.

**MARTIN LEO**

## GROUP CTO

Born 1974. Employed since 2022. Nationality: Swedish

Previous experience: Martin Leo has extensive experience from various senior management positions and leading international strategic initiatives. Throughout his professional life, he has been involved in solution development and business transformation, starting his career as a consultant with Accenture in Stockholm and Sydney.

Education: MSc in business administration and technology management from LTH, Faculty of Engineering, Lund University

Board assignments: Chairman of the Board of Consistent AB.

Own and related party holdings: Martin Leo owns 80,000 shares indirectly through companies and 250,000 warrants privately.





# Auditor's report

To the general meeting of the shareholders of BHG Group AB (publ), corporate identity number 559077-076

## REPORT ON THE ANNUAL ACCOUNTS AND CONSOLIDATED ACCOUNTS

### Opinions

We have audited the annual accounts and consolidated accounts of BHG Group AB (publ) for the year 2024 except for the corporate governance statement and the statutory sustainability report on pages 53-64 and 32-52 respectively. The annual accounts and consolidated accounts of the company are included on pages 25-111 in this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of parent company and the group as of 31 December 2024 and its financial performance and cash flow for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2024 and their financial performance and cash flow for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU, and the Annual Accounts Act. Our opinions do not cover the corporate governance statement and the statutory sustainability report on pages 53-64 and 32-52 respectively. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

We therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet for the parent company and the consolidated income statement and consolidated statement of financial position for the group.

Our opinions in this report on the annual accounts and consolidated accounts are consistent with the content of the additional report that has been submitted to the parent company's audit committee in accordance with the Audit Regulation (537/2014) Article 11.

### Basis for Opinions

We conducted our audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibility under those standards is further described in the Auditor's responsibility section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibility in accordance with these requirements. This includes that, based on the best of our knowledge and belief, no prohibited services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided to the audited company or, where applicable, its parent company or its controlled companies within the EU.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

### Our audit approach

#### Focus and scope of the audit

We designed our audit by determining materiality and assessing the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the group, the accounting processes and controls, and the industry in which the group operates.

#### Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

#### Key audit matters

Key audit matters of the audit are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts and consolidated accounts of the current period. These matters were addressed in the context of our audit of, and in forming our opinion thereon, the annual accounts and consolidated accounts as a whole, but we do not provide a separate opinion on these matters

**Key audit matter****Valuation of intangible assets**

*With reference to note 2 and note 14.*

Goodwill and other intangible assets with an indefinite useful life represents a significant part of BHG Group's assets. The company performs an impairment assessment of the assets based on a calculation of the discounted cash flow for the cash generating units in which goodwill and other intangible assets are reported.

This impairment test is based on a high level of judgements and assumptions regarding future cash flows. Information is provided in note 2 and note 14 as to how the company's management has undertaken its assessments, and also provides information on important assumptions and sensitivity analyses. Key variables in the test are growth rate, profit margins, overheads, working capital requirements, investment requirements and discount factor (cost of capital).

It is presented that no impairment requirement has been identified based on the assumptions undertaken.

**How our audit considered the key audit matter**

In our audit, we have evaluated the calculation model applied by management and conducted that the model is compatible with acceptable valuation techniques.

We have reconciled and critically tested essential assumptions against budget and strategic plan for the Company. We have analyzed the accuracy on how previous years assumptions have been met and assessed any adjustments to assumptions compared to previous year, as a result from changes in the business and external factors.

We have tested the sensitivity analysis for key assumptions in order to assess the risk of need for impairment.

We have also assessed the correctness of the disclosures included in the financial statements.

**Other information than the annual accounts and consolidated accounts**

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 1-24, 32-52 and 117-125. The other information also includes the Remuneration Report 2024, which we obtained prior to the date of this auditor's report. The Board of Directors and the Managing Director are responsible for this other information.

Our opinion on the annual accounts and consolidated accounts does not cover this other information and we do not express any form of assurance conclusion regarding this other information.

In connection with our audit of the annual accounts and consolidated accounts, our responsibility is to read the information identified above and consider whether the information is materially inconsistent with the annual accounts and consolidated accounts. In this procedure we also take into account our knowledge otherwise obtained in the audit and assess whether the information otherwise appears to be materially misstated.

If we, based on the work performed concerning this information, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibility of the Board of Directors and the Managing Director**

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and consolidated accounts and that they give a fair presentation in accordance with the Annual Accounts Act and, concerning the consolidated accounts, in accordance with IFRS Accounting Standards as adopted by the EU. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts and consolidated accounts, The Board of Directors and the Managing Director are responsible for the assessment of the company's and the group's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and the Managing Director intend to liquidate the company, to cease operations, or has no realistic alternative but to do so.

The Audit Committee shall, without prejudice to the Board of Directors' responsibility and tasks in general, among other things oversee the company's financial reporting process.

**Auditor's responsibility**

Our objectives are to obtain reasonable assurance about whether the annual accounts and consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts and consolidated accounts.

A further description of our responsibility for the audit of the annual accounts and consolidated accounts is available on Revisorsinspektionen's website: [www.revisorsinspektionen.se/revisornsansvar](http://www.revisorsinspektionen.se/revisornsansvar). This description is part of the auditor's report.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### The auditor's examination of the administration of the company and the proposed appropriations of the company's profit or loss

#### Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Directors and the Managing Director of BHG Group AB (publ) for the year 2024 and the proposed appropriations of the company's profit or loss.

We recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

#### Basis for Opinions

We conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibility under those standards are further described in the Auditor's responsibility section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibility in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

#### Responsibility of the Board of Directors and the Managing Director

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company and the group's type of operations, size and risks place on the size of the parent company's and the group's equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the company's organization and the administration of the company's affairs. This includes among other things continuous assessment of the company's and the group's financial situation and ensuring that the company's organization is designed so that the accounting, management of assets and the company's financial affairs otherwise are controlled in a reassuring manner. The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill the company's accounting in accordance with law and handle the management of assets in a reassuring manner.

#### Auditor's responsibility

Our objective concerning the audit of the administration, and thereby our opinion about discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- in any other way has acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective concerning the audit of the proposed appropriations of the company's profit or loss, and thereby our opinion about this, is to assess with reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the company, or that the proposed appropriations of the company's profit or loss are not in accordance with the Companies Act.

A further description of our responsibility for the audit of the administration is available on Revisorsinspektionen's website: [www.revisorsinspektionen.se/revisornsansvar](http://www.revisorsinspektionen.se/revisornsansvar). This description is part of the auditor's report.

## THE AUDITOR'S EXAMINATION OF THE ESEF REPORT

#### Opinion

In addition to our audit of the annual accounts and consolidated accounts, we have also examined that the Board of Directors and the Managing Director have prepared the annual accounts and consolidated accounts in a format that enables uniform electronic reporting (the ESEF report) pursuant to Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528) for BHG Group AB (publ) for the financial year 2024.

Our examination and our opinion relate only to the statutory requirements.

In our opinion, the ESEF report has been prepared in a format that, in all material respects, enables uniform electronic reporting.

#### Basis for Opinion

We have performed the examination in accordance with FAR's recommendation RevR 18 The auditor's examination of the ESEF report. Our responsibility under this recommendation is described in more detail in the Auditor's responsibility section. We are independent of BHG Group AB (publ) in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibility in accordance with these requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Responsibility of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of ESEF report in accordance with the Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), and for such internal control that the Board of Directors and the Managing Director determine is necessary to prepare the ESEF report without material misstatements, whether due to fraud or error.



**Auditor's responsibility**

Our responsibility is to obtain reasonable assurance whether the ESEF report is in all material respects prepared in a format that meets the requirements of Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), based on the procedures performed.

RevR 18 requires us to plan and execute procedures to achieve reasonable assurance that the ESEF report is prepared in a format that meets these requirements.

Reasonable assurance is a high level of assurance, but it is not a guarantee that an engagement carried out according to RevR 18 and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the ESEF report.

The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

The examination involves obtaining evidence, through various procedures, that the ESEF report has been prepared in a format that enables uniform electronic reporting of the annual accounts and consolidated accounts. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the report, whether due to fraud or error. In carrying out this risk assessment, and in order to design audit procedures that are appropriate in the circumstances, the auditor considers those elements of internal control that are relevant to the preparation of the ESEF report by the Board of Directors and the Managing Director, but not for the purpose of expressing an opinion on the effectiveness of those internal controls. The examination also includes an evaluation of the appropriateness and reasonableness of assumptions made by the Board of Directors and the Managing Director.

The procedures mainly include a validation that the ESEF report has been prepared in a valid XHTML format and a reconciliation of the ESEF report with the audited annual accounts and consolidated accounts.

Furthermore, the procedures also include an assessment of whether the consolidated statement of financial performance, financial position, changes in equity, cash flow and disclosures in the ESEF report have been marked with

iXBRL in accordance with what follows from the ESEF regulation.

**THE AUDITOR'S EXAMINATION OF THE CORPORATE GOVERNANCE STATEMENT**

It is the Board of Directors who is responsible for the corporate governance statement on pages 53-64 and for ensuring that it has been prepared in accordance with the Annual Accounts Act.

Our examination of the corporate governance statement is conducted in accordance with FAR's auditing standard RevR 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 of the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the other parts of the annual accounts and consolidated accounts and are in accordance with the Annual Accounts Act.

**AUDITOR'S REPORT ON THE STATUTORY SUSTAINABILITY REPORT**

It is the Board of Directors who is responsible for the statutory sustainability report for the year 2024 on pages 32-52 and for ensuring that it has been prepared in accordance with the Annual Accounts Act according to the prior wording that was in effect before 1 July 2024.

Our examination has been conducted in accordance with FAR's auditing standard RevR 12 The auditor's opinion regarding the statutory sustainability report. This means that our examination of the statutory sustainability report is substantially different and less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinion.

A statutory sustainability report has been prepared.



Öhrlings PricewaterhouseCoopers AB, Box 4009, 203 11 Malmö, was appointed auditor of BHG Group AB (publ) by the general meeting of the shareholders on 6 May 2024 and has been the company's auditor since the financial year 2016.

Malmö the date stated on our electronic signature

Öhrlings PricewaterhouseCoopers AB

Eric Salander  
Authorized Public Accountant  
Auditor in charge

Vicky Johansson  
Authorized Public Accountant

*This is a translation of the Swedish language original. In the event of any differences between this translation and the Swedish language original, the latter shall prevail.*