



The nomination committee's proposal to the annual general meeting 2026 in BHG Group AB (publ) including information on proposed members of the board and motivated statement

The nomination committee, composed of Julie Wiese (Ferd, chairman), Peter Ianicelli (Entrust Global), Eric Thysell (Mikael Olander) and Christian Bubenheim (chairman of the board of directors), proposes the following:

- Attorney-at-law Christian Lindhé shall be appointed chairman of the annual general meeting.
- The board of directors shall be composed of six ordinary board members with no deputies.
- The remuneration to the board of directors shall amount to SEK 2,635,000 (2,635,000) in total, in accordance with the following. SEK 650,000 (650,000) shall be distributed to the chairman of the board and SEK 325,000 (325,000) to each of the other board members not employed by the company. 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.
- Re-election of Christian Bubenheim, Joanna Hummel, Kristian Eikre, Mikael Olander and Pernille Fabricius as members of the board of directors. New election of Marianne Dahl as member of the board of directors.
- Re-election of Christian Bubenheim as chairman 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 2027, as follows.

The chairman of the board shall, based on the ownership of the company as of 31 August 2026, 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 2026, 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.

Further information on the board members that are proposed to be re-elected 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 seven formal meetings regarding their work prior to the annual general meeting 2026. 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 2025. 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. As part of its evaluation, the nomination committee concluded that the board would benefit from strengthening its strategic and generalist capabilities. The current board member, Negin Yeganegy, has informed the committee ahead of the 2026 annual general meeting that she will not stand for re-election, and the nomination committee wishes to express its appreciation for her contributions. To ensure a high-quality succession process, the nomination committee has conducted a thorough search for a new board member with the support of a reputable international executive search consultancy. Following this process, the nomination committee proposes the election of Marianne Dahl as a member of the board of directors. Marianne Dahl has extensive experience from senior executive roles across global technology, telecom and consulting businesses, including leadership positions at Microsoft in Denmark, Iceland and Western Europe, as well as transformation-driven roles at Codan, TDC and Boston Consulting Group. She also brings substantial board experience from major Nordic companies, including Telenor, Tieto, DTU, DFDS and Dansk Industri, and has a long track record of leading large organisations through complex strategic and digital transformations. The nomination committee considers that she will contribute important perspectives to the board's work going forward through her strategic expertise and transformation experience.

It is the nomination committee's opinion that the board proposed to be appointed at the annual general meeting 2026 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 balance within the proposed board is equal.

Joanna Hummel is a member of the board of directors of the company's subsidiary Nordic Nest Group AB and receives an annual board remuneration of SEK 150,000. The nomination committee assesses that this assignment does not affect Joanna Hummel's independence vis-à-vis the company and the executive management. It is the nomination committee's assessment that all proposed members are independent vis-à-vis the company and the executive management. It is further the nomination committee's assessment that five 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.

March 2026

The nomination committee of BHG Group AB (publ)