

## **Nomination Committee work for the Annual General Meeting 2024 in BE Group AB**

The Nomination Committee of the company is appointed by, and work according to instructions from, the Annual General Meeting of BE Group AB.

The Nomination Committee in respect of the Annual General Meeting 2024 has consisted of:

- Petter Stillström, chairman of the Nomination Committee, AB Traction
- Alf Svedulf, Svedulf Fastighets AB
- Johan Ahldin, own holdings
- Jörgen Zahlin, chairman of the Board

### **Proposal for election of chairman at the meeting:**

The Nomination Committee proposes that the chairman of the Board of Directors, Jörgen Zahlin, is to be elected chairman of the Annual General Meeting.

### **Number of Board members:**

The Nomination Committee proposes that the Board shall consist of five elected members without any deputy members.

### **Proposal for Board of Directors and chairman of the Board:**

The Nomination Committee proposes re-election of Board members Monika Gutén, Lars Olof Nilsson, Mats O Paulsson and Petter Stillström and new election of Anders Rothstein. Jörgen Zahlin has informed that he is not available for re-election.

Anders Rothstein, born 1964, is CEO of Elfa International and has previously held leading positions at Lamhults Design Group, Inwido, Human Care and Saint-Gobain Ecophon.

As chairman of the Board proposes new election of Anders Rothstein.

If the chairman's assignment were to end prematurely, the Board shall elect a new chairman within the Board.

### **The Nomination Committee's work and motivated statement in respect of the proposal of the Board of Directors:**

The Nomination Committee has held four meetings in order to prepare proposals for the Annual General Meeting 2024. In addition to the formal meeting, the members have had separate contacts between themselves, held interviews with members of the Board, the CEO and candidates for the Board of Directors. The size and composition of the Board, in respect of business experience, competence and diversity, has been discussed and item 4 in the Code has been included. The ambition of the Nomination Committee regarding a more equal gender distribution has not been possible to achieve with the current proposal, entailing one woman and four men, which corresponds only to 20% women.

The Nomination Committee considers that the proposed Board of Directors will be appropriately composed, considering the operations of the company and other relevant circumstances, to face the challenges of the company and its development, and that the members of the Board complement each other well.

When considering the proposed Board members' independence, the Nomination Committee has concluded that all of the proposed members of the Board are independent of the company, and that all except for Petter Stillström are independent of the larger shareholders.

**Fees:**

The Boards fees are proposed to be SEK 460,000 (460´) for the chairman and SEK 230,000 (230´) for each of the other four members. The fees to the members of the Audit Committee are proposed to be SEK 80,000 (80´) to the chairman and SEK 40,000 (40´) to each of the other members. It is proposed that the members of the Remuneration Committee shall not receive any remuneration.

**Proposal for auditor:**

Based on the recommendation from the Audit Committee, the Nomination Committee proposes new election of the registered accounting company Ernst & Young Aktiefbolag ("EY") as the company's auditor.

**Fees to the auditors:**

Based on the negotiation which has been made by the Audit Committee, it is proposed that fee to the Auditor shall be paid as per approved invoice.

**Upcoming Nomination Committee:**

The Nomination Committee proposes that the previous decision regarding the work of the Nomination Committee and its composition remains without change. The question will therefore not be raised at the Annual General Meeting.

Malmö, March 2024  
The Nomination Committee of BE Group AB (publ)