

The nomination committee's proposal for the Annual General Meeting 2025 of Vimian Group AB (publ)

The nomination committee of Vimian Group AB (publ), which consists of Magnus Welander (chairman of the Board of Directors), Håkan Håkansson (Fidelio Capital), Caroline Sjösten (Swedbank Robur Fonder) and Suzanne Sandler (Handelsbanken Fonder), proposes the following:

- that Linnéa Sellström, member of the Swedish Bar Association, from Advokatfirman Vinge, shall be appointed chairperson at the Annual General Meeting;
- that the number of members of the Board of Directors shall be five, equivalent to a net reduction of one board member, without deputies;
- that the number of auditors shall be one without deputies;
- that the board members Theodor Bonnier, Gabriel Fitzgerald, Petra Rumpf and Magnus Welander are re-elected;
- that Pia Marions is elected new member of the Board of Directors;
- that Magnus Welander is re-elected chairman of the Board of Directors;
- that the fees to the Board of Directors for the period until the end of the next Annual General Meeting shall be EUR 75,000 to the chairman of the Board of Directors and EUR 40,000 to each of the other board members. For committee-work, the fee to the audit committee members shall be EUR 13,000 to the chairman of the committee and EUR 7,500 to each other member(s) of the committee. Furthermore, the fee to the members of the People & Sustainability committee and the M&A committee shall be EUR 7,500 to each chairman of the respective committee, and EUR 5,000 to each other member of the committees. In addition to the above-proposed fee for ordinary board work, it is also proposed that additional remuneration of EUR 6,000 shall be paid to a board member who is resident in Europe, but outside the Nordic region, as compensation for time lost due to travel to and from board meetings.
- that Grant Thornton Sweden AB, with the request that Carl-Johan Regell acts as auditor in charge, in accordance with the audit committee's recommendation is re-elected;
- that the fee for the audit shall be paid in accordance with approved invoice; and
- that new instructions and principles of appointing the nomination committee in accordance with Appendix 1, are adopted.

A presentation of the individuals proposed by the nomination committee for re-election is available at www.vimian.com. Information concerning the proposed new board member Pia Marions is presented below.

Information concerning the proposed new board member Pia Marions

Born

1963.

Education

Degree of Master of Science in Business and Economics, Stockholm University, Sweden.

Principal work experiences

CFO of Skandia Group, Folksam and Carnegie Group. Leading positions in RBS (Royal Bank of Scotland), Skandia Liv, Länsförsäkringar Liv and the Swedish Financial Supervisory Authority. Pia Marions has also worked as an authorised public accountant.

Other current assignments

Chairman of the Board of Directors in Skandiabanken Aktiebolag (publ) and Impilo Healthcare AB. Board member in Duni AB (publ), Vitrolife AB (publ), Carnegie Group, Sophiahemmet Rehab Center AB and Unilabs Group Holding APS. Pia Marions also has the assignment as Senior Advisor in Skandia Group, which will be terminated no later than 30 April.

Shareholding in the company

5,000 shares.

Independent of

The company and executive management: Yes.

Major shareholders: Yes.

Stockholm March 2025

Vimian Group AB (publ)

The nomination committee

The nomination committee's motivated statement regarding proposals for the Board of Directors of Vimian Group AB (publ)

The nomination committee for the Annual General Meeting 2025 consists of Magnus Welanders (chairman of the Board of Directors), Håkan Håkansson (Fidelio Capital), Caroline Sjösten (Swedbank Robur Fonder), and Suzanne Sandler (Handelsbanken Fonder), Håkan Håkansson is the chairman of the nomination committee.

The work of the nomination committee

The nomination committee has since the Annual General Meeting 2024 had five meetings where minutes were kept and has in addition thereto had informal discussions on several occasions. The work has mainly focused on ensuring an optimal board composition, the recruitment of a new board member, as well as a review and assessment of the remuneration to the Board of Directors, and its allocation in relation to ordinary board work and committee work.

The nomination committee has conducted a thorough evaluation of the Board of Directors and its work, through a survey directed to the members of the Board of Directors and the company's CEO, as well as through interviews with all board members, the CEO and the company's auditor. In addition, potential candidates for the role as board member have been evaluated and interviewed. In the work of determining proposed remuneration levels, comparisons have been made with, and consideration has been given to, corresponding levels in other comparable companies.

The nomination committee's proposals

The nomination committee proposes the following for Vimian's Board of Directors:

- that the Board of Directors shall consist of five members, equivalent to a net reduction of one board member, without deputies;
- that the board members Theodor Bonnier, Gabriel Fitzgerald, Petra Rumpf and Magnus Welanders are re-elected;
- that Pia Marions is elected new member of the Board of Directors; and
- that Magnus Welanders is re-elected chairman of the Board of Directors.

Motivated statement

The nomination committee has, in its work before the Annual General Meeting, had an objective to ensure that the Board of Directors, as a whole, has the necessary competence and experience to support Vimian in its ongoing growth and strategic development. In the assessment, special emphasis has also been put on creating a composition that is characterized by diversity and variation in terms of expertise, experience and background, which is considered critical for the company's success.

The nomination committee has been informed that the current board members Robert Belkic and Frida Westerberg have declined re-election. The nomination committee has therefore had the ambition to strengthen the Board of Directors with a person who combines solid financial expertise with the ability to contribute to the company's long-term strategic priorities.

The proposed new board member, Pia Marions, brings significant financial expertise through many and successful years of experience in the financial services industry, including as CFO of Skandia, Carnegie and Folksam. Pia Marions also has extensive experience in board work, in both public and private environments, and has contributed to strategy formulation and value creation in her roles as a board member and audit committee member, for example in the international healthcare companies

Vitrolife and Unilabs. The nomination committee's view is that Pia Marions will be a valuable addition to the Board of Directors and its support to the company's management.

The nomination committee's assessment is that the proposed Board of Directors is a well-balanced group of individuals, with the necessary skills and experience, who together can handle the challenges and opportunities facing the company. The nomination committee complies with the Swedish Code of Corporate Governance (the "Code") and further has the view that the proposed members complement each other well and that the composition of the Board of Directors meets the requirements, including the independence requirements, set by the Code.

In accordance with section 4.1 of the Code, the diversity policy has been applied when assessing the composition of the Board of Directors, with the goal of creating a group that reflects a broad variety of skills, experience and background.

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Education

Degree of Master of Science in Business and Economics, Stockholm University, Sweden.

Principal work experiences

CFO of Skandia Group, Folksam and Carnegie Group. Leading positions in RBS (Royal Bank of Scotland), Skandia Liv, Länsförsäkringar Liv and the Swedish Financial Supervisory Authority. Pia Marions has also worked as an authorised public accountant.

Other current assignments

Chairman of the Board of Directors in Skandiabanken Aktiebolag (publ) and Impilo Healthcare AB. Board member in Duni AB (publ), Vitrolife AB (publ), Carnegie Group, Sophiahemmet Rehab Center AB and Unilabs Group Holding APS. Pia Marions also has the assignment as Senior Advisor in Skandia Group, which will be terminated no later than 30 April.

Shareholding in the company

0 shares.

Independent of

The company and executive management: Yes.

Major shareholders: Yes.

Stockholm March 2025

Vimian Group AB (publ)

The nomination committee

Instructions and principles of appointing the nomination committee in Vimian Group AB (publ)

The company shall have a nomination committee consisting of one member appointed by each of the three largest shareholders or shareholder groups, in term of votes, together with the chairman of the board. The nomination committee shall be constituted based on shareholder statistics from Euroclear Sweden AB as of 31 August each year and other reliable ownership information available by the company at such time and the board's chairman who will also convene the first meeting of the nomination committee. The member of the nomination committee representing the largest shareholder shall be appointed chairman of the nomination committee, unless the nomination committee unanimously appoints another member of the nomination committee as chairman.

In the event that, before the date falling three months prior to the annual general meeting, one or more of the shareholders having appointed representatives of the nomination committee no longer being among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives in accordance with these instruction. Exceptions from the rule that representatives shall resign in the event the shareholder having nominated the representative no longer is among the three shareholders may be made in the event all members of the nomination committee approve that the representative remains on the nomination committee.

Should a member resign from the nomination committee before its work has been completed and the nomination committee considers it necessary to replace such member, such substitute member is to represent the same shareholder, or, if the shareholder is no longer one of the largest shareholders, the largest shareholder in turn. Shareholders who have appointed a representative to be a member of the nomination committee shall have the right to dismiss such member and appoint a new representative of the nomination committee. Changes to the composition of the nomination committee must be publicly announced immediately. The nomination committee shall prepare the following proposals to be passed on for resolution at the annual general meeting:

- Chairman of the annual general meeting;
- Number of board members;
- Members of the board of directors;
- Chairman of the board of directors;
- Board remuneration divided between the chairman and other members of the board of directors as well as remuneration for committee work;
- Auditors;
- Remuneration to the company's auditors; and
- To the extent deemed necessary, changes in the current instructions and principles of appointing the nomination committee.

In performing its duties, the nomination committee shall act in accordance with the requirements stipulated in the Swedish Companies Act and the Swedish Code of Corporate Governance.

The composition of the nomination committee for the annual general meeting shall normally be announced no later than six months before the annual general meeting. Remuneration shall not be paid to the members of the nomination committee. The company shall pay any necessary expenses that the nomination committee may incur as part of conducting its work, for example, costs for external consultants deemed necessary by the nomination committee in order for the nomination committee to fulfill its duties. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced.