

The nomination committee's proposal for the Annual General Meeting 2023 of Vimian Group AB (publ)

The nomination committee of Vimian Group AB (publ), which consists of Gabriel Fitzgerald (chairman of the board), Håkan Håkansson (Fidelio Capital), Angelica Hanson (AMF Pension & Fonder) and Erik Ståhl Hallengren (SEB 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 shall be seven, equivalent to a net addition of one board member, without deputies;
- that the number of auditors shall be one without deputies;
- that the fees for the Board of Directors are determined as EUR 200,000 in total for the period until the end of the next Annual General Meeting, to be allocated with EUR 50,000 to each one of the board members elected by the Annual General Meeting, with the exception of Gabriel Fitzgerald (chairman of the board), Martin Erleman and Theodor Bonnier who have announced that they refrain from fees;
- that the fee for the audit shall be paid in accordance with approved statement of costs;
- that the board members Mikael Dolsten, Petra Rumpf, Frida Westerberg, Gabriel Fitzgerald, Martin Erleman and Theodor Bonnier are re-elected;
- that Robert Belkic is elected new member of the board;
- that Gabriel Fitzgerald is re-elected chairman of the board; and
- 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.

A presentation of the individuals proposed by the nomination committee for re-election is available at www.vimian.com and information concerning the proposed new board member Robert Belkic is presented below.

Information concerning the proposed new board member Robert Belkic

Born

1970

Education

Bachelor of Science in Business Administration and Economics, with advanced studies in Economics and Statistics, from Stockholm University.

Principal work experience

Chief Financial Officer and Executive Vice President at Hexagon Aktiebolag since 2012.

Other current board assignments

Board member of Storskogen Group AB (announced, proposed to be elected at the annual general meeting of Storskogen Group AB on 12 May 2023).

Shareholding in the company

0 ordinary shares, 0 C shares.

Independent of

The company and executive management: Yes.

Major shareholders: Yes.

Stockholm May 2023

Vimian Group AB (publ)

The nomination committee

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

The nomination committee for the Annual General Meeting 2023 consists of Gabriel Fitzgerald (chairman of the board), Håkan Håkansson (Fidelio Capital), Angelica Hanson (AMF Pension & Fonder) and Erik Ståhl Hallengren (SEB Fonder). Håkan Håkansson is the chairman of the nomination committee.

The nomination committee's work

The nomination committee has since the Annual General Meeting 2022 had five meetings where minutes were kept and has in addition thereto had informal contacts on several occasions. Particular focus has been placed on the board composition, the recruitment of an additional board member and how the Board of Directors operates as a group and the nomination committee has discussed the evaluation of the Board of Directors' work. As a basis for its assessment, the nomination committee has been provided with an evaluation of the Board of Directors and its work, as well as conducted interviews with the independent board members and the company's CEO about the board's work. The nomination committee has also evaluated and interviewed potential board member candidates, as well as assessed the level of fees to the board.

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 seven members, equivalent to a net addition of one board member, without deputies;
- that the board members Mikael Dolsten, Petra Rumpf, Frida Westerberg, Gabriel Fitzgerald, Martin Erleman and Theodor Bonnier are re-elected;
- that Robert Belkic is elected new member of the board; and
- that Gabriel Fitzgerald is re-elected chairman of the board.

Motivated opinion

The nomination committee has, in its work before the AGM, had an objective to ensure that the board, as a group, has the necessary competence and experience, in particular for Vimian Group's operations in a period of strong development and growth, and to be able to continue to lead the company in a successful manner. The nomination committee has in particular taken into account the need for diversity and variety in terms of competence, experience and background, in consideration of, *inter alia*, the company's strategic development, direction and control.

In its work, and following its assessment, the nomination committee has therefore sought to complement the board with individuals who would add further credibility, experience and capability in relation to Vimian's strategic priorities and future development, as well as to increase the share of independent board members in relation to the company, executive management and the company's major shareholders.

The proposed new board member, Robert Belkic, has been the CFO of Hexagon Aktiebolag since 2012, where he has co-lead an ambitious and acquisition-driven growth agenda on a global scale. Robert Belkic brings strong financial knowledge, as well as extensive experience from driving strategy, transformation and value creation in a public environment.

The nomination committee is of the opinion that the proposed Board of Directors consists of a wide and diversified group of qualified individuals, who are motivated and fit for the work required by the Board of Directors of Vimian. The nomination committee is also of the opinion that the board members complement each other in terms of qualification and experience.

The nomination committee complies with the Swedish Corporate Governance Code (the “Code”). When assessing the independence of the proposed board members, the nomination committee has found that the proposed composition of the board of the company fulfills the requirements regarding independence set forth in the Code. In relation to the composition of the Board of Directors, the provisions of rule 4.1 of the Code have been applied as diversity policy and with regard to the objectives of that policy.

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