

## **Proposal by the Election Committee of Bergman & Beving AB (publ) for resolution, reasoned statement, and account of its work ahead of the Annual General Meeting on 28 August 2025**

### **Background**

On 5 February 2025, in accordance with a resolution passed at the Annual General Meeting held in August 2024, the four largest shareholders in terms of votes as of 31 December 2024 were contacted and asked to appoint members who together with the Chairman of the Board, will form the Election Committee. The Election Committee comprises Chairman of the Board Jörgen Wigh, Malin Nordesjö (representing Tisenhult group), Henrik Hedelius (representing Tom Hedelius), Johan Lannebo (representing Lannebo Fonder) and Marianne Nilsson (representing Swedbank Robur Fonder). Malin Nordesjö was appointed by the Election Committee as Chairman of the Election Committee. The members of the Election Committee represent approximately 45 percent of the total number of voting rights in Bergman & Beving AB.

The Election Committee, in accordance with the principles established by the Annual General Meeting, was mandated to draw up proposals on the following issues to be presented at Bergman & Beving's Annual General Meeting;

- election of Chairman to preside over the 2025 Annual General Meeting,
- determination of the numbers of Board members,
- fees to directors and Chairman of the Board,
- election of the Company's Board of Directors and Chairman of the Board,
- election of auditor and fees to auditors, and
- any changes in principles for the appointment of the Election Committee and the Election Committee's duties.

The Election Committee held two meetings where minutes were taken and in between maintained regular communications. As a basis for its work, the Election Committee has, among other documents, read the assessment by the Board of Directors of work carried out during the year. To assess the demands facing the Board of Directors as a result of the Company's situation, strategic challenges and future direction, the Election Committee has discussed the Board's size and composition, in terms of industry experience and expertise and how the Board's work has been conducted.

## **Proposal by the Election Committee for resolution**

### **Chairman to preside over the 2025 Annual General Meeting**

The Election Committee proposes Chairman of the Board Jörgen Wigh to be elected Chairman of the 2025 Annual General Meeting.

### **Election of the Company's Board of Directors and Chairman of the Board**

The Election Committee proposes the following:

- Six regular directors.
- Re-election of the current directors Fredrik Börjesson, Charlotte Hansson, Henrik Hedelius, Malin Nordesjö, Niklas Stenberg and Jörgen Wigh.
- Re-election of Jörgen Wigh as Chairman of the Board.

Taking into consideration Bergman & Beving's operations, stage of development, strategy and position, the Election Committee considers the composition of the proposed Board of Directors to be appropriate and characterised by diverse and broad expertise, experience, and backgrounds. With respect to gender distribution, the proposed composition of the Board includes two women and four men. Accordingly, the proportion of women on the Board would be 33 percent, which is unchanged from the 2024 Annual General Meeting. The Election Committee considers diversity to be an important issue and urges all future Election Committees to continue working proactively for diversity and breadth on the Board.

The proposed composition of the Board of Bergman & Beving AB meets the requirement of the Swedish Corporate Governance Code (the "Code") with respect to independent directors. All directors are considered independent in relation to the Company's major shareholders except for Fredrik Börjesson, Henrik Hedelius and Malin Nordesjö. All directors are considered independent in relation to the Company and the management.

### **Fees to directors and Chairman of the Board**

The Election Committee proposes an increase in board fees on the grounds that the company's market value has increased significantly while the fees have remained relatively unchanged. In addition, the Election Committee believes that the role of Chairman entails a significantly higher workload, which justifies the slightly higher increase for the Chairman. The Election Committee proposes the fee per director compared with the preceding year as below:

- Fee for directors elected by the Annual General Meeting: SEK 440,000/director (preceding year SEK 400,000).
- Fee for Chairman of the Board: SEK 1,100,000 (preceding year SEK 900,000).

The following additional fees will be paid for committee work:

- Compensation Committee: SEK 90,000 (preceding year SEK 80,000) to each committee director (two members).
- Audit Committee: SEK 90,000 (preceding year SEK 80,000) to the Chairman of the Board.

Provided that the necessary tax prerequisites for invoicing exist and that doing so would not entail a cost for Bergman & Beving, directors shall be offered the opportunity to invoice their directors' fees through a Swedish wholly owned company or private business. If a director invoices his/her director's fee through a wholly owned company or private business, the fee is to be increased by an amount corresponding to the social security contributions and value added tax stipulated by law.

### **Election of a registered accounting firm and fees to auditors**

The Election Committee proposes re-election of the registered accounting firm Deloitte AB for the period until the end of the next Annual General Meeting.

Audit fees will be paid according to approved invoices.

### **Principles for the appointment of the Election Committee and the Election Committee's duties**

No change is proposed on the principles established at the 2024 Annual General Meeting for how to appoint the Election Committee or its assignments.

Stockholm, July 2025

Election Committee of Bergman & Beving AB