

The Nomination Committee's proposals and reasoned opinion for the 2023 Annual General Meeting

The Nomination Committee of Embellence Group AB (publ) ("**the Company**" or "**Embellence Group**"), comprising Ulf Gillberg (appointed by JCE Asset Management, also chairman of the Nomination Committee), Jerker Adeberg (appointed by an owner group comprising T-konsortiet AB, NQ Förvaltnings AB, and Jerker Adeberg Holding AB), Magnus Wärn (appointed by an owner group comprising Calyptra AB, Sundling Wärn Capital AB, AB Sergius, and AB Sergius Capital) and the Chairman of the Board of Directors Morten Falkenberg, hereby submits the following proposals:

- that attorney Eric Ehrencrona, from MAQS advokatbyrå, or whoever is proposed by the Nomination Committee if he is unavailable, is elected Chairman of the Annual General Meeting;
- that the number of members of the Board of Directors elected by the General Meeting shall be five without deputies;
- that the number of auditors shall be one with no deputies;
- that directors' fees shall be paid according to the following: SEK 500,000 to be paid to the chairman of the Board of Directors and SEK 250,000 each to the other members of the Board of Directors that are not employed by the Company or the group;
- that the fee to the auditor shall be paid in accordance with approved invoice by the Company;
- that the Board members Morten Falkenberg, Henrik Nyqvist, Karin Dennford and Christina Ståhl are re-elected as Board members and that Anneli Kansbod be elected as a new member of the Board for the period until the end of the next Annual General Meeting. It is noted that Paul Steene and Hanna Graflund Sleyman have declined re-election;
- that Morten Falkenberg is re-elected chairman of the Board of Directors for the period until the end of the next Annual General Meeting; and
- that the audit company Öhrlings PricewaterhouseCoopers AB is re-elected as auditor for the period up until the end of the next Annual General Meeting, with the request that Patrik Resebo acts as auditor in charge, in accordance with the Board of Directors' (which performs the tasks of the audit committee in full) recommendation.

The Nomination Committee proposes a minor amendment of the principles for appointing the Nomination Committee adopted by the Annual General Meeting held on 3 May 2022. The proposed adjustment entails that the within the framework of the Nomination Committee, the chairman of the Board of Directors' role will change from being a member of the Nomination Committee to instead being convenor and co-opted at the meetings of the Nomination Committee.

Information regarding the individuals proposed by the Nomination Committee for re-election is available on the Company's website and in the Company's 2022 Annual Report. Information on Anneli Kansbod is presented below.

Anneli Kansbod was born in 1973. Anneli Kansbod has an M.Sc. in Business and Economics from Uppsala University. Since May 2019, she has been CEO of Bemz AB. Her previous experience

includes such positions as head of the business area Gymgrossisten at Health and Sports Nutrition Group AB, CEO of Studentkortet i Sverige AB, Head of Business Development at Metro Nordic Sweden AB, Product Director at Mr Green Ltd, and Sales Manager Internet at Glocalnet Scandinavia AB.

Anneli Kansbod is a former Board member of Svensk Digital Handel, Jays Headphones AB, Studentkortet i Sverige AB, Svenska Klubbspel AB, and Kokillen AB.

Anneli Kansbod owns no shares in Embellence Group and is independent in relation to the Company's major shareholders as well as the Company and its executive management.

Nomination Committee's work and reasoned opinion

The Nomination Committee held four meetings ahead of the 2023 Annual General Meeting and also had informal contact on several occasions. Meetings were held with current and proposed Board members as well as with the chairman of the Board of Directors and the CEO. There was particular focus on the Board of Directors' composition and how the Board of Directors operates as a group and the Nomination Committee also discussed the evaluation of the Board of Directors' work. The Nomination Committee also evaluated the level of remuneration to the Board of Directors.

As a basis for its work, the Nomination Committee obtained a report from the chairman of the Board of Directors regarding the Board of Directors and its work. The size and composition of the Board of Directors, with regard to, *inter alia*, industry experience and qualifications, were discussed.

The Nomination Committee, in its work ahead of the Annual General Meeting, had the objective of ensuring that the Board of Directors in its entirety has the required competence and experience, primarily in regard to Embellence Group's operations and stage of development, as well as the ability to continue leading the Company in a successful manner. The Nomination Committee paid particular attention to the need for diversity and variety in terms of competence, experience, and background, in consideration of, *inter alia*, the Company's strategic development, governance and control. The Nomination Committee discussed diversity perspectives based on the understanding that they are essential to the Board of Directors' composition, with the aim being to achieve equal distribution between genders and an international background.

The Nomination Committee has resolved to propose re-election of all Board members except Hanna Graflund Sleyman and Paul Steene, who have declined re-election, and the election of Anneli Kansbod as a new Board member, for the period until the close of the next Annual General Meeting. The Nomination Committee finds that the addition of Anneli Kansbod will strengthen the Board of Directors' collective experience and expertise across a number of areas, including e-commerce and B2C sales. The Nomination Committee regards the proposed composition of the Board of Directors as balanced and well suited to overseeing the continued development of Embellence Group and that the proposed Board members complement each other well in terms of skills and experience. Accordingly, the Nomination Committee believes that the proposed five-member strong Board of Directors is in possession of the appropriate skills and commitment needed

to support Embellence Group's management in its continued delivery of long-term shareholder value creation.

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 Company's Board of Directors 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 the diversity policy and with regard to the objectives of that policy.

March 2023
Embellence Group AB (publ)
Nomination Committee