



*N.B. The English text is an unofficial translation.*

## **Instructions for the nomination committee in Asker Healthcare Group AB (publ)**

Adopted by the Annual General Meeting of Asker Healthcare Group AB (publ) (reg. no. 559184-9848) (the “**Company**”) held on 4 March 2025 and applies as of the date that the Company’s shares are admitted to trading on Nasdaq Stockholm.

### **1. Introduction**

1.1 The following principles for the composition and work of the nomination committee of the Company shall be in effect until the General Meeting resolves otherwise.

### **2. The composition of the nomination committee**

2.1 The nomination committee shall prior to the Annual General Meeting be composed of representatives of the three largest shareholders of the Company in terms of votes, who are registered in the share register maintained by Euroclear Sweden AB as of 31 August each year and the Chairman of the Board of Directors, who shall also convene the nomination committee to its first meeting. If any of the three largest shareholders in terms of votes, who are registered in the share register, does not exercise the right to appoint a member, the right to appoint a member shall pass to the next shareholder in line that does not already have the right to appoint a member to the nomination committee. The member who represents the largest shareholder in terms of votes shall be the Chairman of the nomination committee, unless the members agree otherwise.

2.2 The names of the members of the nomination committee shall be published on the Company’s website as soon as the nomination committee has been appointed, no later than six months prior to the forthcoming Annual General Meeting. If a member has been appointed by a specific shareholder, the name of the shareholder shall be disclosed. The nomination committee is appointed for a term of office that starts when its composition is announced and ends when the composition of a new nomination committee is announced.

2.3 If a change in the Company’s ownership structure occurs after 31 August, but before the date three months ahead of the forthcoming Annual General Meeting, and if a shareholder after this change has become one of the three largest shareholders in terms of votes, registered in the share register of the Company, that shareholder shall have the right to appoint a member to replace the member appointed by the shareholder who, after the change in the ownership structure, is no longer among the three largest shareholders in the Company in terms of votes. If the change in the Company’s ownership structure is only marginal, the shareholder that has become one of the three largest shareholders of the Company in terms of votes shall only have these rights provided that special conditions apply.

2.4 If a member leaves the nomination committee before its work is completed, or if a member is unable to fulfill his/her duties and the nomination committee finds it desirable to appoint a substituting member, the nomination committee shall invite the shareholder that appointed such member to appoint a new member within reasonable time, or, if such shareholder is no longer one of the largest shareholders in terms of votes, request that the next shareholder in line that has not already appointed or refrained from appointing a member of the nomination committee, appoints a new member. Changes to the composition of the nomination committee shall be announced as soon as they occur.

### **3. The nomination committee's duties**

3.1 The nomination committee shall perform its assignments in accordance with this instruction and applicable rules. The assignments include, among other things, to present proposals regarding:

- Chairman of the Annual General Meeting;
- number of Board members, composition of the Board of Directors and Chairman of the Board of Directors;
- remuneration to the Chairman and other Board members not employed by the Company, and compensation for committee work;
- external auditor or auditing firm (if applicable) and compensation to the external auditor or auditing firm (if applicable); and
- changes to the instruction for the nomination committee, if any.

3.2 In the event of an Extraordinary General Meeting, the nomination committee shall present proposals for the elections to take place at the meeting, where relevant.

3.3 The nomination committee's proposals shall be presented in the notice to the relevant general meeting and shall also be presented on the Company's website. In connection with the notice, the nomination committee shall also provide a statement on the Company's website explaining its proposals for Board members, pursuant to the requirements in the Swedish Corporate Governance Code. The statement shall also contain a short description of how the work of the nomination committee has been conducted.

3.4 At least one member of the nomination committee shall always attend the Annual General Meeting and present the reasons for the nomination committee's proposals (if any).

### **4. Remuneration to the nomination committee**

4.1 No remuneration shall be paid to members of the nomination committee. The Company shall however cover all reasonable expenses that are required for the work of the nomination committee.