

Proposals and motivated statement from the Nomination Committee of Asker Healthcare Group AB (publ) ahead of the Annual General Meeting 2026

Background

The Nomination Committee ahead of the Annual General Meeting 2026 consists of Johan Hesser, Interogo Long-Term Equity, Patrik Jönsson, SEB Funds AB, Richard Torgerson, Nordea Funds and Håkan Björklund, Chair of the Board of Directors of Asker Healthcare Group AB (“Asker” or the “Company”). Johan Hesser has been elected Chair of the Nomination Committee. The names of the members of the Nomination Committee were announced on 29 September 2025.

All members of the Nomination Committee are independent in relation to the Company and the Company’s management and all members of the Nomination Committee, except Johan Hesser, are independent in relation to the Company’s major shareholders.

The Nomination Committee’s proposals

The Nomination Committee submits the following proposals for the Annual General Meeting 2026:

- The Board of Directors shall consist of six board members without deputy board members.
- Re-election of the following board members:
 - Birgitta Stymne Göransson,
 - Karl Petersson,
 - Mikael Vinje, and
 - Nina Linander
- Election of Mikael Stöhr and Joachim Zetterlund as new board members.
- Mikael Stöhr shall be elected as Chair of the Board of Directors.
- Board fees shall be paid as follows:
 - SEK 1,000,000 to the Chair of the Board of Directors,
 - SEK 430,000 to each other member of the Board of Directors,
 - SEK 200,000 to the Chair of the Audit Committee,
 - SEK 100,000 to each other member of the Audit Committee,
 - SEK 100,000 to the Chair of the Remuneration Committee, and
 - SEK 60,000 to each other member of the Remuneration Committee.
- Ernst & Young AB shall be re-elected for the period until the end of the next Annual General Meeting and the fee to the auditor shall be paid in accordance with approved invoices.
- New principles for appointing the Nomination Committee as set out in [Appendix 1](#) shall be adopted.

- Amanda Knutsson, member of the Swedish Bar Association, from Advokatfirman Vinge, or in case she has an impediment, the person assigned by the Nomination Committee instead, shall be elected as chairperson of the Annual General Meeting.

Motivated Statement

The Nomination Committee's work began at the inaugural meeting with a review of the tasks incumbent upon the Nomination Committee in accordance with the Swedish Corporate Governance Code (the "Code") and the instructions for the Nomination Committee adopted by the Annual General Meeting 2025. An Extraordinary General Meeting elected, Karl Petersson as new board member in December 2025, replacing Anders Nyman who had informed the Nomination Committee of his intention to resign from the Board of Directors.

Prior to presenting its proposal to the Annual General Meeting, the Nomination Committee has discussed the number of board members and the composition of the Board of Directors, and assessed the skills and experience required of Asker's board members, taking into account Asker's activities, stage of development and other circumstances. The Nomination Committee has held four meetings upon which minutes were held, interviewed members of the Board of Directors and Asker's CEO, Johan Falk, and in between maintained an ongoing dialogue. The Nomination Committee has a positive impression of the Board of Directors' work during 2025.

The Nomination Committee has emphasised that the composition of the Board of Directors should be such that the members complement each other with their respective backgrounds, experience and expertise in a way that enables the Board of Directors to contribute to the positive development of Asker. The Nomination Committee has evaluated each board member's ability to devote necessary time and commitment to the board assignment and the Nomination Committee notes that all board members have high meeting attendance and that they are well prepared and engaged at the meetings. The Nomination Committee has also evaluated the need for diversity within the Board of Directors in terms of age, gender and cultural/geographic background. In this regard, the Nomination Committee has applied Rule 4.1 of the Code as its diversity policy.

Based on its evaluation, the Nomination Committee has concluded that the Board of Directors should continue to consist of six board members without deputies.

As disclosed in a press release on 24 February 2026, Asker's current Chair of the Board, Håkan Björklund, has declined re-election due to a desire to reduce the number of assignments. Board member Martin Lagerblad has also declined re-election. The Nomination Committee proposes that Mikael Stöhr is elected as new Chair and member of the Board of Directors, and that Joachim Zetterlund is elected as new member of the Board of Directors at the Annual General Meeting. Mikael Stöhr and Joachim Zetterlund have extensive experience from both board work and operational roles in various industries.

- Mikael Stöhr, born in 1970, LL.M. from Lund University, is currently Chair of the Board of Coor and Hjo Installation and Board member of Werksta Group. He has board experience from several companies, including Ambea and SJ. Mikael also has many years of

experience in leading companies, including as CEO of Coor, Consolis Group, Green Cargo and AxIndustries. Mikael Stöhr is independent in relation to the Company, the Group Management and the Company's major shareholders. Neither Mikael Stöhr, nor any related parties to him, hold any shares in Asker.

- Joachim Zetterlund, born in 1963, education in advanced marketing at IHM, is currently a Board member of Allurity, Soltech Energy Sweden, iLOQ and FörlagsSystem JAL and has broad experience of leading several companies in various industries. Joachim Zetterlund is independent in relation to the Company, the Group Management and the Company's major shareholders. Neither Joachim Zetterlund, nor any related parties to him, hold any shares in Asker.

Furthermore, the Nomination Committee proposes re-election of the other Board members Birgitta Stymne Göransson, Karl Petersson, Mikael Vinje and Nina Linander.

The proposal entails that, in the opinion of the Nomination Committee, the composition of Asker's Board of Directors continues to meet the requirements for independent members set out in the Code.

Information regarding existing board members is available on the Company's website, www.asker.com.

The Nomination Committee has also reviewed the structure and level of the board's remuneration. It is important that the remuneration is competitive to ensure that Asker can attract and retain board members with relevant competence and experience. Against this background, the Nomination Committee propose an increase in the board fees to bring them broadly in line with the levels of comparable listed companies. For the same reason, the Nomination Committee propose an increase in fees for Audit Committee.

Further, the Nomination Committee has been provided with the Audit Committee's and the Board of Directors' evaluation of the work with the Company's auditor, whereby it has been established that the work with the Company's current auditor is well functioning.

Lastly, the Nomination Committee has evaluated the principles for appointing the Nomination Committee and proposes that new principles be adopted in accordance with Appendix 1. The change compared to the previous principles is a notification requirement upon ownership changes resulting in a position in the Nomination Committee.