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**THE NOMINATION COMMITTEE'S MOTIVATED OPINION AND
INFORMATION ON THE PROPOSED BOARD MEMBERS TO THE
2025 ANNUAL GENERAL MEETING**

The Nomination Committee's motivated opinion regarding its proposal for election of the Board

The Nomination Committee of Nelly Group AB (publ)

In accordance with the instruction for the Nomination Committee adopted by the 2024 Annual General Meeting, a Nomination Committee has been convened comprising members appointed by Nelly's largest shareholders as of the last trading day in September 2024. The Nomination Committee comprises Axel Westphalen, appointed by Rite Ventures, Stefan Palm, appointed by ettfemsju själ AB, and Alexander Antas, appointed by Mandatum Life Insurance Company. Axel Westphalen has been appointed Chair of the Nomination Committee.

The Nomination Committee's proposal for election of the Board

The Nomination Committee proposes:

- That the Board shall consist of six (6) members.
- Re-election of all current Board members except for Daniel Hörnqvist and Axel Westphalen, that have declined re-election.
- Election of Lars Axelsson and Mikaela Willman as new Board members.
- Re-election of Ebba Ljungerud as Chair of the Board.

The Nomination Committee's proposal is thus that the following persons are elected to the Board of Nelly for the period until the end of the next Annual General Meeting:

- Ebba Ljungerud, Chair of the Board
- Stefan Palm
- Josephine Salenstedt
- Lennart Sparud
- Lars Axelsson
- Mikaela Willman

The Nomination Committee's work

The Nomination Committee has held a number of meetings, with additional contact between meetings. The Nomination Committee has also been provided with an external review of the Board and its members, presented to the Committee by the Chair of the Board, as well as conducted interviews with the members of the Board. In its assessment of the degree to which the proposed Board meets the requirements placed on it, the Committee has reviewed the Board members' ability to dedicate the time and commitment required for the Board work, as well as the balance and diversity of Board members' experience from different areas relevant to Nelly's strategic direction.

The Nomination Committee's motivated opinion regarding its proposal for election of the Board

The Nomination Committee proposes re-election of all Board members except for Daniel Hörnqvist and Axel Westphalen, that have declined re-election, as well as new election of Lars Axelsson and Mikaela Willman. The Nomination Committee believes that Lars Axelsson and Mikaela Willman will contribute valuable experience and perspectives in areas of strategic importance to Nelly, particularly through their solid background in the fashion industry and their expertise in business development, e-commerce and digital growth.

Lars Axelsson is COO of STC Training Club. He has over 20 years of experience with multinational companies such as H&M, where he served as Head of Merchandising and held various global positions, including Operating Officer at Arket and Sales Officer at & Other Stories. He has also worked in

business development. Lars holds a Bachelor's degree in business administration from Bond University in Australia and has studied finance and IT at IHM Business School in Gothenburg.

Mikaela Willman is an Investment Manager working with Rite Ventures. She previously served as Chief of Staff and Board member of Cardo Health AB, worked as an Engagement Manager at McKinsey & Co, and led business development for H&M's e-commerce division. Mikaela holds a Bachelor's degree in international business from the University of Warwick.

The Nomination Committee is of the opinion that the proposed Board is balanced and has the strategic, operational and financial expertise and perspective required to further develop Nelly's platforms as well as to benefit from changing consumer behaviours and growth opportunities in the fashion industry. The Board further has extensive experience in leading consumer-oriented companies and, through an improved customer experience, create conditions for profitability and growth as well as implementing the result-focused and cost-efficient transformation processes required to support Nelly's management in creating value for the shareholders. The proposed Board composition will thus constitute an important support to Nelly's management in the implementation of the company's profitability and growth strategy.

In its work, the Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. Accordingly, the Nomination Committee has in particular considered the importance of an increased diversity in the Board, including gender, age and nationality, as well as experiences, professional backgrounds and business disciplines. The Nomination Committee believes the composition of the proposed Board is fit-for-purpose in respect of the various dimensions of diversity and will continue to pursue a high degree of diversity and gender balance in its efforts to compose the most capable Board.

Statement on independence

The Nomination Committee has evaluated each Board member's independence and has found that the proposed Board is in compliance with the Swedish Corporate Governance Code's requirements on independence.

Statement on the Nomination Committee's proposal for election of auditor

The Nomination Committee proposes, in accordance with the recommendation of the Audit Committee, that the registered accounting firm Öhrlings PricewaterhouseCoopers AB (PwC) is elected as new auditor for the period until the end of the next Annual General Meeting. Ahead of the 2025 Annual General Meeting, the Board's Audit Committee has conducted a structured procurement process. Following a comprehensive assessment, taking into account the outcome of the selection process and an analysis of the applied criteria (industry and stock market experience, composition of the audit team, specialist expertise, references from engagements/individuals, personal chemistry/relationships, commitment to the assignment, corporate culture and values, audit philosophy and scope of the service, fee levels, and the conduct of the selection process), the Audit Committee has decided to recommend that PwC be appointed as auditor at the 2025 Annual General Meeting. PwC has informed Nelly that the authorised public accountant Mattias Palmqvist will be appointed as auditor in charge if PwC is elected as auditor.

April 2025

THE NOMINATION COMMITTEE

Nelly Group AB (publ)

Information on the proposed members of the Board

Ebba Ljungerud

Chair of the Board
Swedish citizen
Born 1972

Ebba Ljungerud was elected as Chair of the Nelly Board in 2023. Ebba Ljungerud is Chair of the Board of Canucci AB and Board member of Enad Global 7 AB (publ). Ebba also serves as acting CEO and President as well as Board member of RugVista Group AB (publ). Previously, she was the CEO of Paradox Interactive AB (publ), a Swedish listed gaming company, and held several executive roles at Kindred Group PLC and Betsson AB (publ). Additionally, she was a Board member of Paradox Interactive AB (publ) and Bingo.com Ltd. Ebba holds a degree in economics from Lund University.

Independent of the company, the executive management and of major shareholders.

Shareholding (including closely related persons): 121,667 shares.

Stefan Palm

Board member
Swedish citizen
Born 1970

Stefan Palm was elected as Board member of Nelly in 2022. Stefan Palm has over 30 years of experience in the fashion and textile industries and is founder, Board member and CEO of Lager 157.

Independent of the company and the executive management, not of major shareholders.

Shareholding (including closely related persons): 5,106,605 shares.

Josephine Salenstedt

Board member
Swedish citizen
Born 1984

Josephine Salenstedt was elected as Board member of Nelly in 2020. Josephine is Managing partner and Board member of Rite Ventures, has assignments as Board member of CDON AB and Söder Sportfiske AB. Her previous positions include Chair of the Board of Skincity and Board member of Paradox Interactive AB. Josephine has a degree in business administration from the Stockholm School of Economics.

Independent of the company and the executive management, not of major shareholders.

Shareholding (including closely related persons): Rite Ventures holds 10,381,570 shares.

Lennart Sparud

Board member
Swedish citizen
Born 1969

Lennart Sparud was elected as Board member of Nelly in 2023. Lennart is the CFO at Hjo Installation AB. Lennart is also Board member of SETEK Group AB and Spencer Invest AB. He has previously served as a Board member of Alelion Energy Systems AB (publ) and CFO for, among others, Hexatronic Group AB (publ), Thunderful Group AB (publ), Salinity Group AB, Vagabond International Aktiebolag and Profura AB. Lennart holds a bachelor's degree in economics and law from Gothenburg University.

Independent of the company, the executive management and of major shareholders.

Shareholding (including closely related persons): 6,488 shares.

Lars Axelsson

Proposed new board member
Swedish citizen
Born 1979

Lars Axelsson is COO of STC Training Club. He has over 20 years of experience with multinational companies such as H&M, where he served as Head of Merchandising and held various global positions, including Operating Officer at Arket and Sales Officer at & Other Stories. He has also worked in business development. Lars holds a Bachelor's degree in business administration from Bond University in Australia and has studied finance and IT at IHM Business School in Gothenburg.

Independent of the company, the executive management and of major shareholders.

Shareholding (including closely related persons): -

Mikaela Willman

Proposed new board member
Swedish citizen
Born 1989

Mikaela Willman is an Investment Manager working with Rite Ventures. She previously served as Chief of Staff and Board member of Cardo Health AB, worked as an Engagement Manager at McKinsey & Co, and led business development for H&M's e-commerce division. Mikaela holds a Bachelor's degree in international business from the University of Warwick.

Independent of the company and the executive management, not of major shareholders.

Shareholding (including closely related persons): Rite Ventures holds 10,381,570 shares.