To the Board of Directors of BioGaia AB (publ)

The Nomination Committee's proposal and reasoned statement to the Annual General Meeting 2026

The Nomination Committee of BioGaia AB (publ) ("**BioGaia**" or the "**Company**") hereby submits the following proposals and information to the 2026 Annual General Meeting.

Description of the Nomination Committee's work ahead of the 2026 Annual General Meeting

The composition of the Nomination Committee was announced by BioGaia on July 9, 2025, based on ownership as per June 30, 2025.

The Nomination Committee consists of the following members[1]:

- Alexander Kahane, Chairman of the Nomination Committee, appointed by the largest shareholder Anatom Holding AG
- Jannis Kitsakis, appointed by AP4
- Thomas Brown, appointed by Premier Miton Investors
- Mauricio Graber, in his capacity as Chairman of the Board of Directors of BioGaia.

During the year, the Nomination Committee has performed the tasks incumbent on the Nomination Committee in accordance with the Swedish Code of Corporate Governance (the "**Code**") and in accordance with the instructions for the Nomination Committee as resolved by the Annual General Meeting 2025.

Since its formation in July 2025, the Nomination Committee has held a number of meetings and check-ins, conducted interviews with all board members and also had contacts via e-mail. All decisions have been unanimous.

The Chairman of the Board has presented to the Nomination Committee the process applied in the Company in connection with the annual evaluation of the Board of Directors and has reported the results of the same. The Nomination Committee has also met with all Board members to gain a better understanding of the work of the Board of Directors of BioGaia. In addition, the Nomination Committee has interviewed the proposed new member. The Nomination Committee has also taken note of the Audit Committee's recommendation regarding the external auditor.

The Nomination Committee has analyzed the competence needs of the Board in light of, among other things, the Company's stage of development and strategy. On the basis of the above, the Nomination Committee has evaluated the competence and experience required of BioGaia's Board members and applied Rule 4.1 of the Code, i.e. that the Board of Directors shall have a composition that is appropriate with regard to the Company's operations, stage of development and the situation in general, characterized

[1] Julie Gaskjenn, appointed by Cargill Inc., was originally a member of the Nomination Committee but resigned due to changes in ownership in the fall of 2025.

by versatility and breadth in terms of the competence, experience and background of the Board members elected by the Annual General Meeting, and has attached particular importance to striving for an even gender distribution.

The Nomination Committee has not received any proposals from shareholders.

In order to assess the reasonableness and competitiveness of the remuneration of the Board of Directors, benchmarks have been made with remuneration to the Board of Directors of companies of comparable size and complexity.

Proposal and reasoned statement regarding election of new Board of Directors and proposal regarding fees

Election of the Board of Directors

Outi Armstrong and Bénédicte Flambard have each declared that they are not available for re-election due to other commitments. All other members of the Board of Directors have declared that they are available for re-election.

The Nomination Committee proposes re-election of the Board members Mauricio Graber, David Dangoor, Barbro Fridén, Anthon Jahreskog and Vanessa Rothschild. The Nomination Committee proposes the election of Amy Byrick as a new member.

The Nomination Committee also proposes that Mauricio Graber be re-elected as Chairman of the Board for the coming year and that David Dangoor be re-elected as Vice Chairman for the same period.

The Nomination Committee's proposal thus means that the Board of Directors during the coming term of office shall be reduced to six (6) members elected by the Annual General Meeting without deputies. According to the Articles of Association, the Board of Directors shall consist of a minimum of five and a maximum of nine members elected by the Annual General Meeting.

Information about the proposed Board members for re-election is available on the Company's website www.biogaiagroup.com/investors/corporate-governance/board-of-directors.

Amy Byrick (born 1974) holds a Bachelor of Science degree in Engineering from Queen's University and an MBA from INSEAD. She has a strong strategic and commercial background with extensive leadership experience in the global biosolutions sector. Among other things, she was previously EVP of Human Health Biosolutions at Novonesis, where she led and managed complex and global P&L in several major growth markets. In addition, Amy is a member of the Board of Directors of Jungbunzlauer Holding AG. Her combination of technical foundation, international business skills and practical operational leadership positions her well to contribute to the Board's work to drive the execution of the Company's strategic agenda.

The Nomination Committee works on the basis that the need for stability and continuity in the work of the Board shall be balanced against the need for renewal in order to create the best conditions for a well-functioning Board work in the long term. The Nomination Committee's proposal aims to further strengthen the Board's collective expertise and experience. The Nomination Committee believes that the proposed Board of Directors has an appropriate composition and size with regard to the Company's operations, stage of development and the situation in general.

Based on the Nomination Committee's proposal, the Board will be appropriately composed with regard to size, breadth and diversity in competence, age, gender, background and relevant business experience, including sustainability, and will meet the Board's requirements for addressing the Company's future challenges. The Nomination Committee has applied Rule 4.1 of the Code as its diversity policy and considers the proposal consistent with it. It has also assessed that each Board member has sufficient time and commitment to the Board's work.

Of the proposed Board members elected by the Annual General Meeting, three are women and three are men, which fulfils the Code's requirements that an even gender distribution shall be sought. It is further noted that the Nomination Committee has assessed that the proposed Board of Directors meets applicable requirements for independence.

In accordance with the requirements set out in the Code regarding independence, Mauricio Graber is not independent in relation to Anatom Holding AG, which is the largest shareholder in the Company, but independent in relation to the Company and its management. The other proposed Board members are independent in regard to the Company, its management as well as larger shareholders.

Proposal for fees

The Nomination Committee has thoroughly evaluated the level of Board fees in order to ensure that they enable the recruitment and retention of high-quality individuals while being reasonable in comparison to other global biotech companies of comparable size and complexity. Based on this, the Nomination Committee has come to the conclusion that a market adjustment is necessary and that an increase in the fee in accordance with the above is reasonable, well-justified and in BioGaia's best interest.

The Nomination Committee proposes a fee of SEK 1,500,000 (previously SEK 950,000) to the Chairman of the Board, SEK 1,000,000 (previously SEK 530,000) to the Vice Chairman of the Board and SEK 500,000 (previously SEK 302,000) to each of the other Board members elected by the Annual General Meeting.

For members of the Audit Committee, a fee of SEK 150,000 (previously SEK 142,000) is proposed to the Chairman and SEK 100,000 (previously SEK 71,000) to each of the other members of the Committee.

For members of the Remuneration Committee, a fee of SEK 100,000 (previously SEK 52,000) is proposed to the Chairman and SEK 50,000 (previously SEK 26,000) to each of the other members of the Committee.

In addition to the ordinary fees as set out above, the Nomination Committee proposes that remuneration of SEK 20,000 for each physical Board meeting shall be paid to the Board members who are not domiciled in Sweden. In addition, the members of the Board of Directors may be entitled to compensation for reasonable travel expenses for their participation in the work of the Board of Directors and committee work.

In addition to the proposals for the Board of Directors and Board fees, the Nomination Committee proposes the following:

- that attorney Mikael Smedeby, Advokatfirman Lindahl, is elected Chairman of the Annual General Meeting;
- that Deloitte AB is re-elected as auditor, for the period until the end of the 2027 Annual General Meeting. The Audit Committee's recommendation regarding the election of auditor is in accordance with the Nomination Committee's proposal. The Nomination Committee proposes that fees to the auditor be paid in accordance with approved invoices;
- that no fees shall be paid to the Nomination Committee, but the Company shall be responsible for reasonable costs deemed necessary by the Nomination Committee in order for the Nomination Committee to be able to fulfil its assignment; and
- that the following principles shall apply to the convening of the Nomination Committee for the 2027 Annual General Meeting.

The Chairman of the Board shall convene the four largest shareholders in the Company in terms of voting rights, who may each appoint one member who, together with the Chairman of the Board, shall constitute the Nomination Committee. The ownership structure as of 30 June 2026 shall determine which are the largest shareholders in terms of voting rights. The member appointed by the largest shareholder in the Nomination Committee in terms of voting rights at this time shall be the *Chairman of the Nomination Committee. If any of the four largest shareholders waives its right to appoint a member to the Nomination Committee, the next shareholder in order of size shall be given the opportunity to appoint a member to the Nomination Committee. The names of the four members shall be announced as soon as they are appointed, but no later than six months before the 2027 Annual General Meeting. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed.*

If the shareholder appointed by the member is no longer one of the four largest shareholders in terms of voting rights, such a member may, if the Nomination Committee finds it appropriate, be dismissed and a member of the shareholder who is next in line in terms of voting rights may be given the opportunity to take his or her place. If an appointed member of the Nomination Committee resigns from the Nomination Committee for any other reason, the shareholder who appointed the member in question shall have the right to appoint a new member of the Nomination Committee. If

the shareholder refrains from appointing a new member, the Nomination Committee shall, if it deems it appropriate with regard to the remaining term of office, ask the shareholder who is next in line in terms of the number of votes if he wishes to appoint a member of the Nomination Committee.

No remuneration shall be paid to the members of the Nomination Committee. Any expenses for the work of the Nomination Committee shall be borne by the Company.

The Nomination Committee shall prepare proposals on the following issues to be submitted to the Annual General Meeting 2027 for resolution:

a) proposal for Chairman of the Annual General Meeting;
b) proposal for the number of Board members;
c) proposal for members of the Board of Directors;
d) proposal for Chairman of the Board and Vice Chairman, if any;
e) proposal for remuneration to the Board of Directors;
f) proposal for auditor;
g) proposal for auditor's fees; and
h) proposal regarding the Nomination Committee for the 2028 Annual General Meeting

The Nomination Committee's proposal has been decided unanimously. Mauricio Graber has not participated in the decisions that concern him personally.

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Stockholm in March 2026

Alexander Kahane

Jannis Kitsakis

Thomas Brown

Mauricio Graber