

Remuneration Report 2023

Introduction

This remuneration report provides an overview of how the guidelines for remuneration to senior executives of Pandox, adopted by the annual general meeting 2020, have been applied in 2023. The report also contains information on remuneration to the CEO. In addition, the report contains a summary of Pandox's outstanding incentive programs. The report has been prepared in accordance with the Swedish Companies Act and the Swedish Corporate Governance Board's *Rules on Remuneration to Senior Executives and on Incentive Programs*.

Further information on remuneration to senior executives can be found in Note C7 (Salaries, other remuneration and social security costs) on pages 148-150 in the Annual Report 2023. Information about the work of the Remuneration Committee in 2023 can be found in the Corporate Governance Report on pages 71-77 in the Annual Report for 2023.

Remuneration to board of directors are not included in this report. Such remuneration is decided annually by the Annual General Meeting and is reported in Note C7 on page 148 in the Annual Report for 2023.

Developments in 2023

The company's overall results in 2023

The CEO summarises the company's overall results in her report on pages 10-12 of the Annual Report 2023.

The Company's remuneration guidelines: scope, purpose, and deviations

A prerequisite for a long-term successful and sustainable implementation of the company's business strategy is that the company can recruit and retain qualified employees. For this, it is necessary that the company offers competitive remuneration. Pandox's remuneration guidelines enable senior executives to be offered a competitive total remuneration.

According to Pandox's remuneration guidelines, remuneration shall be on market terms and may consist of the following components: fixed cash salary, short-term variable cash remuneration, cash-based incentive programs, pension benefits and other benefits. The remuneration guidelines, adopted by the 2020 Annual General Meeting, can be found on page 149 in the Annual Report for 2023.

In 2023, the Company complied with the applicable remuneration guidelines. No deviations from the guidelines have been made and no deviations have been made from the decision-making process that the guidelines stipulate shall apply to determine the remuneration. The auditor's statement on the company's compliance with the guidelines is available on the company's website <https://www.pandox.se/sv/bolagsstyrning/bolagsstamma/arsstamma-2024/>. No compensation has been recovered. In addition to the remuneration covered by the remuneration guidelines, Pandox's annual general meeting has, in addition to remuneration to the board of directors, also resolved on long-term share-based incentive programs. However, no such share-based incentive program is currently underway.

Total remuneration to the CEO (SEK million) *

Executive's name, position	Fiscal year	1		2		3	4	5	6
		Fixed remuneration		Variable remuneration					
		Base salary	Other benefits	Annual	Perennial				
Liia Nõu, CEO	2023	6,8	0	2,6	0,3	0	2,4	12,1	70/30 (%)

* With the exception of Multi-year variable remuneration, the table presents remuneration for the year 2023. Multi-year variable remuneration is reported to the extent that it has been subject to vesting in 2023 and has been vested in that sense. This applies regardless of whether payment has been made in the same year.

Outstanding incentive programs

During the financial year 2023, Pandox had an outstanding incentive program for senior executives in the form of a continuous, ongoing, performance- and cash-based incentive program based on predetermined and measurable financial and non-financial criteria.

Performance of the CEO during the financial year: variable cash remuneration

The performance criteria for the CEO's variable remuneration have been chosen to execute the company's strategy and to encourage actions that are in the company's long-term interest. The selection of performance criteria has taken into account the strategic targets and short- and long-term business priorities for 2023. The non-financial performance criteria also contribute to alignment with sustainability and the company's values.

Executive's name, position	1 Description of criteria related to the remuneration component	2 Relative weighting of performance criteria	3 (a) measured performance, and b) Actual allotment/compensation outcome	
			Liia Nõu, CEO*	Net profit for the year
	Personal goals	50%	a) 90 % b) 1,3*	

* One-year variable remuneration is reported to the extent that it has been vested in 2023 and has been vested in that sense. This applies regardless of whether payment has been made in the same year.

Changes in remuneration and the company's earnings during the last five reported financial years (RR)

	RR 2020	RR 2021	RR 2022	RR 2023
Remuneration to the CEO	SEK 13.5 million	SEK 8.6 million *	SEK 13.9 million	SEK 12.1 million
Net profit for the year	SEK -1,408 million	SEK 609 million	SEK 4,204 million	MSEK -580
Average remuneration based on the number of full-time equivalent employees** in the parent company	SEK 0.9 million	SEK 0.9 million	SEK 1.0 million	SEK 0.9 million

* Refers to the total remuneration paid to Anders Nissen for the period from 1 January 2021 to 31 May 2021 and to Liia Nõu from 23 August 2021 to 31 December 2021. The amount does not include payment of Multi-Year Variable Remuneration to Anders Nissen of SEK 22 million, as described in the Remuneration Report for 2021.

** Excluding members of Group Management.