

**N.B. This English text is an unofficial translation of the Swedish original and in case of any discrepancies between the Swedish and the English translation, the Swedish text shall prevail.**

## **Guidelines for determining remuneration and other terms of employment for the Board of Directors and senior executives**

### **Background**

Scandinavian Astor Group AB (publ) ("the Company" or "Astor Group") has no guidelines for the remuneration of senior executives adopted by the general meeting, as the Company was listed on a regulated market in December 2025. Pursuant to Chapter 8, Sections 53a and 53b of the Companies Act (2005:551), the Board of Directors shall prepare a proposal for the Annual General Meeting regarding guidelines for salaries and other remuneration for Board members, the Chief Executive Officer and the Deputy Chief Executive Officer. The guidelines shall apply until further notice, from the date of the General Meeting's resolution on them. The Board shall prepare a proposal for new guidelines on remuneration when there is a need for significant changes to the guidelines, but at least every four years. The guidelines do not cover remuneration decided by the Annual General Meeting, such as Board fees and share-based incentive schemes

If the Annual General Meeting does not resolve on guidelines in accordance with the proposal, the Board of Directors shall submit a new proposal no later than the next Annual General Meeting. In such a case, remuneration shall be paid in accordance with the previously applicable guidelines or, if none exist, in accordance with the Company's practice.

In light of the above and with a view to ensuring that the Company complies with the requirements of the Companies Act and good stock market practice, the Board hereby submits the following proposal for a resolution on guidelines for remuneration to the Board and senior executives for adoption by the 2026 Annual General Meeting.

### **Principles governing remuneration for senior executives**

These guidelines shall apply to remuneration for senior executives and board members of the Company agreed upon after the 2026 Annual General Meeting, as well as to changes to remuneration already agreed upon that are made after that Annual General Meeting, but no later than the 2030 Annual General Meeting. The term 'senior executives' refers to the Group Management. With regard to employment relationships governed by rules other than Swedish law, as far as pension benefits and other benefits are concerned, appropriate adjustments may be made to comply with mandatory such rules or established local practice, in which case the overall objectives of these guidelines shall be met as far as possible.

### **The guidelines' promotion of the Company's business strategy, long-term interests and sustainability**

The successful implementation of the Company's business strategy and the safeguarding of its long-term interests, including its sustainability, depend on Astor Group's ability to recruit and retain qualified staff. This requires the Company to be able to offer competitive total remuneration, which these guidelines facilitate. Total remuneration shall be market-based and competitive, and commensurate with responsibilities and authority.

### **The forms of compensation, etc.**

Remuneration shall be in line with market rates and consist of the following components: a fixed salary, any variable remuneration as agreed separately, a pension and other benefits. In addition – and irrespective of these guidelines – the Annual General Meeting may decide on, for example, share-based and share-price-related remuneration.

### **Fixed salary**

The fixed salary shall consist of a fixed cash salary and shall be reviewed annually on a competitive basis. The fixed salary shall be competitive and reflect the demands of the role in terms of skills,

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responsibilities, complexity and the extent to which it contributes to achieving business objectives. The fixed salary shall also reflect the performance achieved by the executive and shall therefore be individual and differentiated.

## **Variable remuneration**

In addition to fixed remuneration, the Chief Executive Officer and other senior executives may, from time to time and subject to a separate agreement, receive variable remuneration upon fulfilment of agreed criteria. Any variable remuneration may consist of an annual cash payment and may not exceed 50 per cent of the fixed annual remuneration. To avoid excessive risk-taking, there must be a fundamental balance between fixed and variable remuneration. The fixed remuneration must account for a sufficiently large proportion of the senior executive's total remuneration to allow the variable component to be reduced to zero. Variable remuneration shall be linked to one or more predetermined and measurable criteria established by the Board, which may be financial, such as the Group's and/or the executive's own area of responsibility's earnings growth, profitability and cash flow, or non-financial, such as sustainability, customer satisfaction and quality. By linking the remuneration of senior executives to the Company's results, these targets promote the implementation of the Company's business strategy, long-term value creation and competitiveness. The terms and basis for calculating variable remuneration shall be determined for each financial year.

Variable remuneration is settled in the year following the year in which it was earned. Once the assessment period for meeting the criteria for the payment of variable remuneration has ended, an assessment must be made of the extent to which the criteria have been met. The Board of Directors is responsible for the assessment regarding variable cash remuneration to the Chief Executive Officer and other senior executives, based on a proposal from the Remuneration Committee. With regard to financial targets, the assessment shall be based on the Company's most recently published financial information. The terms and conditions for variable remuneration shall be designed so that, in the event of exceptional financial circumstances, the Board has the option to limit or withhold payment of variable remuneration if such a measure is deemed reasonable. When designing variable remuneration for senior executives, the Board shall consider introducing provisions which (i) make the payment of a certain portion of such remuneration conditional upon the performance on which the vesting is based proving to be sustainable over time, and (ii) allow the Company to reclaim such remuneration paid on the basis of information that has subsequently proved to be manifestly incorrect. Additional variable cash remuneration may be paid in exceptional circumstances, provided that such exceptional arrangements are time-limited and are made only on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for exceptional work performed in addition to the individual's regular duties. Such remuneration may not exceed an amount equivalent to 20 per cent of the fixed annual salary and may not be paid more than once per year per individual. Decisions regarding such remuneration shall be taken by the Board of Directors on the recommendation of the Remuneration Committee.

## **Pension**

The Chief Executive Officer and other senior executives are covered by a defined-contribution pension scheme, whereby the size of the pension depends on the outcome of the pension insurance policies taken out. Contributions to the defined-contribution pension scheme shall not exceed 25 per cent of the fixed annual salary.

## **Other benefits**

Other benefits, which may include a Company car, travel allowances, supplementary health and medical insurance, and occupational health services, must be in line with market rates and constitute only a limited part of the total remuneration. Premiums and other costs relating to such benefits may in total amount to no more than 10 per cent of the fixed annual salary.

## **Terms and conditions regarding termination**

All senior executives must observe a notice period of up to six months if they resign of their own accord. In the event of termination by the Company, a notice period of up to six months shall apply. In the event of termination by the Company, senior executives may be entitled, in addition to salary and other employment benefits during the notice period, to a severance payment corresponding to a maximum of 6 months' fixed salary. The severance payment is not offset against other income. No severance pay shall be payable in the event of resignation. In addition to severance pay,

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compensation may be payable for any non-competition undertaking. Such compensation shall compensate for any loss of income and shall only be payable to the extent that the former executive is not entitled to severance pay. The compensation shall be based on the fixed salary at the time of termination and shall amount to a maximum of 50 per cent of the fixed salary at the time of termination, unless otherwise provided by mandatory collective agreement provisions, and shall be paid for the duration of the non-competition undertaking, which shall be for a maximum of 12 months following the termination of employment.

## **Salaries and terms of employment for employees**

In preparing the Board's proposal for these remuneration guidelines, the salaries and terms of employment for the Company's employees have been taken into account by including information on employees' total remuneration, the components of that remuneration, and the increase in remuneration and rates of increase over time have formed part of the Remuneration Committee's and the Board's basis for decision-making when assessing the reasonableness of the guidelines and the restrictions arising therefrom.

## **Preparation and decision-making process**

The Board has decided to establish a Remuneration Committee. The Committee's duties include, among other things, preparing principles for the remuneration of senior executives and the Board's decision on proposals for guidelines regarding the remuneration of senior executives. The Board shall draw up proposals for new guidelines at least every four years and submit the proposal for approval at the Annual General Meeting. The guidelines shall remain in force until new guidelines have been adopted by the Annual General Meeting. The Remuneration Committee shall also monitor and evaluate variable remuneration programmes for senior executives, the application of guidelines for remuneration of senior executives, and the current remuneration structures and remuneration levels within the Company. Remuneration for the Chief Executive Officer shall be decided by the Board following preparation and recommendation by the Remuneration Committee, within the framework of established remuneration principles. Remuneration for other senior executives shall be decided by the Remuneration Committee within the framework of established remuneration principles and following consultation with the Chief Executive Officer. When the Board or the Remuneration Committee considers and decides on remuneration-related matters, the Chief Executive Officer and other senior executives shall not be present, to the extent that they are affected by the matters.

## **Share-based incentive schemes approved by the Annual General Meeting**

The Board of Directors shall annually assess the need for share-based incentive schemes and, where appropriate, submit proposals for resolution to the Annual General Meeting. Decisions on any share- and share price-related incentive schemes aimed at senior executives shall be taken by the Annual General Meeting and contribute to long-term value growth. Senior executives shall be offered an incentive equivalent to that which would have been payable under a share- or share price-related incentive scheme, if such a programme were to prove impracticable in any senior executive's country of tax residence, or because, in the Company's assessment, such participation cannot be achieved at reasonable administrative costs or financial outlay. The cost and investment for the Company, as well as the incentive and financial outcome for such a senior executive, shall in all material respects correspond to the share- or share price-related incentive scheme under such circumstances.

## **Remuneration of Board members**

The remuneration of Board members is determined by the Annual General Meeting. However, additional remuneration may be paid for services provided by Board members to the Astor Group outside the scope of their duties as Board members. Such remuneration shall be in line with market rates and shall be governed by a consultancy agreement approved by the Board.

## **Deviations from the guidelines**

The Board of Directors may decide to deviate from the guidelines in whole or in part if, in a specific case, there are special reasons for doing so and such a deviation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As stated above, the Remuneration Committee's duties include preparing the Board's decisions on remuneration matters, which includes decisions to deviate from the guidelines. If the Board decides to deviate from the guidelines, this shall be reported at the next Annual General Meeting.