

# Remuneration report 2023

## Introduction

The report contains information about remuneration of the CEO and a summary of the company's outstanding share and share-price-related incentive programmes. The report was prepared in accordance with the Swedish Companies Act and the Swedish Corporate Governance Board's Rules on Remuneration of Executive Management and on Incentive Programmes.

Additional information about remuneration of senior executives is found in Note 27 of the 2023 Annual Report. The Board has appointed a Remuneration Committee consisting of Lars Nordstrand and Fredrik Carlsson. Information about the work of the Remuneration Committee in 2023 is presented in the corporate governance report on page 36 of the 2023 Annual Report.

Board fees are not included in this report. Such fees are resolved on annually by the Annual General Meeting and disclosed in Note 27 of the 2023 Annual Report.

## Key developments in 2023

The CEO summarises the company's overall performance in his statement on page 4 of the 2023 Annual report.

## The company's remuneration guidelines: scope, purpose and deviations

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company can recruit and retain qualified personnel. To this end, the company must offer competitive remuneration. The company's remuneration guidelines enable the company to offer senior executives competitive total remuneration. Under the remuneration guidelines, executive remuneration shall be on market terms and may consist of the following components: fixed cash salary, pension benefits and other benefits. No variable remuneration aside from the incentive programme is paid to senior executives.

The guidelines are available at <https://corporate.solidab.se/en/governance/remuneration-and-incentive-programmes/>. In 2023, the company followed the applicable remuneration guidelines adopted by the general meeting. No remuneration has been reclaimed.

The company has an ongoing long-term incentive programme for the company's CEO, other senior executives and key employees.

LTIP 2021 comprises a maximum of 440,000 warrants. On 31 December 2023, LTIP 2021 comprised a total of 280,000 warrants that nine (9) senior executives and key employees at the company had acquired from the company at the market price calculated according to the Black & Scholes formula. On the first allotment date, the warrant price is SEK 4.17 and each warrant carries entitlement to subscribe for one (1) share in Solid Försäkring at a subscription price of SEK 79.10 per share, which corresponds to 130 per cent of the volume-weighted average price according to Nasdaq Stockholm's official share price list for the company for a period of five trading days from the first day of trading of the company's shares on Nasdaq Stockholm. The risk-free rate amounted to 0.1634 per cent and the expected volatility to 25 per cent. If, when shares are subscribed for, the price paid for the company's shares when Nasdaq Stockholm closes on the trading day immediately preceding subscription exceeds 146.15 per cent of the subscription price, then the subscription price shall be increased by an amount corresponding to the amount of the aforementioned closing price that exceeds 146.15 per cent of the subscription price. Shares can be subscribed for using the warrants during the period from and including 3 March 2025 up to and including 30 May 2025.

The Annual General Meeting held on 26 April 2023 resolved to introduce a long-term performance-based incentive programme ("LTIP 2023") for selected persons in the management team and a key employee. LTIP 2023 extends over a period of a total of four (4) years where an amount is determined corresponding to the respective Participant's maximum value outcome prior to initial allocation ("Gross Performance Amount"). For the key employee (the company's actuary) the Gross Performance Amount corresponds to 70 per cent of the actuary's total fixed annual remuneration before tax (according to the salary level as of 1 January 2023) and for the other Participants, the Gross Performance Amount corresponds to 100 per cent of the respective Participant's total fixed annual remuneration before tax (according to the salary level as of 1 January 2023). The period for performance fulfilment extends over the 2023 financial year ("Performance Period") and when the end of the Performance Period has passed, the initial outcome for each Participant is determined based on the fulfilment of the goals within the framework of the respective Gross Performance Amount. The outcome partly consists of cash that is paid out to the Participants after the initial outcome has been determined at the end of the Performance Period, and partly conditional share rights ("Performance Shares"). The Performance Shares entitle the Participants to, after a qualification period of a total of three (3) years from the allotment of the Performance Shares (the "Qualification Period"), receive ordinary shares in the company free of charge. The distribution between cash and shares is 20/80, i.e., 20 per cent in cash and 80 per cent in shares. In January 2024, 75,282 Performance Shares were issued based on the average share price for the first ten trading days of January, which amounted to SEK 63.97.

## Total CEO remuneration 2023 (KSEK)

	Basic salary*	Variable remuneration One-year**	Variable remuneration Multi-year***	Other benefits****	Pension*****	Total remuneration	Proportion of fixed and variable remuneration*****
Marcus Tillberg, CEO	2,696	350	254	215	600	4,115	91/9

\*including holiday pay

\*\* refers to cash remuneration within the LTIP 2023 framework

\*\*\* refers to expensed but unallocated share-based remuneration within the LTIP 2023 framework

\*\*\*\* refers to company car benefit

\*\*\*\*\* pension costs that comprise a fixed premium are recognised as fixed remuneration

\*\*\*\*\* excluding expensed but unallocated share-based remuneration

## Share programme for the CEO

Primary terms for the share programme					Information about the reported financial year					
					Opening balance	During the year		Closing balance		
Name of the programme	Performance period	Allotment date	Vesting date	End of lock-up period	Shares at the beginning of the year	Allocated	Earned	Subject to performance conditions	Allocated but not vested at end of the year	Number subject to lock-up period
LTIP 2023	2023	2024	2026	2027	0	0	0	0	0	0

## Application of performance criteria

The CEO does not receive any variable remuneration except in LTIP 2023 and thus has no performance criteria linked to this.

Comparative information on the change of remuneration and company performance.

## Change of remuneration and company performance over the last five reported financial years (RFY) (KSEK)

	2019 vs 2018	2020 vs 2019	2021 vs 2020	2022 vs 2021	2023 vs 2022	2023
Marcus Tillberg, CEO	105 (+5%)	184 (+8%)	143** (6%)	586 **(+23%)	724 (+23%)	3861***
Operating profit before appropriations and tax	41,562 (+50%)	-4,831 (-4%)	30,761 (+26%)	-12,165 (-8%)	80,576 (+58%)	219,776
Average remuneration on a full time equivalent basis of employees**	-24 (-5%)	14 (+3%)	35 (+7%)	-30 (-6%)	52 (+10%)	563*

\*\* excluding remuneration of CEO and Board

\*\*\* excluding transaction bonus (KSEK 850) 2021

\*\*\*\* excluding expensed but unallocated share-based remuneration

## Warrant-based incentive programme for the CEO

Primary terms				Information about the reported financial year			
				Opening balance	During the year		Closing balance
Name of the programme	Option premium	Allotment date	Subscription period	Warrants at the beginning of the year	Allocated warrants	Exercised warrants	Allocated and outstanding warrants at the end of the year
LTIP 2021	SEK 4.17	7 Dec 2021	3 May 2025 - 30 May 2025	80,000	0	0	80,000