



*N.B. The English text is an unofficial translation.*

## **The Board of Directors' proposal for remuneration guidelines and other employment terms for senior executives**

### **1. Scope of the guidelines**

The remuneration guidelines cover salary and other remuneration for the CEO and other senior executives of Asker Healthcare Group AB (publ) (the "**Company**").<sup>1</sup> The guidelines are to be applied on remuneration agreed after the annual general meeting held on 4 March 2025 has resolved to adopt the guidelines, as well as on changes to remuneration previously agreed. The guidelines do not cover remuneration approved by a general meeting.

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

The purpose of the guidelines is to provide a structure that adapts the remuneration to the Company's strategy, long-term objectives and sustainability. The Company's business strategy to drive continued organic and sustainable growth by acquiring and developing local companies providing medical products and solutions across the European healthcare market, requires the Company to attract, incentivize and retain highly skilled and dedicated key employees. The guidelines must therefore enable appropriate and competitive remuneration to senior executives of the Company. The Company aims to have a remuneration structure that is competitive in relation to competitors while also reflecting the level of responsibility and authority associated with each position. For additional information on the Company's business strategy, see [www.asker.com](http://www.asker.com).

### **3. Decision-making process for establishing, reviewing and applying the guidelines**

The Board has established a remuneration committee consisting of at least three members from the Board, appointed by the general meeting. The committee is enlisted with, among other, the following two key tasks:

- a) Preparing the Board's proposal for remuneration guidelines and other terms of employment for senior executives. The Board shall prepare proposals for new remuneration guidelines when material changes are required or, at least, every fourth year and present the guidelines for the general meeting to resolve on. The guidelines shall apply from their approval by the general meeting, until new guidelines have been approved (and for no longer than four years). The remuneration committee may seek approval of new guidelines at an earlier point in time if circumstances arise that defeat the purpose of the guidelines.
- b) Follow-up and evaluate programs for variable remuneration to senior executives, the application of the remuneration guidelines and current remuneration structures and levels within the Company.

The remuneration committee's members are independent in relation to the Company and the group management. The CEO and the other senior executives do not participate in the preparation of and resolutions regarding remuneration related matters to the extent that they are affected by such matters.

### **4. Consideration of salary and employment terms for employees**

In the remuneration committee's preparation of the Board's proposal for remuneration guidelines, information on total remuneration for employees, the components of the remuneration and the increase of the remuneration, as well as the rate of the increase over time, has been considered

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<sup>1</sup> Any reference made to the Company refers to the group of which Asker Healthcare Group AB (publ) is the parent company, unless the context requires otherwise.

and this information forms part of the basis for the remuneration committee's and the Board's decisions when preparing and evaluating the fairness of the guidelines and the limitations they impose. The difference between the remuneration for senior executives and the remuneration for other employees, as well as any changes in this regard, will be disclosed in the yearly remuneration report.

## **5. Forms of remuneration**

The remuneration shall be in accordance with market terms and consist of the following components:

- Fixed base salary
- Short-term incentives
- Long-term incentives (share-based programs, as approved by the general meeting, which are not covered by these remuneration guidelines, see further "*Information on long-term incentive programs*" below)
- Pension benefits
- Other benefits
- Consultancy fees for Board members

### ***Fixed base salary***

Fixed base salary shall form the basis of the total remuneration and shall be reviewed annually. The salary shall be individually differentiated, reflecting the individual's role, experience and contribution to the Company, and shall be based on market terms.

### ***Short-term incentives***

Short-term incentives constitute variable cash payment to be paid if certain performance criteria are met. The variable remuneration may amount to no more than 75 percent of the fixed annual base salary for the CEO, and 50 percent of the fixed annual base salary for other senior executives.

Fulfillment of criteria for payment of short-term incentives shall be measured during an evaluation period of at least twelve months. The criteria are generally a mix of pre-determined performance measures, both financial, such as growth, operating profit and cashflow, and non-financial, such as important strategic or other sustainability related measures.

By applying pre-determined financial and non-financial performance measures that reflect the Company's business priorities in this manner, the Company believes that it improves its ability to attract, incentivize and retain key employees, which contributes to the Company's business strategy, long-term interests and sustainability.

When the evaluation period for fulfilment of the criteria for payment of short-term incentives has ended, an assessment shall be made to determine to what extent the criteria have been met. The remuneration committee is responsible for conducting such an assessment with regards to short-term incentives for the CEO and other senior executives and proposing the recommended outcome to the Board.

Additional variable cash payment may be payable under extraordinary circumstances, provided such special arrangements are limited in time and only agreed upon on the individual level to recruit or retain senior executives or as remuneration for extraordinary efforts in addition to the individual's regular duties. Total extraordinary remuneration must not exceed 100 percent of the fixed annual base salary.

Terms and conditions for variable remuneration shall enable the Company to recover, in full or in part, variable remuneration paid on incorrect grounds to the extent possible under applicable law.

### ***Pension benefits***

All individual pension agreements shall be contracted according to rules applicable in the senior executive's country of residence. Unless otherwise required by applicable law or mandatory collective agreement provisions, pension benefits shall be based on a defined contribution (i.e. a certain percentage of the fixed base salary, including vacation pay) and amount to a maximum of 35 percent of the annual fixed base salary, and variable remuneration compensation shall not be pensionable.

For employments governed by other than Swedish regulations, pension benefits may be adjusted to comply with applicable law, mandatory collective agreement provisions or other applicable rules or established local practice, taking into account, as far as possible, the overall purpose of these guidelines.

#### **Other benefits**

Other benefits, such as company car, housing benefit, private health insurance or life and disability insurances may be provided to the extent this is in accordance with market practice. Other benefits for senior executives that are necessary for overall remuneration to be competitive and facilitate recruitment and retention of the Company's senior executives, may amount to no more than 10 percent of the annual fixed base salary in total.

#### **Consultancy fees for Board members**

The Board may decide that market term consultancy fees shall be paid to members of the Board performing services for the Company outside the scope of the directorship, provided that such services contribute to the Company's business strategy and long-term interests, including sustainability.

### **6. Termination of employment**

Notice periods shall not exceed 12 months, in case of termination by the Company. Upon termination of employment, the total of the fixed base salary during the notice period, together with severance pay, may not exceed an amount equivalent to the fixed base salary for 24 months for the CEO and 12 months for other senior executives. In case of termination by the employee, the notice period shall not exceed 6 months and be without any right to severance pay.

Senior executives may be entitled to compensation for any non-compete obligations after the termination of employment, but not for a period exceeding 24 months for the CEO and 18 months for other senior executives. Such compensation is intended to compensate for loss of income and shall only be provided to the extent that the former employed senior executive is not entitled to severance pay. Any income from new employment or compensation as a consultant shall be deducted from severance pay and non-compete compensation.

### **7. Information on long-term incentive programs**

Remuneration resolved upon or approved by the general meeting is not covered by these guidelines. Accordingly, these guidelines do not apply to, for example, share-based long-term incentive programs resolved upon or approved by the general meeting. Each year, the Board shall assess the need for share-based incentive programs and, if necessary, submit proposals for resolution by the annual general meeting. The purpose of long-term share-based incentive programs is to create a long-term commitment to the Company, to attract and retain senior executives and other key employees and to ensure shareholder value and long-term growth.

### **8. Deviation from the guidelines**

The Board may decide to temporarily, wholly or partially, deviate from the guidelines if there are special circumstances in an individual case and deviation is necessary in order to secure the Company's financial capacity. As stated above, the remuneration committee is responsible for preparation of the Board's resolutions on matters relating to remuneration, which includes resolutions on deviation from the remuneration guidelines. In case such a deviation occurs, this shall be stated in the annual remuneration report.

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*The Board of Directors on 19 February 2025*