

## Notice of the annual general meeting 2022

***The shareholders of Careium AB (publ), Reg. No. 559121–5875 (the Company), are hereby notified of the annual general meeting on Thursday, April 29, 2022. The Annual General Meeting will, with the support of temporary legal rules, be conducted in accordance with mail-in procedures, meaning that no shareholders will attend the AGM in person or through proxy. Instead, shareholders can participate in the AGM by voting and submitting questions in advance pursuant to the instructions described below.***

### RIGHT TO ATTEND

Shareholders who are registered in the register of shareholders maintained by Euroclear Sweden AB on Thursday, April 21, 2022, and have notified their intention to attend the meeting no later than Thursday, April 28, 2022 have the right to attend.

Shareholders whose shares have been registered with a nominee must, temporarily re-register the shares in their own name in order to be entitled to participate in the annual general meeting. As such re-registration must have been completed no later than Monday, April 25, 2021, shareholders must inform the nominee of the registration well in advance.

[Link to Notify attendance and voting electronically \(requires Swedish Bank-ID\).](#)

### OVERVIEW OF MAIL-IN PROCEDURES FOR THE AGM 2022

Careium AB's Annual General Meeting will be conducted by advance voting (postal voting) with the support of temporary statutory rules. The AGM will take place on Friday, April 29, 2022. However, no shareholders, proxy holders or other external persons will be able to attend in person.

Shareholders will only be able to participate in the AGM by voting on the matters and the proposals on the meeting agenda and submitting questions to the Company in advance.

A press release will be issued following the AGM, informing of those material items that are approved by the AGM as soon as the outcome of the mail-in voting procedure has been finally established.

Details of the actual voting results will be included in the minutes of the meeting and will be published within two weeks thereafter.

### PROCESS FOR ADVANCED VOTING AND QUESTIONS

A shareholder can exercise his/her/its shareholder's rights at the AGM by voting in advance on the items on the agenda of the AGM and submitting questions to the Company in connection with the AGM.

Any registered shareholder intending to participate in the AGM (via advanced voting or questions), must submit the following information in connection with their respective submissions:

- the shareholder's name,
- personal or organization number,
- email address, and telephone number.

The data received will be computerized and used solely for the purpose of the AGM 2022.

## PROXY

Shareholders who intends to be represented by proxy shall issue a dated power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document for the legal entity shall be attached. The certificate may not be more than one year old at the date of the meeting; the period of validity of the power of attorney may however be no more than five years from execution. The power of attorney in its original and, where applicable, the certificate, shall be sent by post to Computershare AB, "Careium AB: s Årsstämma 2022", Box 5267, 102 46 Stockholm, well in advance of the annual general meeting. Proxy forms are available at the Company's website <https://www.careium.com/sv-se/investerare/corporate-governance/general-meeting/>.

## ADVANCE VOTING

Advance voting will be available as of Friday, March 22, 2022 until Thursday, April 28, 2022. A shareholder can vote in advance by any of the following methods (see related documents):

- Website Voting: Voting may be done electronically through signing with BankID on the link mentioned above.
- Email Voting: Voting may be submitted by completing the advance voting form (see related documents) and then emailing such form to the following email address [proxy@computershare.se](mailto:proxy@computershare.se) together with any power of attorney and/or other authorization documents (see related documents)
- Regular Mail: Voting may be submitted by completing the advance voting form (see related documents) and after completion sending a physical copy (i.e., printed out) of such form, together with any power of attorney and/or other authorization documents to the following address, Computershare AB, "Careiums Årsstämma 2022", Box 5267, 102 46 Stockholm, Sweden.

A shareholder cannot give any other instructions than selecting one of the options specified at each point in the advanced voting form. A vote (i.e. the postal voting in its entirety) is invalid if the shareholder has modified the form to provide specific instructions or conditions or if pre-printed text is amended or supplemented.

The advanced voting form, together with any enclosed power of attorney and other authorization documentation, must have been received by Careium no later than on Thursday, April 28, 2022. If received later, the vote will be disregarded.

For any questions regarding advance voting, please contact Computershare AB, Ph +46 (0)771 24 64 00, between 9:00 a.m. and 4:00 p.m. (CET) weekdays.

## PROCESSING OF PERSONAL DATA

CAREIUM AB (publ), org. no. 559121–5875, is the personal data controller for the processing of personal data carried out by the Company or its service providers in connection with the annual general meeting. For information on how personal data is processed; <https://www.euroclear.com/>.

## QUESTIONS AND SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

The Board of Directors and the CEO shall, upon request of a shareholder, and provided that the Board of Directors deems this can be done without significant harm to the Company, inform about, circumstances which may affect the assessment of an item on the agenda, circumstances which may affect the assessment of the Company's or its subsidiaries' financial position or circumstances which may affect the Company's relationship to other group companies.

Questions to the Company in connection with the AGM can be submitted to Careium AB up until Tuesday, April 19, 2022. Shareholders wishing to pose questions may do so by any of the

following methods:

- Email: Questions may be submitted by emailing to the following email address: [agm@careium.com](mailto:agm@careium.com)
- Regular mail: Questions may be submitted by regular mail to the following address: Careium AB, "Careiums årsstämma 2022", Jörgen Kocksgatan 1B, SE-211 20 Malmö.

The shareholder must include name of the shareholder, personal or organization number and postal address, for the question to be answered. The shareholder should also state its email address and telephone number.

Questions submitted by shareholders must have been received by Careium no later than on Tuesday, April 19, 2022, and will be responded to and published not later than on Sunday, April 24, 2022. The questions and responses will be available at the Company's website, <https://www.careium.com/sv-se/investerare/corporate-governance/general-meeting/>, and will be sent to the shareholder provided the shareholder's address is known by the Company or provided by the shareholder together with the question.

## NUMBER OF SHARES AND VOTES

As of the date of this notice the number of shares and votes in the company is 24 326 214.

## AUTHORISATION

The Board of Directors, or whom the Board of Directors assigns, shall have the right to make such minor adjustments to the annual general meeting's resolutions that may prove necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden and otherwise take the measures required to implement the decisions.

## PROPOSED AGENDA

1. Opening of the meeting,
2. Election of chairman of the meeting,
3. Preparation and approval of the voting list,
4. Approval of the agenda,
5. Election of two persons to verify the minutes,
6. Determination as to whether the meeting has been duly convened,
7. Presentation of the annual report and the audit report, and the consolidated accounts and the audit report on the consolidated accounts,
8. Decision of remuneration report, appendix A
9. Decision regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet,
10. Decision regarding appropriation of the company's profit according to the adopted balance sheet,
11. Decision regarding the discharge from liability for the members of the Board of Directors and the Managing Director,
12. Determination of the number of members of the Board of Directors, deputy directors and auditors,
13. Determination of the remuneration to each of the members of the Board of Directors and the auditor,
14. Election of the members of the Board of Directors and the chairman of the Board of Directors and the auditor,
15. The Nomination committee's proposal regarding principles for the appointment of the nomination committee,
16. The board's proposal regarding authorisation to issue new shares,
17. The board's proposal regarding authorisation to resolve on a) acquisition of the company's own shares b) sale of the company's own shares, (including, the Board's statement in accordance with chapter 19 section 22 of the Swedish Companies Act).

18. The board's proposal regarding remuneration guidelines for the group management, (including The Boards report of the remuneration committee's evaluation of the guidelines for remuneration to the group management and the auditor's report of remuneration);
19. Closing of the meeting.

#### **Election of two persons to verify the minutes of the Annual General Meeting**

The Board of Directors proposes as persons to verify the minutes of the Annual General Meeting, Martin Skoog and Martin Törngren, or, in the event of impediment to one or both of them, the person or persons appointed by the Chairman of the Board instead. The task of verifying the minutes of the AGM also includes checking the voting list and that received postal votes are correctly reproduced in the minutes of the AGM (item 5).

#### **Approval of the remuneration report**

The Board proposes that the Annual General Meeting resolves to approve the Board's remuneration report in accordance with Chapter 8. Section 53 a of the Swedish Companies Act (section 8).

#### **APPROPRIATION OF PROFIT**

The Board of Directors of Careium AB (publ), org.no 559121–5875, (Company) proposes to the annual general meeting that the distributable profit according to the adopted balance sheet shall be carried forward and that no dividend shall be paid out.

#### **THE NOMINATION COMMITTEE'S PROPOSALS**

Prior to the annual general meeting of 2022, the board nomination work has been conducted by a committee comprising Mark Shay, representing Accendo Capital SICAV SIF and chairman of the nomination committee, Peter Liundell, representing Rite Ventures, Erik Durhan, representing Nordea Fonder and Lennart Jacobsen, chairman of the board, as an adjunct member. The nomination committee proposes the following for items 2, 12, 13, 14 and 15.

**Chairman of the annual general meeting:** Attorney at Law Paula Eninge (item 2)

**Number of board members and deputies and, in addition number of auditors:** The number of board members (including the chairman) is proposed to be six (6) with no deputies (currently three). Furthermore, the nomination committee proposes that the number of auditors is to be one (1) without any deputy (item 12).

**Remuneration to the board members:** The remuneration to the board of directors, until the time of the end of the next annual general meeting, is proposed as follows: The chairman of the board shall receive a fee of 600 000 (unchanged) kronor and other members not employed by the company shall receive a fee of 250 000 (unchanged) kronor. Compensation for committee work is proposed as follows: Audit committee chairman 80 000 (unchanged) kronor, audit committee member 40 000 (unchanged) kronor, remuneration committee chairman 60 000 (unchanged) kronor, remuneration committee member 30 000 (unchanged) kronor (item 13).

**Remuneration to the auditors:** The remuneration to the auditors for the period until the end of next annual general meeting is proposed in accordance with invoicing approved by the company (item 14).

#### **Election of chairman of the board and other members of the board and in addition, auditors:**

Re-election is proposed for the following current board members: Lennart Jacobsen, Towa Jexmark and Cecilia Ardström. Election of new board member Stefan Berg, Kai Tavakka and Christian Walén is proposed. Lennart Jacobsen is proposed as chairman of the board (item 14).

Presentation of the proposed new board member:

Stefan Berg (1971) is Chief Technology Officer (CTO) at Transcom, where he is responsible for technology development and integration of people, systems and technology connected to this global company in customer service and call center. Transcom has sales of more than SEK 5 billion and 30,000+ employees in 26 countries. Stefan has previously worked at Electrolux on the Internet of Things (IoT) and as Chief Information Officer (CIO) at Com Hem. He also has experience from AU-System / Teleca, Cybercom Group and Strand Interconnect. Stefan's combined

experience in technology, communication and integration is relevant to Careium's work and development. Stefan is a Swedish citizen. He is a board member of the fintech company Finly AB, his own company Mountainflow AB and owns 5,000 shares in Careium. He is considered to be independent in relation to both the company's management and the major shareholders.

Kai Tavakka, CFA (1986) is a Partner at Accendo Capital, which is the largest owner in Careium with an ownership share of 17%. Kai is a board member of SSH Communications Security Corp. (Finland), a listed company in IT security. Kai has previously worked in corporate finance at Danske Bank and PCA Corporate Finance. Kai is a Finnish citizen. He owns 0 shares in Careium. He is considered to be independent in relation to the company's management and dependent in relation to the major shareholders.

Christian Walén (1981) is the CEO of PBM Sweden AB and global business manager for mental health and Nordic head of B2B within Kry / Livi, since Kry AB acquired PBM in 2021. Christian's responsibility spans SEK 400 million in sales and initiatives and operations in most European markets. Christian has previously been CEO of Assessio and Senior Manager at Accenture. Christian is chairman of the board of Hundra HQ, a privately owned company in data analysis. Christian has a unique combination of experience and leadership in innovative, digital, entrepreneurial care, which is relevant to Careium's operations. Christian is a Swedish citizen. He owns 0 shares in Careium. He is considered to be independent in relation to both the company's management and the major shareholders.

**Auditor:** Re-election of the authorised public accounting firm Öhrling PricewaterhouseCoopers AB as the auditor for a mandate period until the end of next annual general meeting is proposed. Johan Rönnbäck, a certified public accountant, shall continue as the lead auditor. The proposal from the nomination committee is in accordance with the recommendation of the board (item 14).

**Proposal for tasks of the nomination committee and principles for the appointment of the nomination committee:**

The nomination committee (NC) shall comprise three (3) members that represent the company's largest shareholders according to number of voting rights. The chairman of the board of Careium shall be an adjunct member of the NC. The largest shareholders according to number of voting rights shall be determined based on a transcript from Euroclear Sweden AB showing the registered shareholders, as of the last trading day in September, and such shareholders shall promptly thereafter be contacted by the company's chairman of the board. In the event that any one of the three largest shareholders abstains from the right to appoint a representative to the NC or fails to do so within one week of the aforementioned contact provides notice, then that right shall befall the shareholder, among the ten largest shareholders, that has the next largest shareholding per the date above. At least two members are required. If, due to abstention, three members cannot be obtained from among the ten largest shareholders, then the vacant position shall remain vacant unless filled at a later date by the appointee of an eligible shareholder.

The names of the shareholder representatives and the names of the shareholders they represent shall be disclosed at the latest six months before the annual general meeting. The NC's mandate period shall continue until a new NC is formed. The chairman of the NC shall be, unless the NC decides otherwise, the representative of the largest shareholder according to voting rights.

The NC shall remain unchanged unless:

- a representative wishes to resign prematurely, in which case such a request shall be sent to the chairman of the NC (or, in the case of the chairman of the NC resigning, to another representative of the NC) and the receipt of such request implies that the request has been served,
- a nominated shareholder wishes to change its representative on the NC to another person, where such a request (containing the two relevant names) shall be sent to the chairman of the NC (or, in the case of a change of chairman of the NC, to another representative in the NC), and the receipt of such request implies that the request has been served,
- a nominating shareholder sells all or parts of its holding in Careium, whereupon such shareholder no longer is one of the three largest shareholders according to number of voting rights, in which case a new member shall be appointed according to the same principles as set out above, or

- the NC within its free judgment decides to appoint, to vacant positions in the NC, shareholders or shareholder representatives in order for the NC to thereby reflect the ownership of Careium.

If a NC member leaves the NC before the committee's work is completed, the NC shall appoint a new member according to the principles above, using a transcript of shareholders provided by Euroclear Sweden AB as soon as possible after the departure of the leaving member. Changes to the NC shall be disclosed publicly immediately.

No remuneration shall be paid to members of the NC for their work in the committee. As needed, the company shall reimburse reasonable expenses related to the NC's work as well as for external consultants that the NC deems necessary for the NC to be able to complete its work.

The NC shall provide to the annual general meeting:

- proposal of chairman at the annual general meeting,
- proposal of board of directors
- proposal of chairman of the board of directors
- proposal of remuneration to the board of directors, allocated among the chairman of the board of directors, board members, and any compensation for committee work,
- proposal of company auditor or auditors, and proposal of compensation to the auditor(s)
- proposal for the approval of principles for formation of the nomination committee (item 16).

#### THE BOARD'S PROPOSAL REGARDING AUTHORISATION TO RESOLVE TO ISSUE NEW SHARES

The board of CAREIUM AB (publ), org. no. 559121–5875, ("the Company") proposes that the annual general meeting authorises the board to, on one or several occasions and for the period until the next annual general meeting, resolve on new issues of shares, with or without preferential rights for the shareholders, of not more than a total number of shares corresponding to 10 % of the number of outstanding shares in the company as per the date of this notice. The limitation, that the Company may not on any occasion own more than 10 % of the number of outstanding shares, is to be applied also in regard to shares that the Company receives as a consequence of a potential issuing of new shares.

The board shall have the right to decide whether new shares shall be issued against payment in cash and/or in accordance with the regulations set forth in Chapter 13, Section 5, paragraph 1, point 6 of the Swedish Companies Act (payment in kind, payment by way of set off or other conditions). The purpose of the authorisation is to provide the board with flexibility in its work to secure that the company, in a suitable way, can be provided with capital for the financing of acquisitions of companies and businesses. The authorizations shall also make it possible for the board to decide on directed share issue/issue new shares to a potential owner of a target to purchase or to a new investor.

The CEO shall have the right to make such minor adjustments to this resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

A resolution in accordance with the proposal shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

#### THE BOARD'S PROPOSAL REGARDING AUTHORISATION TO RESOLVE ON A) ACQUISITION OF THE COMPANY'S OWN SHARES B) SALE OF THE COMPANY'S OWN SHARE

- a) The board of CAREIUM AB (publ), org. no. 559121–5857, (the Company) proposes that the annual general meeting resolves to authorise the board to decide on the acquisition of own shares, where the following shall apply:
  1. Acquisition of own shares may exclusively take place on Nasdaq First North Growth Market.

2. The authorisation may be utilised on one or several occasions until the annual general meeting 2023.
3. Shares may be acquired to the extent that the holding of its own shares, on any occasion, does not exceed 10 % of the Company's total shares. Shares in the Company held by the Company's subsidiaries shall, when calculating, be regarded as the Company's.
4. Purchase orders may only be placed at a price equal to the valid purchase rate, from time to time, on Nasdaq First North Growth Market.

The purpose of the proposed authorization to repurchase is to provide the board with an increased flexibility in working with the company's capital structure. Repurchasing also provides the Company with an option to use repurchased shares as payment for future acquisitions as well as a tool for the board in optimizing the company's capital structure, if that is considered, at the time, to be the best use of the company's available cash. In addition, the board is also authorized to repurchase shares with the purpose of at a later stage distributing these to one or more purchasers who are not previous shareholders of the Company.

A resolution in accordance with the proposal shall only be valid where supported by not less than twothirds of both the votes cast and the shares represented at the annual general meeting.

- b) The board of CAREIUM AB (publ), org. no. 559121–5875, (the Company) proposes that the Annual General Meeting decides to authorize the Board to make a decision on the transfer of the Company's own shares, in essence in accordance with the following:

The authorization may be utilized on one or several occasions, until the annual general meeting in 2023.

1. Transfer may be affected by no more than all of the company's own shares held by the Company at the time of the board's transfer decision
2. Transfer may take place with deviation from the shareholders' preferential rights.
3. Transfer may be made against cash payment through sale on Nasdaq First North Growth Market, at a price within the prevailing price range at any time, which means the interval between the highest bid price and the lowest selling price at the time of sale.
4. Transfer may be made as payment of all or part of the purchase price in connection with the acquisition of a company or business or part of a company or business. Transfer in connection with company acquisitions may be made to one of the Board assessed market value. Payment for transferred shares in connection with company acquisitions may be capital contributed in kind or by set-off.
5. The board may decide on other conditions for the transfer.

It can be noted that Information about how many shares the Company holds at the time of the annual general meeting will be reported at the annual general meeting.

The purpose of the authorization is to enable acquisition financing through the use of own shares.

Transfer of own shares within the framework of incentive programs introduced by the Company shall be carried out with the support of the annual general meeting's decision regarding each such incentive program and thus do not fall within the proposed authorization.

If a transfer is not made as described above, the Company shall have the right to decide on redemption of the shares by reducing the company's share capital without repayment to the shareholders.

A resolution in accordance with the proposal shall only be valid where supported by not less than twothirds of both the votes cast and the shares represented at the annual general meeting.

## THE BOARD'S PROPOSAL REGARDING REMUNERATION GUIDELINES FOR THE GROUP MANAGEMENT

The Board of Directors proposes below guidelines for determining remuneration to the President and other members of Group Management (the Guidelines). Remuneration to board members in addition to board fees is also covered by these guidelines. For remuneration agreed before this Annual General Meeting and for changes in already agreed remuneration made thereafter,

the Guidelines shall be applied. Remuneration decided by the Annual General Meeting is not covered by the Guidelines. With regard to employment conditions that are regulated by rules other than the Swedish ones, as far as pension benefits and other benefits are concerned, adjustments may be made to maintain mandatory such rules or fixed local practice. The overall purpose of these Guidelines shall, as far as possible, be met.

*Guidelines for promoting the company's business strategy, long-term interests and sustainability*

In order for Careium to be able to successfully implement the company's business strategy, as described on the website, and safeguarding the company's long-term interests, including its sustainability, the remuneration of senior executives and employees of Careium must, in both the short and long term, reflect the individual's performance, behaviour, and his/her responsibilities. When assessing the CEO and Group's management's performance, in relation to a number of predetermined well-defined goals (both individual, department-wise and for a group), Careium applies a structured process in order to assess correctly their performance. This process does not only take into account "what" is delivered but also "how" it is delivered, i.e. performance in combination with behaviour. Decisions on the payment of compensation should only be made based on the guidelines set out in the policies and instructions. No factors such as race, gender, age, or religious or ethnic affiliation are allowed.

*The remuneration to senior executives and employees normally consists of;*

- Fixed-base salary
- Short-term variable remuneration paid in cash (key people)
- The opportunity to participate in long-term incentive plans (key people), and
- Pension and other customary benefits

The fixed base salary shall consist of a fixed annual cash salary corresponding to remuneration for the role and position. Size of compensation is affected by: the complexity of work, responsibility, performance, local market conditions, and the way it contributes to achieving the business objectives. Since the fixed salary should reflect the performance of the executive in question, it is individual and differentiated.

A fixed variable remuneration shall be based on the achievement of predetermined set targets and the variable remuneration shall have a predetermined ceiling. The result must be linked to measurable goals (qualitative, quantitative, general and individual). No compensation can be paid if there is no clear link to the achievement of the goals. As far as financial targets are concerned, the assessment shall be based on the latest financial information published by the company.

A short-term variable salary program aims to ensure the company's long-term sustainability and a maximum cost including social security contributions for variable remuneration must not exceed the fixed remuneration of the company's senior executives.

Conditions for variable salary shall be designed so that the board of directors has the option of limiting or, in its sole discretion, deciding not to pay variable salary if such a measure is deemed reasonable. Such remuneration may not exceed an amount corresponding to 30 % of the fixed annual salary and shall not be paid more than once a year and per individual for a member of the Group's management, with the exception that for the CEO this may amount to 50 %. A decision on such remuneration shall be made by the board on a proposal from the Remuneration Committee.

Additional variable cash compensation may be payable in exceptional circumstances, provided that such extraordinary arrangements are time-limited and made only at the individual level either for the purpose of recruiting or retaining executives, or as compensation for extraordinary work in addition to the person's regular duties.



#### *Long-term incentive plans*

These can be introduced for some of the company's employees to create confidence in and commitment to the Group's long-term financial results. The establishment of a long-term incentive plan is proposed by the board and resolved at the AGM.

#### *Pension and other benefits*

Pension and other customary benefits are intended to ensure senior executives and employees a suitable standard of living after retirement and personal insurance during the period of employment. Pension benefits, including health insurance, must be defined contribution for the CEO and the premiums must not exceed 30 % of the fixed annual salary. The restriction for other members of Group's management means that pension benefits are covered by defined contribution pension in accordance with compulsory collective agreement provisions IPT1 and in special circumstances, another pension solution can be used. Members of Group management located outside Sweden, and its collective agreement provisions are covered by pension benefits common to the country. Variable salary shall be pensionbased insofar as it follows from compulsory collective agreement provisions applicable to the executive (applies to Sweden and defined contribution pension).

Other benefits should be in accordance with local custom and facilitate for senior executives and employees to perform their duties, such as health care or travel benefits.

#### *Termination and severance pay*

The maximum notice period in all senior positions is generally 6 months, and in exceptional cases twelve months, during which time the payment of salary will continue. Employees' notice of termination shall follow local laws or collective agreements, where applicable. Severance pay shall not exceed the equivalent of the period of employment of employees. Compensation for any possible obligation in regards of restriction of competition may in certain exceptional cases be paid. The remuneration shall in such cases compensate for loss of income, if any, and shall only be paid during the time for which the senior executives lack the right to severance pay. Not more than 60 % of the fixed salary at the time of termination, unless otherwise provided by mandatory collective bargaining provisions, shall be payable during the period subject to the obligation on restriction of competition. In any case, this may only be applied for a maximum of 18 months after termination of employment.

#### *Remuneration to board members*

In special cases, members of the board elected by the AGM, shall be able to be remunerated for services within their respective area of expertise, which does not constitute work for the board of directors, for a limited time. For these services (including services performed by a board member's wholly owned company), a market-based fee shall be paid, provided that such services contribute to the implementation of the business strategy and the safeguarding of the company's long-term interests, including its sustainability. Such consultant fees may never exceed the annual board fees for each board member.

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

When preparing the board of director's proposal for these remuneration guidelines, salaries and terms of employment for the company's employees have been taken into account in so far that information on employees' total remuneration, the components of the remuneration and the rate of increase and increase over time has been part of the remuneration committee's and the board of director's basis for decision when evaluating the reasonableness of the guidelines and the limitations these result in.

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

There is a Remuneration Committee within the board of directors which tasks includes to prepare principles for remuneration to the group's management and to the board of director's decision on proposals for guidelines for remuneration to senior executives. New guidelines must be proposed at least every four years and submitted for resolution at the AGM. The guidelines always apply until new guidelines have been adopted by the AGM. The Remuneration Committee shall also follow and evaluate programs for variable remuneration to the group's management, the application of guidelines for remuneration to senior executives, and the applicable remuneration structures and remuneration levels within the company. The CEO's remuneration shall be decided within the framework of approved principles by the board after preparation and recommendation by the remuneration committee. The CEO decides on

remuneration to other senior executives within the framework of established principles and after reconciliation with the remuneration committee. The members of the remuneration committee are independent of the company and the Group management. The CEO or other members of Group Management, insofar as they are affected by the issues, do not attend when preparation of and decisions on compensation-related issues.

*Deviation 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 it and a deviation is necessary in order to meet the company's longterm interests, including its sustainability, or to ensure the company's financial viability. As stated above, it is part of the remuneration committee's tasks to prepare the board of director's decision on remuneration issues, which includes decisions on if to deviate from the guidelines.

**FULL SET OF DOCUMENTS**

The annual report and the complete proposals and statements of the board in accordance with the Swedish Companies Act, including auditor's statements, will be held available at the company's office at the address above and on its website no later than three (3) weeks before the annual general meeting. These documents will also be sent to shareholders that so request and inform the company of their postal address. The nomination committee's proposals and its motivated statement will be available at the company's website. The boards report of the remuneration committee's evaluation of the guidelines for remuneration to the group management and the auditor's report on the application as well as information on the proposed new members of the board and the auditor.

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Malmö, March 2022

**CAREIUM AB (publ)**

*The Board of Directors*