

*N.B. The English text is an in-house translation of the original Swedish text. In case of any discrepancies between the Swedish and the English text, the Swedish text shall prevail.*

## **The Board of Directors' of Careium AB (publ) proposal for resolution on adoption of guidelines for remuneration to senior executives**

The Board of Directors of Careium AB (publ) ("Careium" or the "company") proposes that the Annual General Meeting on 23 April 2026 resolves to adopt the following guidelines for remuneration to senior executives.

The guidelines shall apply to remuneration to the Chief Executive Officer, other members of the Group management and, where applicable, remuneration to board members in addition to board fees.

These guidelines replace the guidelines adopted by the Annual General Meeting on 29 April 2022 and are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting.

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

### **The guidelines' promotion of 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 to senior executives 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 shall only be made in accordance with the guidelines. No factors such as race, gender, age, or religious or ethnic affiliation are allowed.

### **Forms of remuneration**

The remuneration to senior executives may consist of;

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

#### *Fixed base salary*

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. The fixed salary shall be reviewed annually.

#### *Short-term variable cash remuneration*

Any short-term variable cash 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.

Fulfilment of the criteria for the payment of short-term variable cash remuneration must be measurable over a period of one year. At the end of the measurement period for fulfilment of the criteria for payment of variable remuneration, the extent to which the criteria have been fulfilled shall be assessed. As far as financial targets are concerned, the assessment shall be based on the latest financial information published by the company.

Any short-term variable remuneration shall aim to promote the company's business strategy and long-term interests, including its sustainability.

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.

Any short-term variable remuneration may not exceed an amount corresponding to 50 % of the fixed annual salary for a member of the Group's management and shall not be paid more than once a year and per individual. A decision on such remuneration shall be made by the board.

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. Such remuneration may not exceed an amount corresponding to 30 % of the fixed annual salary and may not be paid more than once a year and per person. Any decision on such remuneration shall be made by the board of directors.

The board of directors shall have the contractual right to cancel or reclaim variable remuneration if it was granted based on incorrect or misleading information, financial restatements, misconduct, or failure in risk management.

#### *Long-term incentive plans*

Long-term incentive plans 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 any long-term incentive plans are proposed by the board and resolved at the general meeting.

#### *Pension and other benefits*

Pension and other customary benefits are intended to ensure senior executives 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 pension-based insofar as it follows from compulsory collective agreement provisions or mandatory local legislation applicable to the executive.

Other benefits should be in accordance with local custom and facilitate for senior executives to perform their duties, such as health care or travel benefits. Premiums and other costs associated with such benefits may not exceed a total of 15 % of the fixed annual salary.

#### **Termination and severance pay**

The maximum notice period for all senior executives is generally six 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. Any severance pay shall not exceed an amount corresponding to the fixed salary during the applicable notice period.

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 general meeting, 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.

### **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 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**

The board of directors has not established a remuneration committee. Instead, the board of directors performs the duties normally assigned to such a committee. New guidelines for remuneration to senior executives 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 CEO's remuneration shall be decided by the board within the framework of the guidelines. The CEO decides on remuneration to other senior executives within the framework of the guidelines and after reconciliation with the board of directors. The CEO or other members of Group management, insofar as they are affected by the issues, do not participate in the board of directors' preparation of or 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 long-term interests, including its sustainability, or to ensure the company's financial viability.

### **Description of significant changes to the guidelines and how shareholders' views have been considered**

In relation to the current guidelines adopted by the Annual General Meeting on 29 April 2022, the following significant changes are proposed: (i) the cap for short-term variable cash remuneration for all members of Group management (including the CEO) is increased to 50 % of the fixed annual salary, (ii) introduction of a requirement that fulfilment of the criteria for payment of short-term variable cash remuneration must be measurable over a period of one year, (iii) introduction of a cap in relation to the fixed annual salary for extraordinary variable cash remuneration, (iv) introduction of a clawback provision entitling the board of directors to contractually cancel or reclaim variable remuneration in

certain circumstances, (v) introduction of a cap in relation to the fixed annual salary for premiums and other costs associated with other customary benefits, and (vi) removal of the restriction that consultancy fees to board members may not exceed the annual board fees.

The board of directors has not received any comments from shareholders regarding the guidelines adopted by the Extraordinary General Meeting on 29 April 2022.

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Malmö in March 2026  
**Careium AB (publ)**  
*The Board of Directors*