

REMUNERATION REPORT 2024

Introduction

This report describes how the guidelines for executive remuneration of Nobia AB, adopted by the annual general meeting 2022, were implemented in 2024. The report also provides information on remuneration to the President and CEO (the "**CEO**") and a summary of Nobia's outstanding share-related and share price-related incentive plans. The report has been prepared in accordance with the Swedish Companies Act and *the Rules on Remuneration of the Board and Executive Management and on Incentive Programmes* issued by the Swedish Corporate Governance Board.

Further information on executive remuneration is available in note 4 on page 64 in the Annual and Sustainability Report 2024. Information on the work of the remuneration committee in 2024 is set out in the Board of Directors' report available on page 26 in the Annual and Sustainability Report 2024.

Remuneration of board of directors and consultancy fee

Remuneration of the board of directors is not covered by this report. Such remuneration is resolved annually by the annual general meeting and disclosed in note 4 on page 64 in the Annual and Sustainability Report 2024.

If a member of the board of directors complete assignments for Nobia in addition to the tasks in scope of the responsibilities as a board member, remuneration in the form of consulting fees shall apply. Pursuant to the remuneration guidelines, decision about such consulting fees is made by the Remuneration Committee and shall be in line with market level for such work.

During 2024 board member Carsten Rasmussen has, in addition to the ordinary board fee, received additional remuneration of a total of SEK 83,333 for leading a special committee established by the Board of Directors specifically to focus on the operations at the Jönköping factory. The work performed by Carsten Rasmussen in the committee has been considered necessary and beneficial to the Company and the remuneration paid has been on market terms.

During 2024 board member Marlene Forsell has, in addition to the ordinary board fee, received additional remuneration in the form of consultancy fees, of a total of SEK 720,000 (excl. VAT), for her extraordinary work in connection with the completion of the fully guaranteed SEK 1,250 million rights issue and the reaching of an agreement with Nobia's lenders regarding an amendment and extension of the Company's revolving credit facilities. The advice has been considered necessary and beneficial to the Company and the remuneration paid has been on market terms.

Key developments 2024

The CEO summarizes the Nobia's overall performance in his statement on page 6 in the Annual and Sustainability Report 2024.

Overview of the application of the remuneration guidelines in 2024

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 executives a competitive total remuneration. Under the remuneration guidelines, executive remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, share related remuneration, pension benefits and other benefits. The variable remuneration shall be linked to financial targets or non-financial criteria. The criteria shall be designed to contribute to the company's business strategy and long-term interests, including the sustainability of Nobia, by, for example, being clearly linked to the business strategy or support the executive's long-term development.

The guidelines are found on pages 39–40 in the annual and sustainability report 2024. No deviations from the procedure for implementation of the guidelines to determine the remuneration to the CEO or other senior executives have been made. No remuneration has been reclaimed.

Table 1 – Total CEO remuneration in 2024 (kSEK)

Name of Director (Position)	Fixed remuneration		Variable remuneration				Total remuneration	Proportion of fixed and variable remuneration
	Base salary	Other benefits	One-year variable	Multi-year variable	Extraordinary items	Pension expense***		
Kristoffer Ljungfelt (President and CEO) As of May 1, 2024	4,320	133*	0	0	0	1,577	6,029	100 / 0
Jon Sintorn (President and CEO) Until April 30, 2024	3,982	68**	0	0	0	1,052	5,102	100 / 0

* Including holiday pay (69 kSEK), company car and private medical benefits.

** Including holiday pay of (32 kSEK), company car and private medical benefits.

*** Pension benefit is a defined contribution model based on base salary.

Share based remuneration

The annual general meeting 2024 and 2023 resolved to adopt long-term incentive programs. However, Nobia did not implement the long-term incentive program in 2024 nor 2023 due to challenging market conditions and economic downturn.

The CEO participated in the Nobia performance share plan (2022/2024). The performance share plan comprises approximately 80 employees consisting of senior executives and senior managers within Nobia. Participation in the 2022/2024 plan required an employee's private investment in Nobia shares between 5% and 10% of the annual base salary, depending on participant category. At the end of the vesting period, the participants will be allotted performance shares in Nobia free of charge, provided that the performance target related to average operating profit (EBIT) has been achieved. Allotment of the shares is subject to continuous employment throughout the vesting period. For the CEO, each saving share carries entitlement to a maximum of six share rights. The CEO invested 100% (i.e. 10% of the annual base salary) in the 2022/2024 plan in the role as Chief Financial Officer (CFO), corresponding to 9,199 savings shares and 55,194 share rights.

See note 4 in the Annual and Sustainability Report 2024 for further details about LTI programs.

Table 2 – Share award plan

Befattnings- havarens namn (position)	The main conditions of share award plans	Information regarding the reported financial year		
		Opening balance	During the year	Utgående balans

	1	2	3	4	5	6	7	8	9	10	11
	Name of plan	Performance period	Award date	Vesting date	End of retention period	Share awards held at beginning of year	Awarded	Vested	Subject to performance condition	Awarded and unvested at year end	Shares subject to retention period
Kristoffer Ljungfelt (President and CEO)	2022/2024	2022-2024	2022-06-16	2025-06-01	2025-06-01	9,199	0	0	55,194	0	0
Total						9,199	0	0	55,194	0	0

* Refers to total number of performance shares that can be granted from the share awards.

Performance of the CEO in the reported financial year

Performance criteria for short- and long-term incentive plans consist of financial criteria and include EBIT and EPS. Overall target fulfillment for the CEO on the STI-program implied a payout of 0% of fixed salary.

Table 3 - Performance of the CEO in the reported financial year: share-based incentives

Name of director (position)	Name of plan	Description of the criteria related to the remuneration component	Relative weighting of the performance criteria	a) Measured performance and b) actual award/ remuneration outcome
Kristoffer Ljungfelt (President and CEO)	2022/2024	Average operating profit (EBIT) 2022-2024	100%	a) 0%* b) 0%*

*Performance period still running until approximately two weeks after the first quarterly report for 2025.

Comparative information on the change of remuneration and Nobia's performance

Table 4 – Remuneration and Nobia's performance for the reported financial year

	2021 (cf. 2020)	2022 (cf. 2021)	2023 (cf. 2022)	2024 (cf. 2023)
CEO Remuneration (MSEK)*	13,1 (-14%)	10,1 (-23%)	10,7 (6%)	11,1 (4%)
EBIT (MSEK)**	1 009 (131%)	191 (-81%)	-243 (-227%)	-827 (-240%)
Earnings Per Share (SEK)***	4,18 (179%)	-0,01 (-100%)	-0,92 (-9100%)	-2,46 (-167%)
Trading capital days****	32,5 (N/A)	28,5 (-12%)	31,2 (9%)	37,8 (21%)
Average remuneration of employees at the Nobia parent company (MSEK)*****	0,73 (13%)	0,93 (27%)	0,97 (5%)	1,05 (8%)

* New CEO as of 2024. Of the 2024 number SEK 5.1 m refers to previous CEO and SEK 6.0m to the current CEO.

** EBIT not a performance metric 2023.

*** Performance target 2023 only.

**** Trading capital days is calculated as follows: Average Trading Capital Last 12 months/ Last 12 months sales. Trading capital is calculated as follows: Inventory + Account receivables - Accounts Payables.

***** Excluding members of the group executive management.