

## Remuneration report for Systemair AB (publ) 2022/23

### Introduction

This report describes how the guidelines for remuneration to senior executives of Systemair AB, adopted by the 2022 Annual General Meeting, were applied in 2022/23. The report also contains information on remuneration to the Chief Executive Officer. 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.

For further information on executive remuneration, see Note 11 (Employees and personnel costs) on pages 78-79 of the 2022/23 Annual Report. Information on the work of the Remuneration Committee in 2022/23 can be found in the Corporate Governance Report on pages 42-46 of the 2022/23 Annual Report.

This report does not cover Directors' fees. Such fees are decided annually by the Annual General Meeting and are disclosed in note 11 on page 78 of the 2022/23 Annual Report.

### Developments in 2022/23

The CEO summarises the company's overall performance in his report on pages 2-3 of the 2022/23 Annual Report.

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

A prerequisite for the successful implementation of the company's business strategy and the safeguarding of its long-term interests, including its sustainability, is the ability to recruit and retain qualified employees. To this end, the company must offer competitive remuneration. The company's remuneration guidelines enable the company to offer executives a competitive total remuneration. "Senior executives" refers to the President and other members of Group Management.

The system of remuneration shall consist of a fixed salary and pension, but may also include variable salary and benefits such as a company car. In addition to the above, special incentive programmes approved by the AGM may apply. Fixed salary and benefits shall be determined individually based on the aforementioned criteria and the specific competence of the particular executive.

Variable pay is based on the company's performance with the aim of promoting the company's strategy, long-term value creation and sustainability. The variable portion is paid as a proportion of the fixed salary and may amount to no more than 40 percent of the annual salary for the CEO and 25 percent for other senior executives.

As a principle, pensions shall be premium-based and shall not exceed 35% of the fixed salary. The size of the pension shall adhere to the same criteria as above and shall be based on fixed salary. The Board is entitled to depart from these guidelines if justified in any particular case.

The guidelines can be found on page 55 of the 2022/23 Annual Report. In 2022/23, the Company has complied with the applicable remuneration guidelines adopted by the General Meeting. No departures from the guidelines have occurred and no deviations have been from the decision-making process that the guidelines require to be applied to determine remuneration. The auditor's opinion on the company's compliance with the guidelines is available at the company's website ([www.group.systemair.com](http://www.group.systemair.com)). No remuneration has been reclaimed.

Table 1 - Total remuneration to the Chief Executive Officer in 2022/23 (SEK thousand)

Senior executive	1 Fixed remuneration		2 Variable pay		3 Extraordinary items	4 Pension cost	5 Total remuneration	6 Proportion of fixed and variable remuneration
	Basic salary *	Other benefits **	One-year	Multi-year				
Roland Kasper (CEO)	4,612	97	1,527	-	-	752	6,988	78/22

\* Including holiday pay of SEK 76 thousand.

\*\* Car benefit.

\*\*\* Pension costs (column 4), which relate entirely to basic salary and are defined contribution, have been fully reported as fixed remuneration.

#### Outstanding option program

In addition to remuneration, the CEO has the right to participate in Systemair's option program. Within the program, the CEO is offered the opportunity to acquire options on market terms. During 2022/23, Systemair had an outstanding option program that includes the CEO. No changes to the terms have taken place since its release.

LTIP 2021 (Call Option Program): includes 46 senior executives (including the CEO). Participants are offered to acquire options on market terms. Each call option entitles to the acquisition of a share in Systemair. Within this program, 40,000 call options have been acquired by the CEO.

Subscription of shares, at a price of SEK 98.20, in accordance with the terms of the warrants can take place during the following periods:

- a two-week period from the day after publication of the company's interim report for the period 1 May-31 July 2024/2025, but no earlier than 19 August 2024 and no later than 30 September 2024;
- a two-week period from the day after publication of the company's interim report for the period 1 May-31 January 2024/2025, but not earlier than 1 March 2025 and no later than 30 April 2025, and
- a two-week period from the day after publication of the company's interim report for the period 1 May-31 July 2025/2026, but no earlier than 1 August 2025 and no later than 30 September 2025.

LTIP 2022 (Call Option Program): includes 39 senior executives (including the CEO). Participants are offered to acquire options on market terms. Each call option entitles to the acquisition of a share in Systemair. Within this program, 30,000 call options have been acquired by the CEO.

Subscription of shares, at a price of SEK 58.30, in accordance with the terms of the warrants can take place during the following periods:

- a two-week period from the day after publication of the company's interim report for the period 1 May-31 July 2025/2026, but no earlier than 18 August 2025 and no later than 30 September 2025;
- a two-week period from the day after publication of the company's interim report for the period 1 May-31 January 2025/2026, but not earlier than 2 March 2026 and no later than 30 April 2026, and
- a two-week period from the day after publication of the company's interim report for the period 1 May-31 July 2026/2027, but no earlier than 17 August 2026 and no later than 30 September 2026.

### Application of performance criteria

The performance measures for the CEO's variable remuneration have been selected to deliver the company's strategy and to encourage behaviour which is in the long-term interest of the company. In selecting the performance criteria, the strategic objectives and short- and long-term business priorities for 2022/23 have been taken into account.

Table 2 - Performance of the Chief Executive Officer during the reported financial year: variable cash remuneration

Senior executive	1 Description of criteria related to the replacement component	2 Relative weighting of performance criteria	3 Measured performance (a) and actual award/remuneration outcome (b)
Roland Kasper (CEO)	Operating profit outcome in relation to budget 2022/23	60%	61%/SEK 664k
	Decrease in net working capital 2022/23	20%	0%/SEK 0k
	Organic growth 2022/23	20%	100%/SEK 363k
	Divestment of operations	0%	100%/SEK 500k

### Comparative information on changes in remuneration and company performance

Table 3 - Changes in remuneration and the company's performance over the last two reported financial years (SEK thousand)

	2022/2023	Change	2021/22	Change	2020/21	Change	2019/20
Remuneration of the Chief Executive Officer	6 988	16,8%	5 984	-6,6%	6 408	13,5%	5 647
Consolidated operating profit, SEKm	1401,4	82,0%	769,8	13,8%	676,7	8,2%	625,7
Sales per employee*	827	+6,5%	776	+1,6%	765	+1,6%	753

\* Average remuneration based on the number of FTEs employed by the parent company (excluding members of the Group Management).