



## The Board of Directors' Proposal for Guidelines on Remuneration and Other Terms of Employment for Senior Executives

The Board of Directors (the “**Board**”) of Systemair AB (publ) (“**Systemair**” or the “**Company**”) proposes that the annual general meeting 2025 (the “**AGM**”) resolves on the following guidelines for the determination of salary and other remuneration to senior executives. The Board's proposal, to be applied as from the AGM 2025, is broadly consistent with the guidelines applicable as of the AGM 2024.

Remuneration to senior executives shall – based on the conditions in the market in which the Company operates and the environment in which the particular executive works – be competitive, enable the recruitment of new executives and help to ensure that senior executives remain with the Company. “Senior Executives” refers to the CEO 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 programs 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 50 per cent of the annual salary for the CEO, 30 per cent for other Senior Executives and 15 per cent for key individuals.

As a principle, pensions shall be premium-based and shall not exceed 35 per cent of the wage base. The size of the pension shall adhere to the same criteria as above.

The Board shall be authorised to depart from the guidelines if there are special reasons for doing so in individual cases.

### *Notice of termination and severance payments*

The CEO's employment may be terminated with twelve (12) months' notice by the Company or six (6) months' notice by the CEO. For other Senior Executives, the period of notice is as stated in the applicable collective bargaining agreement or is no more than twelve (12) months from the Company or six (6) months from the employee. No other agreements entitle the CEO or other Senior Executives to severance pay.

### *Incentive programs*

The AGM 2021, 2022 and 2023 resolved to issue warrant incentives programs targeting senior executives. Transfer of the warrants to the participants has been made at a price corresponding to their market value according to an external independent valuation with the application of an accepted valuation model (Black-Scholes). Each program runs over four years.

| Warrant program               | Number of warrants                  | Equivalent number of shares          | Share of total number of shares | Exercise price | Period of exercise           |
|-------------------------------|-------------------------------------|--------------------------------------|---------------------------------|----------------|------------------------------|
| LTIP 2023                     | 357 500                             | 357 500                              | 0,2%                            | 77,50          | 17 aug 2026 –<br>30 sep 2027 |
| LTIP 2022                     | 485 740                             | 485 740                              | 0,2%                            | 58,30          | 18 aug 2025 –<br>30 sep 2026 |
| LTIP 2021                     | 532 000                             | 532 000                              | 0,3%                            | 98,20          | 19 aug 2024 –<br>30 sep 2025 |
| <b>In total</b>               | <b>1 375 240</b>                    | <b>1 375 240</b>                     |                                 |                |                              |
|                               |                                     |                                      |                                 |                |                              |
| Share-based incentive program | Maximum number of investment shares | Maximum number of performance shares |                                 |                | Allocation period            |
| LTIP 2024                     | 120 000                             | 640 000                              | 0,3%                            |                | Q1 2027 (Aug 2027)           |
| <b>In total</b>               |                                     | <b>2 015 240</b>                     | <b>1,0%</b>                     |                |                              |

Systemair also has an outstanding share-based incentive program adopted by the AGM 2024. The program covers approximately 70 senior executives and key employees based on the participants investing in shares with their own funds. For each investment share the participants have the opportunity to be allocated a maximum of five shares which in total equals 600,000 shares, which in turn is equivalent to approximately 0,3 per cent of the total number of shares. An additional 40,000 shares may be allocated within the program as compensation for any dividends during the vesting period. The participants will receive performance shares if they have been permanently employed in the Systemair Group during the entire vesting period and if the performance conditions are met. The performance conditions are based on the total shareholder return on Systemair's shares, organic growth, operating margin and ESG-related targets. Allocation of performance shares will occur after the publication of the Q1-report for 2027.



### **Shareholders' views and significant changes in the guidelines**

As mentioned above the proposed guidelines to be presented at the AGM 2025 do not entail any material changes to the Company's existing remuneration guidelines. The Company has not received any material comments from shareholders on the existing guidelines for the remuneration of Senior Executives.

Skinnskatteberg, July 2025

**Systemair AB (publ)**

Board of Directors