

## **Board of Directors' proposal regarding resolution on guidelines for remunerating senior executives**

The Board of Directors proposes that the Annual General Meeting approves the following guidelines for senior executives:

Guidelines for remuneration and other employment terms for management primarily imply that the Company should offer its senior executives market remuneration that the remuneration shall be subject to consultation by a dedicated Remuneration Committee within the Board of Directors, that the associated criteria shall constitute the senior executive's responsibilities, role, competence and position. Remuneration to senior executives decided by the Board of Directors excluding any Board members affiliated to the Company and management. The guidelines shall be applied to new agreements, or existing agreements reached between senior executives after the guidelines have been adopted, and until new or revised guidelines are determined. What is stipulated for NeuroVive also applies to the Group, where applicable. This proposal is basically identical to the guidelines approved for remuneration to senior executives in the previous year.

### **1. Basic principle**

Salary and other benefits, as well as any share-related incentive programs, shall be on market terms and shall be structured so that NeuroVive can attract and retain competent senior executives.

### **2. Fixed compensation**

Senior executives shall be offered fixed compensation that is on market terms and based on the senior executive's responsibilities, roll, competence and position. Fixed compensation shall be subject to annual review.

### **3. Variable remuneration**

From time to time, senior executives may be offered variable remuneration. Such variable remuneration shall be on market terms and shall be based on the outcome of predetermined financial and individual targets. The terms and conditions and basis of computation of variable remuneration shall be determined for each financial year. Variable compensation is settled in the year after vesting and may either be paid as salary or as a lump-sum pension premium. Payment as a lump-sum pension premium is subject to indexation so the total cost for NeuroVive is neutral. The basic principle is that the yearly variable remuneration portion may amount to a maximum of 30% of fixed annual compensation.

The total of the variable remuneration for senior executives may amount to a total maximum of SEK 1,500,000.

When structuring variable remuneration that is payable to management in cash, the Board of Directors should consider introducing provisions such as:

- making payment of a predetermined portion of such remuneration conditional so the performance on which vesting is based is demonstrably sustainable over time, and
- offers the Company the opportunity to reclaim such remuneration paid on the basis of information that subsequently proves manifestly erroneous.

### **4. Non-monetary benefits**

Where the Board of Directors considers it appropriate and/or after individual consideration of an overall salary and benefits structure, a senior executive may be entitled to additional healthcare insurance.

### **5. Pension**

Senior executives are entitled to market-based pension solutions in accordance with collective

bargaining agreements and/or agreements with NeuroVive. All pension obligations should be defined contribution. Salary waivers may be utilized to increase pension provisions through lump-sum pension premiums, providing the total cost for NeuroVive is neutral.

#### **6. Notice period**

From NeuroVive's side, the maximum notice period shall be six months for the Chief Executive Officer and a maximum of six months for other senior executives. The notice period from the Chief Executive Officer's side shall be a minimum of six months, and from other senior executives' side, shall be a minimum of three months.

#### **7. The consultative and decision-making process of the Board of Directors**

The Board of Directors' Remuneration Committee consults on proposals for decision regarding salary and other employment terms for senior executives. Remuneration to senior executives is then decided by the Board of Directors, excluding any Board members who are affiliated to the Company and its management.

#### **8. Share-related incentive programs approved by shareholders' meetings**

Through its Nomination Committee, the Board of Directors shall consider the need for share-related incentive programs yearly, and where necessary, submit a proposal for resolution to the Annual General Meeting regarding a well-considered share-related incentive program for senior executives and/or other employees. Resolutions regarding any share and share price-related incentive programs targeted at senior executives shall be made by shareholders' meetings.

#### **9. Information on previously approved remuneration that is not due for payment**

There is no previously approved remuneration that is not due for payment.

#### **10. Information on departure from the guidelines resolved by the Annual General Meeting**

There have been no departures from previously approved guidelines.

#### **11. Other**

The Board of Directors shall be entitled to depart from the above guidelines if the Board of Directors judges that there are special circumstances justifying this in an individual case.