

The Board of Directors' proposal on guidelines for remuneration to Abliva's senior executives (item 13)

The Board of Directors proposes that the Annual General Meeting resolves on guidelines for remuneration to senior executives (**"the guidelines"**) with the following content, to be applicable until substantial changes in the guidelines are required, or until the annual general meeting in 2028, whichever comes first. The proposed guidelines do not have any major effects on the overall remuneration for senior executives.

The guidelines govern resolutions on remuneration that are taken by the Board of Directors or the Board of Directors' remuneration committee related to the senior executives. The guidelines do not comprise remunerations which are determined by the general meeting, for example share-related incentive programs or share-related compensation.

Forms of remuneration

The guidelines for management remuneration, and other terms of employment, ensures that the Company offers its senior executives remuneration on market terms, and dictates that this remuneration shall be determined by a dedicated Remuneration Committee governed by the Board of Directors. In addition, this policy ensures that the criteria for remuneration shall be based on the responsibilities, role, competence, and position of the specific senior executive. Remuneration to senior executives is decided by the Board of Directors, excluding any Board members affiliated to the Company and management. The guidelines shall apply to new agreements, or revisions to existing agreements, reached with senior executives after the guidelines were determined until new or revised guidelines have become effective.

Fixed remuneration

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

Variable remuneration

Short-Term Incentive (STI Bonus)

From time to time, senior executives and other key individuals may be offered variable remuneration. Such variable remuneration shall be on market terms and shall be based on the outcome of predetermined financial and operational targets. Variable remuneration shall be based on the fulfilment of the team's corporate goals and project achievement for the financial year. The terms and conditions and basis of computation of variable remuneration shall be determined for each financial year. Variable remuneration is an important tool to motivate employees while ensuring execution and growth of the Company's business strategy, long term interests, and sustainability.

Variable remuneration is based on performance over a period of approximately 12 months. The evaluation of the criteria for awarding variable cash remuneration occurs at the end of the period. At the annual review, the Remuneration Committee, or when applicable, the Board of Directors, may adjust the targets and/or the remuneration with regards to both positive and negative extraordinary events, reorganizations, and structural changes.

The annual variable remuneration will be a maximum of 35 percent of basic annual salary to the CEO, maximum 25 percent of the basic annual salary to the management team and maximum 15 percent of the basic annual salary to key personnel. The variable cash compensation shall not be pensionable, to the extent that not otherwise follows from mandatory collective agreement provisions. Variable cash compensation may either be paid as salary or as a lump-sum pension premium. Payment as a lumpsum pension premium is subject to indexation so the total cost for Abliva is neutral.

Long-Term Incentive (LTI Bonus)

The LTI Bonus is a cash program in which the participants commit to use the cash paid out by the Company to acquire shares and/or other securities in the Company. The shares are acquired by the participants on the stock market whereas warrants (or other securities) may be acquired through a new, AGM-approved incentive program. The long-term incentive program is in addition to the annual variable remuneration under section Short-Term Incentive (STI Bonus) above.

The decision regarding the annual amount available as LTI Bonus is built into the yearly bonus appraisal process to link yearly achievements to long term goals. The program is designed to build employee shareholding in Abliva, which creates incentives to promote the Company's business strategy, long-term interests and sustainability, and to retain employees. The amount of possible LTI Bonus will depend on the employee's position.

The participants are required to use the full amount of the LTI Bonus, net after income tax to acquire Abliva shares and/or securities. The Company will pay the social security costs.

When shares are acquired, the shares for the LTI Bonus will be locked in for a period of three (3) years after the acquisition. An employee who resigns, is terminated or otherwise leaves the Company will be obliged to hold the shares acquired within the LTI Bonus for the full period of three (3) years after acquisition notwithstanding the termination of their employment. In the event an employee or former employee breaches the terms of the LTI Bonus program, such as for example by failing to provide information on the status of their shareholding or prematurely disposing of their shareholding, they will be subject to contractual sanctions including a penalty equal to the full amount of the LTI Bonus (including income tax but excluding social security contributions thereon).

The Board decides on the amount of LTI Bonus. The maximum amount in the LTI Bonus is capped at an amount corresponding to 15 percent of the fixed annual compensation for the current year for the CEO, 10 percent for the management team, and 5 percent for other key personnel.

General principles for STI and LTI

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

- disqualify an individual, who sells his/her shares during the three (3) year qualification period, from future LTI Bonus,
- make payment of a predetermined portion of such remuneration conditional so the performance on which vesting is based is demonstrably sustainable over time, and
- offer the Company the opportunity to fully or partially reclaim variable compensation paid out in the previous year if prior information subsequently proves manifestly erroneous.

Pension and Other benefits

Senior executives are entitled to market-based pension solutions in accordance with collective bargaining agreements and/or agreements with Abliva. All pension obligations should, where possible, be premium based. Such benefits may amount to a maximum of 30 per cent of the annual fixed remuneration. Variable cash remuneration shall not entitle to a pension, unless otherwise is required by mandatory collective bargaining agreement provisions applicable to the senior executive. Employees may elect to use salary waivers in order to increase pension provisions through lump-sum pension premiums, providing the total cost for Abliva is neutral.

Where the Board of Directors considers it appropriate and/or after individual consideration of an overall salary and remuneration structure, a senior executive may be entitled to additional healthcare insurance. Such benefits may amount to a maximum of 20 per cent of the annual fixed remuneration.

As to employment conditions which are subject to other rules than Swedish rules, such as pension benefits and other benefits, necessary adjustments can be made to follow mandatory rules or local practice, whereby these guidelines' general purpose shall be met.

Information on remuneration resolved but not yet due

Variable remuneration for the senior executives for the fiscal year 2023 has been determined to SEK 3,729,000 including SEK 534,000 social security fees, within the framework of the guidelines approved by the Annual General Meeting 2020. Variable remuneration 2023 to senior executives was paid in March 2024. For further information regarding remuneration to senior executives see note 10 - Number of employees, salaries, other benefits and social security contributions in the Annual Report.

Notice period and severance pay

From Abliva's side, the maximum notice period shall be six months for the CEO and a maximum of six months for other senior executives. The notice period from the CEO's side shall be a minimum of six months, and from other senior executives' side, shall be a minimum of three months. In addition to this notice period, severance pay subject to a maximum of six months' salary plus benefits may be payable to the CEO.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into consideration (including information on the employees' total income, the components of the remuneration and increase and growth rate over time) by the Remuneration Committee and the Board of Directors when evaluating whether the Guidelines and the limitations set out herein are reasonable.

The preparation and decision making of the Board of Directors

The Board of Directors has established a Remuneration Committee. The committee's tasks include preparing the guidelines for executive remuneration (and any decision to deviate from the guidelines) and presenting them to the Board of Directors for approval. The Board of Directors shall prepare a proposal for new guidelines at least every four years and submit it to the General Meeting. The Guidelines shall be in force until new guidelines are adopted by the General Meeting.

The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the senior executives, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Deviation from these Guidelines

The Board of Directors may temporarily resolve to deviate from the Guidelines, in whole or in part, if there is special cause motivating the deviation and/or a deviation is necessary to serve the Company's long-term interests (e.g. sustainability, ensure the Company's financial viability, etc). As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to deviate from the Guidelines.

An example deviation is the payment of a higher variable remuneration for recruiting, keeping members of the senior management, or as remuneration for extraordinary efforts not included in the member's ordinary work tasks. Such remuneration may not exceed an amount corresponding to 100 percent of the yearly fixed salary and may not be paid more than once a year per person.

Potential significant changes in the guidelines and shareholders' views

The Board of Directors has not received any comments from shareholders on the existing guidelines for remuneration to senior executives. The updated guidelines have no major material changes in relation to the company's current guidelines for remuneration, which were established at the annual general meeting 2020. In the proposed guidelines, the total annual variable cash compensation (STI bonus) has increased for the company's CEO, STI bonus may amount to a maximum of 35 percent of the fixed annual salary compared to the previous 30 percent of the fixed annual salary, for the company's management team, bonus may amount to a maximum of 25 percent of the fixed annual salary compared to the previous 20 percent of the fixed annual salary and for the company's other key personnel, bonus may amount to a maximum of 15 percent of the fixed annual salary compared to the previous 10 percent of the fixed annual salary. No changes have been made in the share related LTI bonus program.

Lund April 2024
Abliva AB (publ)
The Board of Directors