

THE BOARD OF DIRECTORS' REPORT ON THE REMUNERATION COMMITTEE'S EVALUATION OF REMUNERATION TO SENIOR EXECUTIVES, ETC.

The board of directors of AcadeMedia AB (publ) has established a remuneration committee which, since the inaugural board meeting on 22 November 2018, consists of the chairman Thomas Berglund, Johan Andersson and Silvija Seres. The remuneration committee has since 22 November 2018 held five meetings, at which minutes have been kept, and had informal contacts in between when deemed necessary.

The duties of the remuneration committee include, inter alia, to monitor and evaluate programs for variable remuneration to senior executives and the application of the guidelines for remuneration to the CEO and other senior executives adopted by the annual shareholders' meeting held on 22 November 2018 (the "AGM").

As set forth in Rule 10.3 of the Swedish Corporate Governance Code (the "Code"), the board of directors hereby gives the following report on the results of the evaluation by the remuneration committee. The report covers the period after the AGM.

The remuneration committee is of the opinion that the guidelines for remuneration to the CEO and other senior executives adopted by the AGM have been applied in a correct manner, and that the guidelines have fulfilled their objectives and functioned well. Further, the remuneration committee considers the company's remuneration structures and levels to be in line with market practice and to be well-balanced.

It is noted that partly, AcadeMedia applies quality based criteria when determining quality objectives, which is a deviation from the Code. Reached quality objectives are measured in detail with quantitative measurements from unit level up to group level, and are described in detail in AcadeMedia's annual quality report and on the company's website. The board of directors of AcadeMedia has considered it appropriate to evaluate also whether the senior executives have used a sound judgment in the quality development work. This is important in order to ensure an appropriate development of the operations, for the students as well as for the company in the long term.

At the extraordinary shareholders' meeting held on 1 June 2016, the shareholders resolved to implement two long term incentive programs in the form of a share matching plan, for no more than 70 senior executives and other key employees within the group, and a warrant program, for no more than eight senior executives, who were offered to invest in such program in addition to investing in the share matching plan. The term of the share matching plan was less than three years, which constituted a deviation from the Code. This has, however, been considered appropriate as it was still deemed to constitute a long term incentive and that it was essential to launch the plan in connection with the IPO. This share matching plan lapsed during the business year 2018-2019 and matching shares were distributed to the employees and senior executives that had invested and remained as employees at the time. The last exercise period for the warrant program from 2016 is between 23 October and 5 November 2019.

At the annual shareholders' meeting held on 24 November 2017, the shareholders resolved to implement two additional long term incentive programs. One in the form of a share matching plan, for approximately 80 senior executives, managers and other key employees within the group, the other in the form of a warrant program, for no more than nine senior executives, who were offered to invest in such program in addition to investing in the aforesaid share matching plan.

At the annual shareholders' meeting held on 22 November 2018, it was resolved to implement a new long term incentive program in the form of an issue of convertible bonds to employees of AcadeMedia group, with the exception of the CEO and the management of the group. The new program was initiated in February 2019.

During the business year 2018-2019, the senior executives were offered a stock option program of cash-settled options, resolved and issued by Mellby Gård, the principal owner of AcadeMedia.

The rationale for the plans has been to motivate and retain competent employees, align the employees' objectives with those of the company, as well as to increase the motivation to meet and exceed the company's financial targets. The remuneration committee has evaluated the incentive programs in light of these objectives and found that they have fulfilled their objectives and purposes.