

Remuneration report 2021/2022

Introductory comments

This remuneration report provides an outline of how AcadeMedia's guidelines for executive remuneration, adopted by the Annual General Meeting on 30 November 2021, have been implemented in the financial year 2021/22. The report also provides details on the remuneration of AcadeMedia's CEO.

The report was prepared in compliance with the Swedish Companies Act and the Remuneration rules issued by the Swedish Corporate Governance Board.

Additional information on executive remuneration is available in note G5 Personnel expenses on pages 74 and 75 in the annual report for the financial year 2021/2022. Information on the work of the remuneration committee during the financial year is set out in the corporate governance report, which is available on pages 50-51 in the annual report for 2021/22.

Remuneration to the Board of Directors is not covered by this report. Remuneration to the board is resolved annually by the Annual General Meeting and disclosed in note K5 Personnel expenses in the annual report for 2021/2022.

Key development for AcadeMedia in 2021/2022

AcadeMedia's overall results and performance is presented in the administration report on pages 43-46 in the annual report for 2021/2022.

Overview of the application of the remuneration guidelines in 2021/2022

A prerequisite for the successful implementation of AcadeMedia's business strategy and safeguarding of the company's long-term interests, including sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company is able to offer competitive remuneration. The company's guidelines for executive remuneration enable AcadeMedia to attract, motivate and retain qualified personnel.

The remuneration to the senior executives shall be on market terms and may consist of fixed cash salary, variable cash compensation, pension benefits and other benefits. The variable compensation shall be linked to predetermined and measurable criteria, which can be financial or non-financial. The criteria shall be set to promote AcadeMedia's business strategy and long-term interests. The variable cash remuneration may not amount to more than fifty (50) per cent of the total fixed cash remuneration for the measurement period, and shall not qualify for pension benefits for the CEO. The guidelines for executive remuneration adopted by the Annual General Meeting 2021 can be found on pages 46-47 in the annual report 2021/2022.

The remuneration guidelines have been fully implemented. No deviations from the guidelines for executive remuneration have been decided and no derogations from the procedure for implementation of the guidelines have been made.

The auditor's statement regarding whether the company has complied with the guidelines is available at <https://academedia.se/en/investors/corporate-governance/annual-general-meeting/annual-general-meeting-2022/>. No remuneration has been reclaimed.



Remuneration to the CEO (amounts in SEK thousands)¹

| Name | Year | Fixed remuneration | | Variable remuneration | | Pensions | Total remuneration | Proportion ⁵ | |
|-----------------------|---------|--------------------------|-----------------------------|-----------------------|-------------------------|----------|--------------------|-------------------------|----------|
| | | Base salary ² | Other benefits ³ | One-year | Multi-year ⁴ | | | Fixed | Variable |
| Marcus Strömberg (VD) | 2021/22 | 6 206 | 88 | 2 792 | 0 | 1 901 | 10 987 | 75% | 25% |
| | 2020/21 | 6 110 | 155 | 3 000 | 637 | 1 864 | 11 766 | 69% | 31% |

¹ The table above presents remuneration related to the financial years 2020/2021 and 2021/2022.

² Includes holiday pay of SEK 86 thousand 2021/22 and SEK 111 thousands 2020/21.

³ Other benefits refer to car benefit

⁴ Multi-year variable remuneration 2020/21 relates to the share-based variable compensation vesting during the financial year and was calculated as market price at vesting. For number of savings shares, please see in the Remuneration report for 2020/21 section "Share-based incentive programmes ending during the year".

⁵ Pensions are in its entirety linked to the base salary and is a defined contribution plan and is therefore treated as fixed compensation.

In addition to the compensation which the guidelines for executive remuneration encompasses, the Annual General Meetings have decided to implement long-term share-based incentive programmes, which are described below.

Share-based remuneration

During the year, AcadeMedia introduced two long-term share-based incentive programmes, one share-savings program and one warrant program. The programmes were approved at the 2021 Annual General Meeting held on 30 November came into effect during the third quarter of 2021/22. In addition, there is one long-term share-based incentive programme consisting of convertible bonds issued to employees in the Group, excluding group management.

The cash-settled synthetic options that were issued by AcadeMedia's principal owner Mellby Gård at the end of 2018 terminated during the fiscal year. In February 2021, Mellby Gård issued 287,357 synthetic options, related to AcadeMedia's ordinary share, to the CEO.

Share-based incentive programmes introduced during the year

Warrant programme

During the year, AcadeMedia introduced a new warrant programme (TOP 2021/2025) directed at group management and other senior executives in the Group, approved by the Annual General Meeting 2021. The warrants were acquired at market value calculated according to Black & Scholes at the time of issuance. The programme encompassed in total 482,673 warrants and each warrant entitles the holder to subscribe for one new share in AcadeMedia at 60.10 SEK per share. The warrants may be exercised during two periods: for two weeks from the day after publication of the interim report for the second quarter of the 2024/2025 financial year and for two weeks from the day after publication of the interim report for the third quarter of the 2024/2025 financial year.

The CEO hold 40,000 warrants.

Share-matching programme

During the fiscal year, AcadeMedia has implemented a new share-matching programme (AMP 2021/2025), for executives and other key employees in the Group, with the exception of the CEO and Executive management. Provided that the employee made an investment in shares in AcadeMedia (savings shares), holds the savings shares during the term of the programme (February 2022 – February 2025) and is employed by AcadeMedia for the entire term, the employee is entitled to be allocated a corresponding number of matching shares. The performance criteria for the matching shares are that the total shareholder return exceeded 10% and that AcadeMedia has maintained a good quality in its educational operations during the term of the programme.

On 30 June 2022, the total number of savings shares amounted to 13,850.



Other share-based incentive programmes

Convertible programme

The Annual General Meeting 2018 implemented a convertible programme directed to employees in the Group, excluding the CEO and group management. The convertible loan was issued at an amount of approx. SEK 20 million.

During the year, the number of shares and votes increased by 4,033 ordinary shares and as many votes through conversion of convertible bonds. Remaining convertibles can at conversion increase the number of ordinary shares can increase by 334,650, corresponding to a dilution of approx. 0.3 percent of the shares and votes in the company. The convertible loans matures on 17 September 2023, unless converted before that. See also note K5 Personnel expenses in the annual report 2021/22 for information on detailed conditions.

Synthetic options Mellby Gård

In February 2021, AcadeMedia's principal owner Mellby Gård issued 287,357 cash-settled synthetic options related to the AcadeMedia share to the CEO with the purpose to promote the company's long-term performance and result. The synthetic options have a term of approx. two years and can be settled during the period February – October 2023.

AcadeMedia has not been involved in the offering from Mellby Gård and will not be charged by any costs in relation to the offering. The programme cannot lead to any dilution of AcadeMedia share.

The CEO holds 287,357 synthetic options issued in 2021.

Share-based incentive programmes terminated during the year

Synthetic options Mellby Gård

In December 2018, AcadeMedia's principal owner Mellby Gård issued 681,000 cash-settled synthetic options to executive management in AcadeMedia with the purpose to promote the company's long-term performance and result. The programme was terminated in February 2021.

Application of performance criteria

The purpose of the performance-related variable compensation is to promote AcadeMedia's business strategy and long-term interests, including sustainability by, among other things, contributing to committed and motivated managers who in turn motivate their employees, creating clarity by communicating and contracting goals and expected work results, creating attraction in connection with the recruitment of new managers and creating an incentive for existing managers to stay in the Group. The board may, after the board's own evaluation, eliminate or reduce all variable compensation if the individual has shown lack of judgement and disregarded negative consequences with respect to quality in order to maximise the financial targets. The financial performance criteria are determined by the board and is based on adjusted operating income for the Group as a whole. For the financial year 2021/22 the performance criteria resulted in 91% outcome with respect to the variable remuneration.

Comparative information on the change of remuneration and company performance¹

| | 21/22 | 20/21 ² |
|--|-------|--------------------|
| Remuneration to the CEO, SEK million | 11 | 12 |
| Operating income for the Group, SEK millions | 1 224 | 1 174 |
| Adjusted operating income, SEK million | 1 001 | 939 |

¹ The table will be extended over time to include a five-year historical comparison.

² Operating income for the fiscal year 2020/21 is recalculated following application of new accounting principles relating to "cloud computing arrangement costs". The effects of restatement are shown in Note G34 Effects of



change in accounting policy in the 2021/22 Annual report.

