

## **THE BOARD OF DIRECTORS' REPORT ON THE REMUNERATION COMMITTEE'S EVALUATION OF REMUNERATION TO EXECUTIVE MANAGEMENT, ETC.**

The board of directors of AcadeMedia AB (publ) has established a remuneration committee which, since the inaugural board meeting on 15 September (and on 18 December) 2015 consists of the chairman Ulf Mattsson, Harry Klagsbrun and Silvija Seres. The remuneration committee has since 15 September 2015 held three meetings at which minutes have been kept and had informal contacts in between when necessary.

The duties of the remuneration committee include, *inter alia*, to monitor and evaluate programs for variable remuneration to executive management, the application of the guidelines for remuneration to the CEO and other members of executive management adopted by the annual shareholders' meeting held on 18 December 2015 (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 members of executive management 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. However, the board of directors of AcadeMedia has considered it appropriate to evaluate also whether the executive management has used a sound judgment in the quality development work. This is important in order to ensure an appropriate development of the operations, in the view of the students, as well as to ensure that the company develops satisfactory on a 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 executive managers and other key employees within the group, and a warrant program, for no more than eight executive managers, who were invited to invest in such program in addition to investing in the share matching plan. The rationale for the plans has been to motivate and retain competent employees, align the employees' goals with those of the company, as well as to increase the motivation to meet and exceed the company's financial targets. The board of directors intends to evaluate the two incentive programs in light of these objectives.

The share matching plan runs for three years, which constitutes a deviation from the Code. This has, however, been considered appropriate as it continues to constitute a long term incentive and as it was essential to launch the plan in connection with the IPO.