

Remuneration report by the Board of Directors for the financial year 2022/2023

Introduction

This remuneration report provides an outline of how AcadeMedia AB's guidelines for remuneration to senior executives, adopted by the Annual General Meeting on 30 November 2021, have been implemented in the financial year 2022/23. The report also provides details on the remuneration of AcadeMedia AB's CEO.

The report was prepared in compliance with the Swedish Companies Act and the Rules on Remuneration of the Board and Executive Management and on Incentive Programs issued by the Swedish Corporate Governance Board.

Additional information on executive remuneration is available in note G5 Personnel expenses on pages 69-70 in the annual report for the financial year 2022/23. 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 2022/23.

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 G5 Personnel expenses in the annual report for 2022/23.

Key development for AcadeMedia in 2022/23

AcadeMedia's overall results and performance is presented in the administration report on pages 42-45 in the annual report for 2022/23.

Overview of the application of the remuneration guidelines in 2022/23

A prerequisite for the successful implementation of AcadeMedia's business strategy and safeguarding of the company's long-term interests, including its sustainability, is that the company is able to recruit, motivate and retain qualified personnel. To this end, it is necessary that the company is able to offer competitive remuneration. The company's guidelines for remuneration to senior executives 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 page 46 in the annual report 2022/23.

During the financial year, the company has made one deviation from the applicable remuneration guidelines. The deviation was decided by the Board and consisted of a newly recruited member of group management receiving a pension benefit that exceeds the level stipulated in the guidelines. According to the guidelines, the pension premiums for defined contribution pension benefits shall amount to a maximum of twenty-five (25) percent of the fixed annual cash salary. The deviation was motivated by the broad and relevant qualifications of the person and the deviation was considered necessary to meet the company's long-term interests, including its sustainability. Otherwise, no deviations from the remuneration guidelines 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/agm-2023/>. 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)	2022/23	6 344	156	2 527	0	1 946	10 973	77%	23%
	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 2020/21, 2021/22 and 2022/23.

² Includes holiday pay of SEK 104 thousand 2022/23, 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 programs 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 remuneration guidelines encompasses, the Annual General Meetings have decided to implement long-term share-based incentive programs, which are described below.

Share-based remuneration

AcadeMedia implements on a continuous basis long-term share-related incentive programs that include senior executives, other key employees and managers within the Group.

Share-based incentive programs introduced during the year

Warrant program (WP 2022/26)

During the year, AcadeMedia introduced a new warrant program for senior executives, other key individuals and employees within the AcadeMedia Group. The program was adopted by the Annual General Meeting on 30 November 2022 and was implemented during the third quarter of the financial year 2022/23. The warrants were acquired at market value calculated according to Black & Scholes at the time of issuance. The program encompassed in total 315,597 warrants and each warrant entitles the holder to subscribe for one new share in AcadeMedia at 56.80 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 financial year 2025/2026 and for two weeks from the day after publication of the interim report for the third quarter of the financial year 2025/2026.

The CEO holds 30,000 warrants.

Other share-based incentive programs

Convertible program

The Annual General Meeting 2018 implemented a convertible program directed to employees in the AcadeMedia 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 504 ordinary shares and as many votes through conversion of convertible bonds. Remaining convertibles can at conversion increase the number of ordinary



shares by 334,202, corresponding to a dilution of approx. 0.3 percent of the shares and votes in the company. The convertible loans mature on 17 September 2023, unless converted before that. See also note G5 Personnel expenses in the annual report 2022/23 for information on detailed conditions.

Warrant Program (WP 2021/2025)

At the Annual General Meeting 2021, the shareholders resolved on a long-term incentive program in the form of a warrant program, directed at group management and other key employees in AcadeMedia. The warrants were acquired at market value calculated according to Black & Scholes at the time of issuance. The programme encompasses in total 442,673 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 financial year 2024/2025 and for two weeks from the day after publication of the interim report for the third quarter of the financial year 2024/2025.

The CEO holds 40,000 warrants.

Share-matching Program (SMP 2021/2025)

At the Annual General Meeting 2021, the shareholders also resolved on a long-term incentive program in the form of a share-matching program, 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), keeps the savings shares during the term of the program (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 program.

On 30 June 2023, the total number of savings shares amounted to 12,850.

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 development and result. The synthetic options have a term of approximately two years and can be exercised 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 program cannot lead to any dilution of the AcadeMedia share.

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

Share-based incentive programs terminated during the year

No share-related incentive programs expired during the financial year.

Application of performance criteria

The purpose of the performance-related variable compensation is to promote AcadeMedia's business strategy and long-term interests, including its 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 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 2022/23 the performance criteria resulted in 81% outcome with respect to the variable remuneration.

Comparative information on the change of remuneration and company performance¹

	22/23	21/22	20/21 ²
Remuneration to the CEO, SEK million	11	11	12
Operating income for the Group, SEK millions	1 270	1 224	1 174
Adjusted operating income, SEK million	964	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 2021/22 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.

