

## Remuneration report 2024

### Introduction

This report describes how the guidelines for executive remuneration at Ratos AB, adopted by the 2022 Annual General Meeting, were implemented in 2024. The report also provides information on remuneration to the CEO and a summary of the company's outstanding share-related and share price-related incentive programs. The report has been prepared in accordance with the Swedish Companies Act and the *Rules on Remuneration of the Board and Executive Management and on Incentive Programs* (the "Remuneration Rules") issued by the Swedish Corporate Governance Board.

Further information on executive remuneration is available in Note 7 Employees, personnel costs and remuneration to senior executives and boards on pages 104-108 of the 2024 Annual Report. Information on the work of the compensation committee in 2024 is set out in the Corporate Governance Report available on pages 72-79 of the 2024 Annual Report.

Remuneration of the Board of Directors is not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and disclosed in Note 7 on pages 105-107 of the 2024 Annual Report.

### Key developments 2024

The CEO summarises the company's overall performance in his statement on pages 18-19 of the 2024 Annual Report.

### The company's remuneration guidelines: scope, purpose and deviations

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company can recruit and retain qualified personnel. To this end, the company must offer competitive remuneration. The company's remuneration guidelines enable the company to offer executives competitive total remuneration. Under the remuneration guidelines, executive remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. The variable cash remuneration shall be linked to predetermined and measurable financial or non-financial criteria. They may be individualised, quantitative or qualitative objectives. The criteria shall be designed to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

The guidelines are found on pages 42-43 of the 2024 Annual Report. During 2024, the company complied with the applicable remuneration guidelines adopted by the general meeting. No deviations have been made from the guidelines and no deviations have been made from the decision-making process that, according to the guidelines, is to be applied when determining remuneration. The auditor's report regarding the company's compliance with the guidelines is available at <https://www.ratos.com/en/governance/>. No remuneration has been reclaimed. In addition to remuneration covered by the remuneration guidelines, the Annual General Meetings of the company have resolved to implement long-term share-related incentive programs.

**Table I – Total CEO remuneration in 2024 (kSEK)**

Senior executive's name (position)	Fixed remuneration		Variable remuneration		Pension expense <sup>5)</sup>	Variable remuneration	Proportion of fixed and variable remuneration %
	Basic salary <sup>1)</sup>	Other benefits <sup>2)</sup>	One-year <sup>3)</sup>	Multi-year <sup>4)</sup>			
Jonas Wiström (CEO)	10,542	140	7,285	2,144	3,107	23,218	59/41

<sup>1)</sup> Basic salary including holiday pay of kSEK 185.

<sup>2)</sup> Refers to company car and healthcare.

<sup>3)</sup> One-year variable remuneration refers to a bonus of SEK 7,285 attributable to 2024. 50% to be paid in 2025 and 50% in 2026. However, up to 100% of the variable cash remuneration for 2024 may be paid to the CEO already in 2025, provided that the entire portion of the variable cash remuneration received that exceeds 50% is invested by the CEO in instruments in Ratos's long-term incentive program 2025.

<sup>4)</sup> Multi-year variable remuneration refers to securities benefits (kSEK 1,430) and subsidies (kSEK 715) regarding warrants in Ratos's long-term incentive program 2024.

<sup>5)</sup> Refers to defined contribution pension and has been reported in full as fixed remuneration.

### Share-based remuneration

#### **Outstanding share-related and share price-related incentive programs**

##### *Convertible and warrant programs*

The 2021, 2022, 2023 and 2024 annual general meetings voted to introduce long-term incentive programs for the CEO and other key personnel in Ratos (LTI2021–LTI2024), which were still outstanding as of 31 December 2024, consisting of convertibles and warrants (hereinafter the "Instruments").

Participants in LTI2021 and LTI2022, with certain exceptions, were free to decide how large a share of the Instruments offered should comprise convertibles but the share of warrants could comprise a maximum of 50% of the Instruments offered. Under LTI2023 and LTI2024, the CEO and members of Ratos's management group were free to decide how large a share of the Instruments offered should comprise convertibles, and the share of warrants could comprise a maximum of 50% of the Instruments offered, while other key personnel were only entitled to subscribe for convertibles, not warrants.

The aforementioned convertible programs extend for no more than four years and can be exercised after approximately three years at the earliest. The aforementioned warrant programs extend for no more than three and a half years and can be exercised after approximately three years at the earliest.

The participants have received warrants free of charge, which means they have received a benefit corresponding to the market value of the warrants on the allotment date, calculated according to the Black & Scholes model. One prerequisite for the allotment of warrants is that the participant has signed an agreement regarding repurchases, etc. with the company whereby the company or purchaser designated by the company has the right to repurchase warrants if the participant's employment is terminated (at the lower of market price and purchase price if employment is terminated within approximately 18 months from the allotment, and at market price if employment is terminated after about 18 months from the allotment).

Under LTI2024, Ratos subsidised part of the cost, meaning that the net cost of the warrants for participants in the program amounted to about 25% of the taxable benefit, from the first acquired warrant. The subsidy is received in connection with the allotment.

Ratos has issued and allotted a total of 6,045,600 Instruments to the participants, which are still outstanding as of 31 December 2024, distributed as follows: 3,945,600 convertibles and 2,100,000 warrants. The CEO has been allotted a total of 450,000 warrants and 500,000 convertibles, which are still outstanding as of 31 December 2024. Ratos's convertible debentures amounted to a nominal amount of just over SEK 170m as of 31 December 2024. The increase in the company's share capital may, in the event of full exercise of the Instruments, amount to no more than SEK 19,043,640 (assuming the current quota value and that no recalculation has taken place in accordance with the terms and conditions), which, as of 31 December 2024, corresponded to dilution of approximately 1.85% of the shares in Ratos, based on the number of shares outstanding.

It was noted that the exercise period for the convertibles under LTI2020 began during 2023 and that the exercise period for the convertibles under LTI2021 began during the year, that all remaining convertibles under LTI2020 and no convertibles under LTI2021 were converted to shares during the

year, that all 908,100 convertibles were still outstanding under LTI2021, that the maturity date for LTI2021 is 30 June 2025 and that the exercise periods for the other aforementioned convertible programs have not yet begun.

It was also noted that the exercise period for the warrants under LTI2019 and LTI2020 began during 2023 and that the exercise period for the warrants under LTI2021 began during the year, that all remaining warrants under LTI2019 and LTI2020 were converted to shares during the year, that all warrants under LTI2021 expired during the year (without conversion to shares) and that the exercise periods for the other aforementioned warrant programs have not yet begun.

#### Synthetic options

The annual general meetings from 2013 to 2017 resolved on cash-settlement option programs related to Ratos's investments outstanding in companies as of 31 December 2024. These programs are carried out through the issue of synthetic options that have been transferred at market price. These programs give key personnel in Ratos an opportunity to share in the portfolio companies' growth in value. These options gain value only when Ratos's average annual return exceeds a certain percentage (which varies between 8% and 15%). The purchase of options is subsidised by the option purchaser having received extra cash remuneration corresponding to a maximum of 50% of the option premium, whereby the remuneration is divided into equal components over four years, normally provided the person concerned still works for the Ratos Group and still holds options acquired from Ratos. The CEO has not been allotted any synthetic options.

It was noted that no cash-settlement program related to Ratos's investments expired during 2024.

**Table 2 – Warrant programs (CEO)**

Name of the holder  (position)	The main conditions for the warrant programs							Information regarding the reported financial year*					
	1 Name of program	2*** Performance period	3 Allotment date	4** Vesting date	5 End of retention period	6 Exercise period	7 Exercise price (subscription price) (SEK)	Opening	During the year		Closing balance		
								8 Warrants held at beginning of year	9 Warrants allotted	10** Warrants vested	11*** Warrants subject to performance condition	12** Warrants allotted and unvested	13 Warrants subject to retention period
Jonas Wiström (CEO)	LTI2022	N/A	20 May 2022	21 Nov 2023	N/A	31 May 2025 15 Dec 2025	45.18 <sup>1</sup>	150,000	0	0	N/A	0	N/A
	LTI2023	N/A	22 May 2023	23 Nov 2024	N/A	31 May 2026 15 Dec 2026	33.63 <sup>2</sup>	150,000	0	150,000	N/A	0	N/A
	LTI2024	N/A	20 May 2024	21 Nov 2025	N/A	31 May 2027 15 Dec 2027	38.03 <sup>3</sup>	0	150,000*	0	N/A	150,000	N/A
<b>Total</b>								<b>300,000</b>	<b>150,000</b>	<b>150,000</b>	<b>N/A</b>	<b>150,000</b>	<b>N/A</b>

\* In 2024, there were changes to the warrant programs LTI2019, the CEO exercised his 100,000 warrants, and in LTI2021, the CEO's 150,000 warrants expired without conversion to shares. In 2020, the CEO was not allotted any warrants under LTI2020, but rather only convertibles. In 2024, there were no changes in the warrant programs LTI2022 and LTI2023. In 2024, the CEO was allotted 150,000 warrants under LTI2024.

\*\*One prerequisite for the allotment of warrants in all warrant programs is that participants have signed an agreement regarding repurchases, etc. with the company whereby the company has the right to repurchase warrants if the participant's employment is terminated (at the lower of market price and purchase price if employment is terminated within approximately 18 months from the allotment and at market price if employment is terminated after about 18 months from the allotment). The warrants are therefore specified as vested after about 18 months from the allotment.

\*\*\* Warrants are not covered by any performance conditions.

<sup>1</sup> Provided that the share price at the exercise date amounts to at least SEK 48.152.

<sup>2</sup> Provided that the share price at the exercise date amounts to at least SEK 35.675.

<sup>3</sup> Provided that the share price at the exercise date amounts to at least SEK 41.83.

**Table 3 – Convertible programs (CEO)**

Name of the holder  (position)	The main conditions for the convertible programs							Information regarding the reported financial year <sup>a</sup>					
	1 Name of program	2** Performance period	3 Allotment date	4** Vesting date	5 End of retention period	6 Exercise period	7 Exercise price (conversion price) (SEK)	Opening	During the year		Closing balance		13 Convertible subject to retention period
								8 Convertible held at beginning of year	9 Convertible allotted	10** Convertible vested	11** Convertible subject to performance condition	12** Convertible allotted and unvested	
Jonas Wiström (CEO)	LTI2021	N/A	29 Mar 2021	29 Mar 2021	N/A	30 Apr 2024 31 May 2025	47.50	150,000	0	0	N/A	N/A	N/A
	LTI2022	N/A	20 May 2022	20 May 2022	N/A	31 May 2025 31 Jul 2026	48.91	100,000	0	0	N/A	N/A	N/A
	LTI2023	N/A	22 May 2023	22 May 2023	N/A	31 May 2026 30 Jul 2027	35.36	100,000	0	0	N/A	N/A	N/A
	LTI2024	N/A	20 May 2024	20 May 2024	N/A	31 May 2027 2 Aug 2028	41.69	0	150,000	150,000	N/A	N/A	N/A
<b>Total</b>								<b>350,000</b>	<b>150,000</b>	<b>150,000</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>

\* In 2024, there were no changes to the convertible program LTI2021, LTI2022 and LTI2023. In 2024, the CEO was allotted 150,000 convertibles under LTI2024.

\*\* Convertibles are not covered by any performance conditions or limitations on disposal. The convertibles are therefore specified as vested in connection with allotment.

### Application of performance criteria

The performance criteria for the CEO's variable remuneration have been selected to deliver on the company's strategy and to encourage behaviour that is in the long-term interests of the company. In the selection of performance criteria, the strategic objectives and short-term and long-term business priorities for 2024 have been taken into account.

**Table 4 – Performance of the CEO in the reported financial year: variable cash remuneration**

Table 4 – Performance of the CEO in the reported financial year: variable cash remuneration

Senior executive's name (position)	1 Description of the criteria related to the remuneration component	2 Relative weighting of the performance criteria	3
			a) Measured performance and b) actual award/remuneration outcome
Jonas Wiström (CEO)	Adjusted EBITA growth in the Ratios group in 2024	65%	a) 56% b) kSEK 3,769
	Adjusted growth in Profit before tax (EBT) for the Ratios Group in 2024	35%	a) 97% b) kSEK 3,516

Comparative information on changes in remuneration and company performance

**Table 5 – Changes in remuneration and company performance over the last five reported financial years (RFY) (kSEK)**

	<b>RFY 2021 vs RFY 2020</b>	<b>RFY 2022 vs RFY 2021</b>	<b>RFY 2023 vs RFY 2022</b>	<b>RFY 2024 vs RFY 2023</b>	<b>RFY 2024</b>
Remuneration to the CEO <sup>3)</sup>	+3,904 (+21.0%)	-7,136 (-32.0%)	+8,730 (+57.5%)	-682 (-2.9%)	<b>23,218</b>
Consolidated operating profit <sup>1)</sup>	+198,986 (+13.7%)	-37,699 (-2.3%)	+1,392,481 (+86%)	-1,340,526 (-44.5%)	<b>1,669,930</b>
Average remuneration based on the number of full-time employees <sup>2) &amp; 3)</sup> in the parent company	+170 (+9.3%)	-412 (-20.6%)	+367 (+18.3%)	-33 (-1.7%)	<b>1,931</b>

<sup>1)</sup> Consolidated operating profit pertains to continuing operations, meaning excluding Bisnode, which was reported as a discontinued operation during 2020 and 2021.

<sup>2)</sup> Excluding members of Group management. However, remuneration to a previous member of Group management is included, in the aforementioned figure, for most of 2020 and 2021. The remuneration comprises basic salary, other benefits, variable remuneration and pension expense, which is the same as the components included in the CEO's remuneration (Table 1). Total remuneration has been divided by the number of full-time employees in the parent company, excluding members of Group management, to obtain average remuneration.

<sup>3)</sup> Note that variable cash remuneration from 2023 and onwards is based on adjusted EBITA and EBT in the Ratos Group.