

The Board of Directors' of NYAB AB proposal regarding guidelines for remuneration of senior executives

The Board of Directors of NYAB AB (the “**Company**”) proposes that the Annual General Meeting 2026 resolves to adopt the following guidelines for remuneration of senior executives.

Scope and applicability

These guidelines apply to remuneration of the Company's senior executives, i.e. members of the Board of Directors, the CEO (including any Deputy CEO) and other members of the Group Executive Management of the Company. The guidelines apply to remuneration agreed, and amendments to remuneration already agreed, after the adoption of the guidelines by the Annual General Meeting 2026. The guidelines do not apply to any remuneration decided on or approved by the General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting.

The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

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 is able to recruit and retain qualified senior executives. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the senior executives competitive total remuneration. For more information regarding the Company's business and sustainability strategy, see the Company's annual reports and sustainability reports.

Types of remuneration

The combined remuneration for each senior executive shall be based on market terms, be competitive, and reflect the individual's performance and responsibilities. The remuneration may consist of fixed salary, variable remuneration, pension benefits and other benefits.

Fixed salary

The fixed salary shall be determined based on factors including expertise, experience, responsibilities and performance. The salary level should

be determined by comparing the salary to similar positions within a defined peer group. The fixed salary is to be reviewed annually.

Variable remuneration

Variable share remuneration

The Company may offer share related or share price related remuneration. Such programs are adopted by the General Meeting and are therefore not covered by these guidelines. There are currently ongoing long-term share related incentive programs for senior executives and key employees in the Company and its subsidiaries.

Variable cash remuneration

The Company may offer performance based, short-term variable cash remuneration. Such remuneration may not exceed 80 percent of the fixed annual salary for the CEO and 60 percent of the fixed annual salary for other senior executives. Variable cash remuneration shall be linked to defined and measurable criteria, which may be financial or non-financial, and shall always be linked to business performance. These criteria shall aim at promoting the Company's business strategy and performance as well at its long-term interests, including its sustainability.

Special arrangements

The company may, in exceptional cases, grant one-time remuneration. Such remuneration shall be provided on an individual basis, exclusively for the purpose of recruiting or retaining senior executives and shall not exceed 100 percent of the individual's fixed annual salary combined with the maximum variable cash remuneration. One-time remuneration may be granted no more than once per year per individual. Any such arrangement must be clearly documented and approved in accordance with the Company's governance procedures.

In addition to the remuneration resolved by the General Meeting, a member of the Board of Directors may receive remuneration for assignments performed for the Company or its subsidiaries outside the scope of the board work. The Board of Directors may resolve to enter into an agreement with the member of the Board of Directors or their affiliated company regarding individual such assignments or enter into a framework agreement. Remuneration for assignments for the Company or its

subsidiaries that a member of the Board of Directors performs outside the scope of board work shall be based on market terms.

Right to withhold or reclaim remuneration

The terms and conditions for variable remuneration shall be formulated to ensure that the Board of Directors retains the discretion to (i) limit, postpone, or refrain from making payments of variable remuneration in the event of exceptional financial or economic circumstances where such action is considered justified in order to safeguard the company's long-term interests, and (ii) withhold or reclaim variable remuneration that has been awarded or paid on the basis of information which is subsequently found to be materially incorrect, or where the payment has been influenced by misconduct or negligence on the part of the senior executive.

Pension benefits

For the CEO and other senior executives, the pension benefit shall be defined contribution, and the pension premiums shall not exceed 35 percent of the fixed annual salary.

Other benefits

Other benefits may include, for example, life insurance, medical insurance and company car benefits. Such benefits may not exceed 15 percent of the fixed annual salary.

Termination periods and severance pay

When employment is terminated by the Company or its subsidiaries, the notice period may not exceed 9 months and potential severance pay may not exceed 12 months' fixed salary. When employment is terminated by the senior executive, the notice period may not exceed nine months and no severance pay shall be paid.

Consideration of remuneration to the Company's employees

In the preparation of the proposal for these guidelines, the employment conditions applied within the Company as a whole have been used as a benchmark, following the principle that the remuneration packages of all NYAB employees should be based on the complexity and responsibilities of the position, performance and market practice. In general, the same combination of remuneration components such as fixed salary, variable remuneration pension and other benefits are offered within NYAB.

The decision-making process to determine, review and implement the guidelines

The Board of Directors may from time to time establish a Remuneration Committee. If such a committee has not been established, the tasks of the committee shall be performed by the Board of Directors.

The Committee's tasks include preparing the Board of Directors' decision to propose guidelines for remuneration of senior executives. The Board of Directors shall prepare a proposal for guidelines when there is a need for significant changes to the guidelines, however at least every fourth year, and submit it to the General Meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for remuneration of senior executives as well as the current remuneration structures and compensation levels in the Company.

Pursuant to the Swedish Corporate Governance Code, the Chair of the Board of Directors may also be the Chair of the Remuneration Committee and the other members of the Remuneration Committee elected by the General Meeting shall be independent of the Company and its executive management.

The CEO and other senior executives shall not participate in the Board of Directors' or the Remuneration Committee's processing and resolutions regarding remuneration-related matters to the extent that they are affected by such matters.

Decisions on remuneration to the CEO are taken by the Board of Directors, based on proposals from the Remuneration Committee, and decisions on remuneration to the other senior executives are taken by the Remuneration Committee. Decisions on remuneration for board work to members of the Board of Directors are taken by the General Meeting.

Adjustment to local rules

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, considering, to the extent possible, the overall purpose of these guidelines.

Derogation from the guidelines

The Board of Directors may resolve to temporarily derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.