

THE BOARD'S REMUNERATION REPORT FOR 2024

Introduction

This remuneration report describes how the guidelines for executive remuneration of Kinnevik AB, adopted by the 2020 and 2024 Annual General Meetings, were implemented during 2024. The report also provides information on remuneration paid to Kinnevik's Chief Executive Officer (the "CEO") and Board members (in addition to ordinary Board remuneration, if any), as well as a summary description of Kinnevik's outstanding share incentive plans. The report has been prepared in accordance with the Swedish Companies Act and the Swedish Stock Market Self-Regulation Committee's *Rules on Remuneration of the Board and Executive management and on Incentive Programmes*.

Key developments during 2024

The CEO summarizes Kinnevik's overall performance in his statement on pages 12-13 in the 2024 Annual & Sustainability Report, which can be found on Kinnevik's website at www.kinnevik.com under the heading "Reports & Presentations" (which can be found under the section "Investor Relations").

Overview of the application of the Remuneration Guidelines during 2024

A prerequisite for the sustainable and successful implementation of Kinnevik's business strategy and safeguarding of its long-term interests is that Kinnevik is able to attract, motivate and retain the best talent globally. To achieve this, it is necessary that Kinnevik offers competitive and cost efficient remuneration packages to create incentives to execute strategic plans, deliver excellent operating results and to ensure financial alignment with Kinnevik's shareholders. The Remuneration Guidelines should enable Kinnevik to offer Senior Executives a competitive remuneration package, which together with Kinnevik's long-term share and share-price related incentive plans promote Kinnevik's business strategy and its long-term interests and sustainability.

Under Kinnevik's Remuneration Guidelines, remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration (a portion of which is conditional upon being invested in Kinnevik share and share-price related instruments), pension benefits and other customary benefits. Additionally, the General Meeting may resolve on, among other things, long-term share and share-price related incentive plans.

Both the People & Remuneration Committee's evaluation and the Auditor's review have concluded that Kinnevik has complied with the applicable Remuneration Guidelines in 2024. This conclusion also encompasses the requirement on each Senior Executive to re-invest a portion of their variable cash remuneration in Kinnevik shares until they have a shareholding in Kinnevik corresponding to their respective fixed annual cash salary, net after taxes. In accordance with the Remuneration Guidelines, the Board may temporarily resolve to derogate from the Guidelines, if in a specific case there is special cause for the derogation and a derogation is necessary to serve Kinnevik's long-term interests, including its sustainability, or to ensure Kinnevik's financial viability. During 2024, the Board has resolved to derogate from the applicable Remuneration Guidelines in one specific case. In connection with one Senior Executive leaving their employment, the Board approved that the Senior Executive would receive fixed cash salary during the notice period and severance pay that together exceeded the prescribed maximum amount in the Guidelines by six months' worth of fixed cash salary. The derogation was motivated by the necessity of facilitating the completion of the divestment of Kinnevik's entire shareholding in Tele2.

The People & Remuneration Committee monitors and evaluates programmes for variable remuneration to the CEO as well as for Kinnevik's organization as a whole, both ongoing and those that have ended during the year. The actual and expected outcomes of these remuneration programmes have been reported to the Board and discussed at Board meetings.

Subject to restrictions that may apply under law or contract, Kinnevik has the authority to reclaim variable remuneration in whole or in part in the event it was paid on incorrect grounds or based on information that was manifestly misstated. The People & Remuneration Committee has evaluated Kinnevik's performance and the Senior Executives' performance, as well as the Auditor's report, and has concluded that no such reclaims are to be made for 2024.

According to the Remuneration Guidelines, long-term incentive plans shall be structured to ensure that the absolute majority of Senior Executives' remuneration is linked to the long-term development of shareholder wealth, and that Senior Executives have a significant portion of their personal capital aligned with the sustained creation of shareholder value. For the 2025 Annual General Meeting, the Board has resolved not to propose a long-term share incentive plan, but this will be duly considered by the Board to be elected at the 2025 Annual General Meeting.

Total remuneration to the CEO during 2024 (excluding share incentive plans)¹

	Fixed Remuneration		One-Year Variable Remuneration	Extraordinary Items	Pension Expense	Total Remuneration	Portion of Fixed and Variable Remuneration
	Base Salary	Other Benefits					
Georgi Ganev, CEO	SEK 9,636,587 ²	SEK 220,563	SEK 3,564,000	–	SEK 2,883,342	SEK 16,304,492	78% / 22%

Application of performance criteria

The performance criteria for the CEO's variable cash remuneration are determined at the beginning of the year and are tied to specific and measurable objectives and performance metrics. The majority of the targets are directly linked to objectively quantifiable results, whereas a subset of targets requires the Board and its People & Remuneration Committee to make a more qualitative assessment of certain factors and measurable data in determining whether a specific outcome has reached the level of success required.

To increase alignment between the CEO's incentives and the interests of Kinnevik's shareholders, payment of the variable cash remuneration is conditional upon a portion of it being invested in Kinnevik shares. The CEO has since 2018 invested SEK 42m into Kinnevik Class B shares and other Kinnevik instruments, and has not sold any shares or other Kinnevik instruments. Accordingly, he was not required to re-invest part of his variable cash remuneration into Kinnevik shares in 2024 as his current shareholding in Kinnevik exceeds his fixed annual cash salary by 655 percent, net after taxes based on the closing price of the Kinnevik B share on 30 December 2024 (SEK 73.65). Since 2018, the CEO has acquired 161,000 Kinnevik Class B shares, 196,396 incentive shares as part of the 2021–2024 share incentive plans and 200,000 call options on Kinnevik Class B shares issued by Verdere S.à r.l. in 2018, which expired without being exercised in 2023. During the same period, the CEO has been awarded 214,357 Kinnevik Class B shares through share incentive plans vesting during 2020–2024. Accordingly, per 31 March 2025, the CEO held in total 405,907 Class B shares and 196,396 acquired incentive shares. If the CEO's shareholding had not met such threshold, he would have been required to re-invest 20 percent of his variable cash remuneration in Kinnevik shares.

Kinnevik's ambition is to be the leading listed European growth investor. At the core of this ambition is Kinnevik's strategy to build and maintain a focused portfolio of growth businesses and to ensure that this portfolio remains dynamic, vibrant and able to deliver long-term sustainable returns through active and disciplined capital reallocation. The performance criteria for the CEO's variable cash compensation are all set to advance this strategy.

The performance criteria for variable cash compensation to the CEO for 2024 were established by the Board in the first quarter of 2024 and were divided into two categories of objectives:

1. 70 percent of the variable cash compensation was dependent on performance against Kinnevik's corporate objectives, focused on short-term objectives benefitting Kinnevik's long-term strategy (the "Corporate Objectives").
2. 30 percent of the variable cash compensation was dependent on the Board's assessment of Kinnevik's and the CEO's performance in relation to strategic execution, stakeholder management, employee engagement and team development as measured by *inter alia* performance reviews and surveys from Kinnevik's Board, employees, and investee company representatives (the "Overall Performance").

¹ The table includes remuneration earned in 2024.

² Includes SEK 132,587 vacation pay.

The Corporate Objectives for 2024 were divided into three categories consisting of, inter alia, what is outlined below.

Category	Relative weighting of the performance criteria	Outcome
Focus Resources to Grow Portfolio Value	42%	19.32% SEK 1,836,173 In 2024, our core growth companies performed largely in line with growth and operating margin expectations. We achieved a number of significant milestones in our selected new ventures. However, we invested more than SEK 300m in existing companies outside our focus sectors.
Become Self-Funded with Predictable Capital Availability	17.5%	12.6% SEK 1,197,504 We ended 2024 with SEK 10.9bn in net cash at a time of market uncertainty. Our key near-term IPO candidates performed in line with expectations on growth and operating margins. However, apart from the Tele2 divestment, no material exits were completed outside of our focus companies.
Market Confidence	10.5%	0.84% SEK 79,834 Market confidence remaining below what our portfolio warrants, with a 47% NAV discount by end of 2024. Clear signs of an improving market sentiment, with the 2024 Capital Markets Day being well received.
Total outcome before downward adjustment		32.76% / SEK 3,113,510

The objectives for Overall Performance for 2024 included, inter alia, what is outlined below.

Category	Relative weighting of the performance criteria	Outcome
Strategic Execution	30%	Completed strategic transformation by completing a long-planned Tele2 exit to a well-reputable strategic buyer. Proactive investments into core companies at attractive terms, including significant secondary acquisitions, driving portfolio concentration towards core companies.
Stakeholder Management		Well-received Capital Markets Day with positive feedback from sell-side analysts and strong new investor conversion throughout the year, although offset by sell-downs from certain institutions and retail shareholders. Improvements of financial communication and transparency, strengthened brand in the relevant ecosystems, and increased recognition of our core companies.
Employee Engagement & Team Development		CEO remains an appreciated and strong leader among all stakeholder groups. Continued high employee engagement with an average 2024 eNPS score of 29 (36) despite high performance management-driven turnover. Strong results from both internal and external individual performance reviews.
Total outcome before downward adjustment		24% / SEK 2,280,960

The evaluation of performance criteria for variable cash compensation to the CEO for 2024 outlined above indicates an award corresponding to 56.76 percent of the CEO's base salary for 2024. However, in line with the applicable Remuneration Guidelines, the People & Remuneration Committee shall ensure that any rewards of variable cash remuneration properly reflect the business performance of Kinnevik. In years of poor performance, actual awards may be lower than what the evaluation of the predetermined criteria suggests. 2024 was yet another challenging year during which Kinnevik experienced weak development in its Net Asset Value and share price. Strong developments in Kinnevik's core companies were offset mainly by the write-off of our VillageMD investment reflecting actions of majority owner Walgreens, and weak performance in some investees struggling in the face of a weaker e-commerce market. Taking this into account, the Board resolved to award the CEO's a lower variable cash remuneration, corresponding to 37.5 percent of his base salary for 2024 or SEK 3,564,000.

Outstanding and during 2024 ended share incentive plans and the CEO's participation

Over the years, Kinnevik has implemented annually recurring long-term share and share-price related incentive plans for its employees to further align their incentives with the interests of Kinnevik's shareholders. The share incentive plans are resolved upon by the General Meeting and prepared by Kinnevik's People & Remuneration Committee in consultation with major shareholders and external advisors.

In 2018, Kinnevik introduced a new structure for its share incentive plans. Since then, the terms have been in substance the same. Simplifications have been made based on conclusions from monitoring the ongoing plans, and certain adjustments of the performance conditions have been made to reflect Kinnevik's performance, portfolio evolution and growth-focused investment strategy. During 2021–2023, the CEO and senior members of Kinnevik's investment team had the opportunity to acquire additional shares in the share incentive plans at fair market value using their own capital (hence at zero cost to Kinnevik), in order to further increase their exposure to the long-term development of Kinnevik and its share price. Starting 2024, all participants are required to personally invest directly into incentive shares in order to participate in the share incentive plans, entailing an increased exposure to the program and the long-term development of Kinnevik and its share.

During 2024, Kinnevik had six ongoing share incentive plans (2019, 2020, 2021, 2022, 2023 and 2024), out of which one (2019) ended during 2024. The share incentive plans are based on a structure where the participants subscribe for or acquire incentive shares that are reclassified to Class B shares depending on performance conditions tied to measures of Kinnevik's value creation. To participate in the share incentive plans, participants must also satisfy certain investment and employment retention criteria.

In 2024, the CEO did not receive any Kinnevik Class B shares from the incentive plan launched in 2019 as Kinnevik did not reach the entry target for the performance condition during the measurement period.

In 2024, the accounting cost recorded for the CEO's participation in outstanding share incentive plans amounted to SEK 6.0m. SEK 3.2m, or 53 percent of this accounting cost, related to in-cash payments to the Swedish Tax Authority pertaining to Kinnevik's subsidization of participation in the 2024 share incentive plan. The remaining SEK 2.8m, or 47 percent, pertained to a portion of the notional fair market values of participation in the 2021–2024 share incentive plans.

The table below sets out an overview of the CEO's participation in outstanding share incentive plans as of 31 December 2024.

	Share Incentive Plan	Allotment of Incentive Shares, 3 years	Allotment of Incentive Shares, 5 years	Acquisition of Incentive Shares, 5 years	Re-classified (vested) Incentive Shares	Total Outstanding Incentive Shares
Georgi Ganev, CEO	2020	61,100	62,400	n/a	61,100 (reclassified to Class B shares during 2023)	62,400
	2021	n/a	70,000	24,500	(Determined in 2026)	94,500
	2022	n/a	86,000	43,000	(Determined in 2027)	129,000
	2023	n/a	140,580	70,290	(Determined in 2028)	210,870
	2024	n/a	234,424	58,606	(Determined in 2029)	293,030

Additional information on outstanding share incentive plans, including performance requirements and performance levels as per end of 2024, and details of the CEO's participation in such, is available in Note 16 to the 2024 Annual & Sustainability Report, which can be found on Kinnevik's website at www.kinnevik.com under the heading "Report & Presentations" (which can be found under the section "Investor Relations").

Comparative information on the change of remuneration and Kinnevik's performance³

	2020	2021	2022	2023	2024
Georgi Ganev, CEO	SEK 18,560,000	SEK 17,833,000	SEK 16,493,000	SEK 16,190,000	SEK 16,309,492
Change year on year	+9%	-4%	- 8%	-2%	+1%
1-Year Annualised Total Shareholder Return	85%	29%	-56%	-25%	-17%
5-Year Annualised Total Shareholder Return	22%	30%	5%	3%	-8%
Leverage	4.5% net cash to value	8.0% net cash to value	24.0% net cash to value	19.1% net cash to value	37% net cash to value
Shareholder Remuneration	SEK 7.0 per share ⁴	– ⁵	–	–	SEK 23.0 per share ⁶
Average Remuneration of Employees of the Company ⁷	SEK 3,085,000	SEK 3,109,000	SEK 3,029,000	SEK 3,423,000	SEK 3,922,000
Change year on year	-3%	+1%	-3%	+13%	+15%

Additional information available in the 2024 Annual & Sustainability Report and on Kinnevik's website

Kinnevik's current Remuneration Guidelines, adopted by the 2024 Annual General Meeting, can be found on pages 88–90 in the 2024 Annual & Sustainability Report that is available on Kinnevik's website at www.kinnevik.com under the heading "Reports & Presentations" (which can be found under the section "Investor Relations") and the Auditor's report regarding whether Kinnevik has complied with the guidelines is available on Kinnevik's website at www.kinnevik.com under the heading "General Meetings" (which can be found under the subsection "Governance" under the section "Investor Relations").

Additional information on Kinnevik's remuneration during 2024 that is not covered by this report is available in the 2024 Annual & Sustainability Report that is available on Kinnevik's website at www.kinnevik.com under the heading "Reports & Presentations" (which can be found under the section "Investor Relations").

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Work of the People & Remuneration committee in 2024

Note 16 on pages 88–94

Information required by Chapter 5, Sections 40–44 of the Annual Accounts Act, including detailed information on remuneration to the other Senior Executives covered by the Remuneration Guidelines adopted at the 2024 Annual General Meeting and Kinnevik's share incentive plans

Note 16 on pages 88–94

Remuneration to the Board

³ Remuneration earned in the respective years, excluding long-term share and share-price related incentive plans.

⁴ In line with the shareholder remuneration policy, Kinnevik did not pay any ordinary dividend for 2020 but paid an extraordinary cash dividend of SEK 7.0 per share.

⁵ In line with the shareholder remuneration policy, Kinnevik did not pay any ordinary dividend for 2021, but Kinnevik distributed its entire shareholding in Zalando SE to its shareholders, corresponding to an extraordinary value transfer of approximately SEK 196 per Kinnevik share, which is not reflected in the table above.

⁶ In 2024, Kinnevik made an extraordinary value transfer to its shareholders of SEK 23.0 per share.

⁷ Include all employees of Kinnevik AB and its wholly-owned subsidiary Kinnevik Capital Ltd excluding the CEO.