

# Remuneration report 2024

## Introduction

This remuneration report gives an overview of how the guidelines for executive remuneration of BICO Group AB (publ) ("BICO"), adopted by the Annual General Meeting on 20 May 2024, have been applied during the financial year 2024.

The report also provides information on remuneration to the CEO of BICO as well as a summary of BICO's outstanding share-based related incentive programs. The report has been prepared in accordance with the Swedish Companies Act (2005:551) and the Remuneration Rules issued by the Swedish Corporate Governance Board.

Information required under Chapter 5, Section 40 – 44 of the Annual Accounts Act (1995:1554) is available in note 6 on pages 77-80 of the Group's annual report for 2024. Information on the work of the Remuneration Committee 2024 is set out in the Group's Corporate Governance report, available on pages 117-122 in the annual report 2024.

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 6 on page 79 in the annual report 2024. The Group has no Deputy CEO covered by this report.

## The Group's development 2024

The CEO summarises the Group's overall performance in her statement on pages 6 – 7 in the annual report 2024.

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

A prerequisite for the successful implementation of the Group's business strategy and safeguarding of its long-term interests is that the Group can recruit and retain qualified employees. To this end, the Group must offer competitive remuneration. The Group's remuneration guidelines enable the Group to offer executives a competitive 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, long-term incentive programs, pension and other benefits.

The variable cash remuneration shall be linked to pre-determined financial or non-financial criteria. The criteria shall be designed to contribute to the Group's business strategy and long-term interests, by for example being clearly linked to the business strategy or promote long-term development. At least 25% of the variable remuneration (gross) should be used to acquire BICO shares. Thereafter, the share should have a three-year lock-up. The guidelines are available on pages 54-55 in the annual report 2024.

The remuneration guidelines, adopted unanimously by the Annual General Meeting on 20 May 2024, have been fully implemented. No deviations from the guidelines have been decided and no derogations from the procedure for implementation of the guidelines have been made. No remuneration has either been refunded. The auditor's report regarding the Group's compliance with the guidelines is available on <https://bico.com/investors/governance/annual-general-meetings/>

## Total CEO remuneration in 2024 (SEKk)

Name, position	Financial year	Fixed remuneration		Variable remuneration		Extra-ordinary remuneration	Pension expense <sup>4</sup>	Total remuneration	Bonus in relation to fixed base salary amounts to %
		Base salary <sup>1</sup>	Other benefits	One-year variable	Multi-year variable				
Maria Forss, CEO	2024 (12 months)	3,785	7	1,225	334 <sup>8</sup>	-	1,428	6,779	32%
	2023 (1.5 months)	484	1	-	25 <sup>8</sup>	3,000 <sup>7</sup>	150	3,661	625%

Name, position	Financial year	Fixed remuneration		Variable remuneration		Extra-ordinary remuneration	Pension expense <sup>4</sup>	Total remuneration	Bonus in relation to fixed base salary amounts to %
		Base salary <sup>1</sup>	Other benefits	One-year variable	Multi-year variable				
Erik Gatenholm, CEO	2023 (10.5 months)	3,453	755 <sup>5</sup>	-	-	930 <sup>6</sup>	1,000	6,138	27%
	2022 (12 months)	3,003	30	454 <sup>2</sup>	-	-	856	4,343	15%
	2021 (12 months)	2,292	-	633	-	1,545 <sup>3</sup>	563	5,033	95%

<sup>1</sup>Including holiday pay.

<sup>2</sup>The amount differs from the 2022 annual report as a result of adjustment in final outcome compared to estimated outcome.

<sup>3</sup>Discretionary additional cash bonus has been paid in 2021 as a result of successful execution of the acquisition strategy and the launch of the bio convergence concept, including the name change to BICO, on the market.

<sup>4</sup>Pension expense is in its entirety relates to base salary and is premium defined.

<sup>5</sup>The majority of benefits received are attributable to tax advice in the US, which has benefited both the company and the CEO.

<sup>6</sup>Remuneration received is related to assessed outcome for variable remuneration regarding one-year targets at the time of agreement on change of employment.

<sup>7</sup>Remuneration received is related to new recruitment.

<sup>8</sup>The amount is relating to the year's cost for Share-based remuneration according to IFRS 2.

## Share-based remuneration

During 2024 BICO has had four long-term incentive programs for the Group's employees. The purpose of the incentive programs is to encourage a broad shareholding among BICO's employees, facilitate recruitment, retain competent employees and increase motivation to achieve or exceed the Group's goals. Further information about the incentive programs is available in note 6 on pages 77-80 in the annual report 2024.

Maria Forss has received 200,000 options in LTIP 2022 free of charge in connection with employment. During 2024, Maria Forss has acquired 100,000 options in LTIP 2024 on market terms. For main terms in LTIP 2022 and LTIP 2024, see below:

### LTIP 2022

In order for the Options to entitle the participant to acquire a share, the participant must have been employed within the BICO group up to and including the publication of the Company's quarterly report for the first quarter 2026 or, if such report is not published, on 1 June 2026 (the "Vesting Period").

The Options are vested during the Vesting Period in accordance with the following performance requirements:

- 50% of the granted Options shall be tied to the requirement that the BICO Group's sales per share has amounted to at least SEK 50 per share during 2025;
- 50% of the granted Options shall be tied to the requirement that BICO group is cash flow positive, excluding earn outs, during each year from and including 2023 up to and including 2025, thus the vesting shall decrease with one third for each year the

cash flow of the BICO group has not been positive, excluding earn outs, from and including 2023 up to and including 2025.

Each Option entitles the holder to receive one share of series B in BICO at a predetermined price of SEK 150 per share during the period from 1 June 2026 to and including 31 September 2026. The exercise price has been determined by applying the Black & Scholes method. The latest point at which vested Options may be exercised shall be on 31 September 2026.

#### LTIP 2024

Each Option entitles the holder to receive one share of series B in BICO at a predetermined price of SEK 61.13 per share during the period from 1 June 2027 to and including 31 August 2027. Acquisition of options in LTIP 2024 has been made at fair value by applying the Black & Scholes method. There are no performance criteria for the options in LTIP 2024.

#### Application of performance criteria

Performance criteria for the CEO's variable remuneration have been chosen to deliver the strategy of the Group and to encourage behaviour that is in the Group's long-term interest. When selecting performance criteria, the strategic objectives as well as short-term and long-term business priorities for 2024 have been considered.

#### CEO's performance during the financial year 2024: variable cash remuneration

Name, position	Criteria's relating to the remuneration component	Relative weighting of performance criteria	a. Measured performance and b. Actual remuneration outcome
Maria Forss, CEO	Organic growth 2024	40%	a. -2.8% b. SEKk 164
	Cash EBITDA 2024	25%	a. SEKm 40.2 b. SEKk 0
	NWC / Net Sales 2024	15%	a. 19.3% b. SEKk 363
	Individual targets	20%	a. Fulfilled 100% b. SEKk 744

#### Comparative information on the change of CEO remuneration and the Group's performance (SEKk)

	2022 vs 2021	2023 vs 2022	2024 vs 2023***
CEO remuneration	+711 (+31%)	+934**** (31%)	-152 (-4 %)
EBIT	-759,974 (-321%)	-1,175,101 (-327%)	+277 591
Net sales	+982,163 (+78%)	+129,113 (+6%)	-64 124 (-3 %)
Average remuneration based on a full-time equivalent of employees* (in the Group companies**)	+304 (54%)	+78 (9%)	+42 (4 %)

\* Excluding CEO and other members of Group management.

\*\* Comparisons are made with employees in all Group companies as the Group's key functions historically have been found in more companies than the parent company.

\*\*\* The comparison is made for continuing operations, while previous years have not been recalculated.

\*\*\*\* Change of CEO in 2023, including two individuals.