

# Remuneration Report

## Introduction

This report provides an outline of how AFRY AB's ("**AFRY**" or the "**Company**") guidelines for executive remuneration, adopted by the Annual General Meeting 2024, have been implemented in 2025. Further, the report provides details on the remuneration to the President and CEO and a summary of the Company's outstanding long-term incentive programmes. The report has been prepared in compliance with the Swedish Companies Act and the Remuneration Rules issued by the Swedish Stock Market Self-Regulation Committee.

Further information on remuneration to senior executives in accordance with Chapter 5, Sections 40-44 of the Swedish Annual Accounts Act can be found in note 6 (Employees and personnel costs) on pages 138-141 of the Annual Report 2025. Information on the work of the Remuneration Committee during 2025 can be found in the corporate governance report on page 39-40 of the Annual Report 2025.

Remuneration to the Board of Directors is not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and is disclosed in note 6 on page 139 of the Annual Report 2025.

## Key developments 2025

The President and CEO summarises the Company's performance in the statement on pages 6-7 of the Annual Report 2025.

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

A prerequisite for a 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 be able to offer competitive remuneration. The Company's remuneration guidelines enable the Company to offer executives a competitive total remuneration. According to the remuneration guidelines, executive remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration (STI and LTI included), pension benefits and other customary benefits. The variable cash remuneration must mainly be tied to financial criteria. The criteria must be designed to contribute to the Company's business strategy and long-term interests. The Remuneration Committee monitors and evaluates programmes for remuneration to the President and CEO, both ongoing programmes and programmes ended during the year, and the actual and expected outcome of such programmes has been reported to the Board of Directors and discussed at board meetings.

Based on the Remuneration Committee's evaluation of the President and CEO's remuneration, the Board of Directors has determined that the current remuneration structure and level of remuneration are appropriate within the relevant markets, remain competitive and promote the Company's business strategy, long-term interests and sustainability.

The remuneration guidelines, adopted by the Annual General Meeting 2024, can be found in note 6 on pages 139-140 of the Annual Report 2025. During 2025, the Company has complied with the

applicable remuneration guidelines adopted by the Annual General Meeting. No deviations from the guidelines have been made and no deviations have been made from the decision-making process to be applied to determine the remuneration according to the guidelines. No remuneration has been reclaimed.

The Auditor's report regarding the Company's compliance with the guidelines is available on the Company's website <http://www.afry.com/en/investor-relations/corporate-governance/audit>. In addition to the remuneration covered by the remuneration guidelines, the Company's Annual General Meetings have decided to introduce long-term incentive programmes.

**Table 1 - Total remuneration of the President and CEO in 2025<sup>1)</sup> (MSEK)**

Name of the executive (position)	1		2		3	4	5	6
	Fixed remuneration		Variable remuneration		Extraordinary items	Pension expense	Total remuneration	Proportion of fixed and variable remuneration <sup>4)</sup>
	Base salary <sup>2)</sup>	Other benefits <sup>3)</sup>	STI One-year	LTI cash-based Multi-year				
Jonas Gustavsson (former CEO) <sup>5)</sup>	0.36		0.22	4.20	12.82	4.40	22.00	22% fixed 78% variable
Linda Pålsson (CEO) <sup>6)</sup>	8.05	0.10	1.21	0.59	0	2.77	12.71	86% fixed 14% variable

1) With the exception of 3-year variable remuneration, the table shows remuneration earned during 2025, i.e., for STI One-Year, the amount earned during 2025 but paid out in 2026 is reported. Multi-year variable remuneration is reported to the extent it has been subject to so-called vesting during 2025 and in that sense has been earned, even when the measurement period ended the previous year. For earned variable remuneration, see the section "Application of performance criteria" below.

2) Vacation pay included.

3) Company car.

4) Pension costs (column 4), which relate entirely to Basic salary and are defined contribution, have been fully recognised as fixed remuneration.

5) CEO until 11 January 2025.

6) CEO from 12 January 2025.

## Long-term incentive programmes

The long-term incentive programmes that can be offered are share-related or share-price-related programmes and/or long-term cash-based programmes – all with a duration of three years. For all cash-based programmes there is a cap of maximum 80 percent of the annual fixed cash salary for the President and CEO, and 70 percent of the annual fixed cash salary for the other senior executives. Decisions on share-related and share-price-related programmes are made by the Annual General Meeting either through separate decisions or by indicating the essential conditions of the programme in the remuneration guidelines.

### Long-term cash programmes

The Annual General Meeting 2022 adopted a cash-based long-term incentive programme, the format of which has continued to be proposed and adopted at the Annual General Meetings in 2023, 2024 and 2025. The programmes are the result of a review conducted by the Remuneration Committee in 2021 with the conclusion that the Company should offer a long-term performance-based incentive programme as part of the employees' total remuneration. The programmes aim to align participants' incentives and shareholders' interests through two strategically important financial performance conditions for AFRY, growth and EBITA margin. After a predetermined measurement period, the participant is entitled to a cash payment, depending on the degree of fulfilment of the performance conditions. For half of the amount paid to the participant, net after tax, the participant will acquire

AFRY shares that he/she undertakes to keep for a predetermined period. The programme comprises of approximately 125 participants annually and is targeted for the President and CEO, the Group Executive Management, employees at director level and above who are reporting directly to the Group Executive Management, and a few nominations of key personnel and employees in key positions.

The ongoing programmes adopted at the Annual General Meetings 2023, 2024 and 2025 are subject to so-called vesting in 2026, 2027 and 2028, respectively, and are described in detail in the notice to the respective Annual General Meetings on the Company's website, [www.afry.com/en](http://www.afry.com/en).

During 2025, the President and CEO participated in all outstanding long-term cash programmes.

## Application of performance criteria

The performance criteria for the President and CEO's variable remuneration have been selected to realize the Company's strategy and to encourage actions that are in the long-term interest of the Company. When selecting performance criteria, strategic goals as well as short- and long-term business priorities for the year 2025 have been considered. Below is a description of the variable remuneration expensed in 2025, as also disclosed in note 6 of the Annual Report.

**Table 2a- President and CEO's performance during the reported financial year: variable short-term cash remuneration.**

Name of the executive (position)	Programme name	Description of the criteria related to the remuneration component	Relative weighting of performance criteria	Actual award/compensation outcome MSEK
Jonas Gustavsson (former CEO) <sup>7)</sup>	STI 2025	EBITA 2025	25%	0.05 MSEK
		EBITA margin 2025	50%	0.12 MSEK
		Growth 2025	25%	0.05 MSEK
Linda Pålsson (CEO)	STI 2025	EBITA 2025	25%	1.21 MSEK
		EBITA margin 2025	50%	0.00 MSEK
		Growth 2025	25%	0.00 MSEK

7) CEO until 11 January 2025.

**Table 2b- President and CEO's performance during the reported financial year: variable long-term cash remuneration.**

Name of the executive (position)	Programme name	Description of the criteria related to the remuneration component	Relative weighting of performance criteria	Actual award/compensation outcome MSEK and measured performance
Jonas Gustavsson (former CEO) <sup>8)</sup>	LTI 2022-2024	Average EBITA margin 2021-2023	50%	0.00 MSEK
		Average growth 2021-2023	50%	4.20 MSEK
Linda Pålsson (CEO)	LTI 2022-2024	Average EBITA margin 2021-2023	50%	0.00 MSEK
		Average EBITA margin 2021-2023	50%	0.59 MSEK

8) CEO until 11 January 2025.

## Comparative information on the change of remuneration and the Company's performance

**Table 3- Changes in remuneration and the Company's performance over the last five financial years (RR) (MSEK)**

Annual change	RR-4 vs RR-5	RR-3 vs RR-4	RR-2 vs RR-3	RR-1 vs RR-2	RR vs RR-1	RR 2025
<b>Remuneration to the CEO<sup>9)</sup></b>						
<b>Annual fixed base salary</b>	+0.25 (+2.6%)	+0.30 (+3.0%)	+0.36 (+3.5%)	+0.42 (+4.0%)	-2.94 (-27.0%)	8.05 MSEK
<b>The Company's Performance<sup>10)</sup></b>						
<b>The Company's result EBITA</b>	+77 (+4.7%)	+174 (+10.2%)	+146 (+7.7%)	+69 (+3.4%)	-246 (-11.6%)	1,867 MSEK
<b>The Company's result EBITA margin</b>	-0.1 %-units	-0.5 %-units	-0.5 %-units	+0.2 %-units	-0.6 %-units	7.2%
<b>The Company's result organic growth</b>	+12.4 %-units	+2.8 %-units	+2.1 %-units	-9.7 %-units	-3.5 %-units	-2.8%
<b>Average remuneration based on the number of full-time equivalent employees (excluding group management) in the parent company<sup>11)</sup></b>						
<b>Employees in the Company</b>	+0.01 MSEK (+1.62%)	+0.02 MSEK (+3.25%)	+0.02 MSEK (+3.19%)	+0.02 MSEK (+3.34%)	+0.02 MSEK (+3.27%)	0.63 MSEK

9) Remuneration includes fixed remuneration, i.e., base salary, holiday pay included.

10) Adjusted for items affecting comparability. For a definition of the performance criteria, please see the Annual and sustainability report 2025, mainly section "Alternative performance measures". RR-1 from the Remuneration Report 2024 has been corrected due to minor changes in the final figures.

11) Data as of 31 December of each respective year for permanent employees.