

Remuneration Report 2023 of VNV Global AB (publ)

Introduction

This remuneration report provides an outline of how VNV Global AB (publ)'s (the “**Company**”) guidelines for executive remuneration (the “**Remuneration Guidelines**”) have been implemented with respect to the financial year 2023. The Remuneration Guidelines were adopted by the annual general meeting of VNV Global Ltd. in 2020 and subsequently ratified by an extraordinary general meeting of the Company held on 23 June 2020 following the re-domestication of the group from Bermuda to Sweden. The report also provides details on the remuneration of the Company's CEO. In addition, the report contains a summary of the Company's outstanding share and share-price related incentive programs. The report has been prepared in compliance with Chapter 8, Sections 53 a and 53 b of the Swedish Companies Act (2005:551), the Swedish Corporate Governance Code and the Rules on Remuneration of the Board and Executive Management and on Incentive Programs issued by the Swedish Corporate Governance Board (now managed by The Stock Market Self-Regulation Committee (ASK)).

Numbers presented in this report relate to all compensation paid out in or otherwise related to the financial year 2023, irrespective of accrual for accounting purposes. For this reason, numbers may vary from those presented in the Company's Annual Report 2023 (the “**Annual Report 2023**”). Information required by Chapter 5, Sections 40-44 of the Annual Accounts Act (1995:1554) is available in note 19 on pp. 40-42 in the Annual Report 2023.

Information on the work of the remuneration committee in 2023 is set out in the Company's Corporate Governance Report, which is available on the Company's website <https://vnv.global/investor-relations/corporate-governance/>.

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 19 on p. 41 of the Annual Report 2023. However, in addition to the Board fees as resolved by the 2023 AGM, two Directors (Josh Blachman and Keith Richman) have during 2023 received remuneration for consultancy services outside the scope of their duties as Directors in the Company under separate contracts. The gross annual cost per contract is USD 0,1 mln. See note 20 on p. 42 of the Annual Report 2023.

Key Developments 2023

The CEO summarizes the Company's overall performance in his statement on pages 3-4 in the Annual Report 2023.

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 the Company's ability to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration. The Remuneration Guidelines enable the Company to offer executives a 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. Additionally, the general meeting may – irrespective of these guidelines – resolve on share or share price-related remuneration as well as other forms of remuneration without limitation.

The variable cash remuneration shall be linked to financial or non- financial criteria. They may be individualized, 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 Remuneration Guidelines can be found on the Company's website <https://vnv.global/investor-relations/general-meetings/>.

During 2023, the Company has complied with the Remuneration Guidelines. No deviations from the Remuneration Guidelines have been decided and no derogations from the procedure for implementation

of the Remuneration Guidelines have been made. No remuneration has been reclaimed. The auditor's report regarding the Company's compliance with the Remuneration Guidelines is available on <https://vnnv.global/investor-relations/general-meetings/>.

In addition to remuneration covered by the Remuneration Guidelines, the Company has implemented a number of long-term share-related incentive plans, as resolved on by successive annual general meetings of VNV Global Ltd. and, following the re-domestication of the group from Bermuda to Sweden, general meetings of the Company.

Table 1.1 – Total remuneration of the CEO in 2023 (USD thousands)

Name of Director/CEO (Position)	Fixed remuneration		Variable remuneration		Pension Expense****	Total Remuneration	Proportion of fixed and variable remuneration*****
	Base Salary*	Other Benefits	One-year variable**	Multi-year variable***			
Per Brilioth (CEO)	509	10	1,023	140	98	1,780	35/100
Total	509	10	1,023	140	98	1,780	35/100

* Includes statutory holiday pay.

** Variable remuneration for 2023 of USD 1,023 thousand was allocated and paid out in March 2023. This variable remuneration is related to 2023 years' costs of LTIP 2018.

*** The full amount is attributable to the subsidized subscription price payable by the incentive program participants for the incentive shares under LTIP C 2023 and LTIP D 2023.

**** The managing director has a defined contribution pension plan, according to the Group's pension policy which is based on Swedish ITP-standards. The Group has no further obligations once the contributions have been paid. The contributions are recognized as employee benefit pension expense in profit or loss when they are due. The pension is not tied to the managing director's employment and is based on the managing director's base salary.

***** Pension expense, which in its entirety relates to Base salary and is premium defined, has been counted entirely as fixed remuneration.

Table 1.2 – Total remuneration of the CEO in 2022 (USD thousands)

Name of Director/CEO (Position)	Fixed remuneration		Variable remuneration		Pension Expense****	Total Remuneration	Proportion of fixed and variable remuneration*****
	Base Salary*	Other Benefits	One-year variable**	Multi-year variable***			
Per Brilioth (CEO)	502	15	512	10	101	1,140	54/100
Total	502	15	512	10	101	1,140	54/100

* Includes statutory holiday pay.

** Variable remuneration for 2022 of USD 512 thousand was allocated and paid out in March 2023. In addition, the variable remuneration for 2021 of USD 320 thousand was paid out in 2022.

*** The full amount is attributable to the subsidized subscription price payable by the incentive program participants for the incentive shares under LTIP 2022 (USD 10 thousand).

**** The managing director has a defined contribution pension plan, according to the Group's pension policy which is based on Swedish ITP-standards. The Group has no further obligations once the contributions have been paid. The contributions are recognized as employee benefit pension expense in profit or loss when they are due. The pension is not tied to the managing director's employment and is based on the managing director's base salary.

***** Pension expense, which in its entirety relates to Base salary and is premium defined, has been counted entirely as fixed remuneration.

Share-based remuneration

In 2023, two separate new incentive programs for management and key personnel, Series C 2023 and Series D 2023, were launched to replace the incentive programs 2019 to 2022. The 2019 to 2022 programs were cancelled, with the exception of some vested shares in the 2022 program. The C 2023 and D 2023 programs contain a five-year performance period (4/2023 to 3/2028).

The incentive program C 2023 ties rewards to performance of the Company share price and the incentive program D 2023 ties rewards to performance of the Company's net asset value.

Some or all of the incentive shares will be redeemed or reclassified as ordinary common shares. If the performance conditions are not fulfilled, then the incentive shares will be redeemed at nominal value and cancelled.

The participants will be compensated for dividends and other value transfers to the shareholders during the term of the program. The participants are also entitled to vote for their shares of Series C 2023 and D 2023 during the measurement period. If a participant ceases to be employed by the Group within this period, the plan shares will be redeemed, unless otherwise resolved by the Board on a case-by-case basis. The fair value of the shares of Series C 2023 and D 2023 on the grant date was calculated on the

basis of the market price of the Company's shares on the grant date and prevailing market conditions by using a Monte Carlo Valuation Method.

The Company has compensated participants for the tax impact arising from the fact that the subscription price was below fair market value. The cost of this subsidy, social fees excluded, is distributed over five years and amounted to USD 0.3 mln for LTIP C 2023 and USD 0.1 mln for LTIP D 2023.

Redeemed and Canceled Plan Shares

During November 2023, 2,008,545 incentive shares of Series C 2019, 502,138 incentive shares of Series C 2020, 560,000 incentive shares of Series C 2021 and 1,078,001 incentive shares of Series C 2022 have been redeemed and canceled under the terms of the respective program.

Table 2 – Share award plans (CEO)

The main conditions of the share award plans				Information regarding the reported financial year						
Name of Plan	Per- formance Period	Award Date	Vesting Date	Opening balance	During the year			Closing balance		
				Share awards (potential max out- come) held at beginning of year	Awarded (potential max outcome)	Vested (outcome of perform-ance conditions)	Lapsed/ forfeited	Share awards subject to performance condition	Awarded and unvested at year-end	
LTIP 2019	Jan 2019- Dec 2023	23 Aug 2019	Date of release of Q1 '24	940,940	-	-	- 940,940	-	-	
LTIP 2020	Jan 2020- Dec 2024	10 Jun 2020	Date of release of Q1 '25	235,235	-	-	-235,235	-	-	
Per Brillioth (CEO)	LTIP 2021	Jan 2021- Dec 2025	4 May 2021	Date of release of Q1 '26	262,500	-	-	-262,500	-	
	LTIP 2022	Jan 2022- Dec 2026	12 May 2022	Date of release of Q1 '27	262,500	-	-	-262,500	-	
	LTIP 2023-C	Apr 2023- Mar 2027	26 Oct 2023	Date of release of Q1 '28	-	625,000	-	-	625,000	
	LTIP 2023-D	Apr 2023- Mar 2027	26 Oct 2023	Date of release of Q1 '28	-	625,000	-	-	625,000	
TOTAL								0	1,250,000	

The value of shares of Series C 2019, C 2020, C 2021, C 2022, C 2023 and D 2023 issued under LTIP 2019, LTIP 2020, LTIP 2021, LTIP 2022 and LTIP 2023 respectively, is calculated on the basis of the market price of the Company's common shares and prevailing market conditions on the grant date by using a Monte Carlo valuation method.

Application of performance criteria

The performance criteria applied to the Company's long-term share-based incentive programs are related to the increase in NAV and the total return per share over the life of the respective programs, adjusted for market conditions, which correlates to the value created over the same period.

Comparative information on the change of remuneration and Company performance

Table 3 – Change of remuneration and Company performance over the last reported financial year*(USD thousands)

	2023	2022	2021	2020
CEO Remuneration	2,399	1,068	2,596	1,263
CEO Remuneration, change	125%	-59%	106%	-93%
Share price development	-19,2%	-75,2%	-10,5%	92,8%
NAV per share development	3,8%	-55,9%	6,3%	22,2%
Net result development	-3%	-1227%	-69,2%	26,4%
Average group-wide employee remuneration**	581	325	578	365
Average group-wide employee remuneration, change	79%	-44%	58%	-47%

* Numbers presented in this Table 3 correspond to the Company's annual report for the respective year and percentages represent year-on-year changes.
 ** Excluding CEO, on a full-time equivalent basis

April 2024

The Board of Directors of VNV Global AB (publ)