

# Remuneration report 2024/25

## Introduction

This report describes how the guidelines for remuneration of senior executives of Dustin Group AB, which was adopted by the 2023/24 Annual General Meeting, were applied in 2024/25. The report also contains information about remuneration of the CEO and a summary of our outstanding share and share-price based incentive programmes. The report has been prepared in accordance with the Swedish Companies Act and the Remuneration Rules issued by the Swedish Corporate Governance Board.

For more information about the remuneration of senior executives, refer to Note 7 on pages 105–107 of our 2024/25 Annual Report. For more information about the Remuneration Committee's work in 2024/25, refer to the Corporate Governance Report on pages 87–90 of the 2024/25 Annual Report.

Board fees are not included in this report. These fees are determined annually by the Annual General Meeting and presented in Note 7 on page 107 of the 2024/25 Annual Report.

## Key developments 2024/25

The CEO at year-end summarises Dustin's overall performance in his statement on page 6 of the 2024/25 Annual Report.

### Dustin's remuneration guidelines: scope, purpose and deviations

A prerequisite for the successful implementation of our business strategy and safeguarding of our long-term interests, including its sustainability, is that we can recruit, retain, engage and develop qualified employees. This means that we must be able to offer competitive remuneration. Our remuneration guidelines enable us to offer executives a competitive total remuneration package. According to the remuneration guidelines, executive remuneration shall be on market terms and may consist of the following components: fixed base salary, variable pay, pension benefits and other benefits. In addition to remuneration covered by the remuneration guidelines, Dustin's Annual General Meeting has resolved to implement long-term share-based incentive programmes.

The complete remuneration guidelines are available at <https://www.dustingroup.com/en/remuneration>. In 2024/25, Dustin applied the guidelines adopted by the Annual General Meeting. There were no deviations from the guidelines, or from the decision-making process that, according to the guidelines, must be applied to determine the remuneration. The auditor's opinion on whether we have complied with the remuneration guidelines is available at <https://www.dustingroup.com/en/general-meetings>. No remuneration has been repaid. Based on the conclusions from the evaluation of the variable remuneration programmes and application of the remuneration guidelines, the Board has decided to recommend that the remuneration guidelines remain unchanged.

## Total CEO remuneration

Table 1 – Total CEO remuneration (KSEK) in 2024/25

Executive's name, position	Financial year	Fixed remuneration		Variable remuneration		Extraordinary items	Pension costs	Total remuneration	Ratio of fixed and variable components****
		Base salary*	Other benefits**	One-year***	Multi-year				
Johan Karlsson, CEO	2024/25	7,161	94	424	-	-	2,192	9,871	Fixed: 94.5% Variable: 5.5%

\* Including vacation pay of KSEK 94.

\*\* Comprises company car.

\*\*\* Consists of short-term variable remuneration accrued in 2024/25, which is paid out quarterly in arrears.

\*\*\*\* Fixed remuneration here consists of base salary, other benefits and pension costs.

During the 2024/25 financial year, Dustin Group's CEO Johan Karlsson's accumulated remuneration (excluding pension) amounted to SEK 8 million.

The average annual remuneration for other employees of the company, excluding social security contributions, amounts to KSEK 569.

## Short and long-term variable CEO remuneration

### Application of performance criteria for short-term variable remuneration

The performance criteria for variable remuneration to the CEO have been selected to realise Dustin's strategy and to encourage achievements that are aligned with Dustin's long-term interests. When

selecting performance criteria, the strategic targets as well as long and short-term business priorities for 2024/25 have been taken into account. The non-financial performance criteria further contribute to alignment with sustainability, customer satisfaction and culture.

### Warrant programme

Dustin does not currently have any outstanding long-term incentive programme based on warrants. The final warrants-based incentive programme (LTI 2022) ended during this financial year. No warrants were exercised since the market price was lower than the exercise price.

When transferring the warrants to the participants, Dustin reserved the right to repurchase the warrants should the participant no longer be employed by, or render services to, the Group, or transfer their warrants (pre-emptive bid). Dustin has also reserved the right to (i) buy back the synthetic options should the participant transfer the synthetic options (pre-emptive bid) and (ii) cap the amount per synthetic option that each participant can receive so that the market value of each synthetic option corresponds to the market value of each warrant.

The long-term incentive programme consisted of warrants and synthetic options (for employees in Norway and the Netherlands only) and had a vesting period of 3.4 years. The warrants and synthetic options were transferred at a price corresponding to the market value of the warrants and the synthetic options at the date on which they were transferred (premium), calculated using a generally accepted valuation model (Black-Scholes). The calculation was carried out by an independent valuer.

**Table 2 – CEO's performance during the reported financial year: variable pay**

Executive's name, position	Description of criteria related to the remuneration component	Relative weighting of performance criteria	a. Measured performance and b. Actual remuneration outcome	
Johan Karlsson, CEO	Group EBITA (quarterly)	40%	a) Q1: 0%	b) - KSEK
			a) Q2: 0%	b) - KSEK
			a) Q3: 0%	b) - KSEK
			a) Q4: 0%	b) - KSEK
	Group EBITA (annually)	20%	a) 0%	b) - KSEK
	Milestones (annually)	40%	a) 25%	b) KSEK 424

**Table 3 – Long-term incentive programmes (CEO)**

Name of executive	The main terms and conditions for the warrant programmes					Opening balance	During the year			Closing balance
	Name of programme	Vesting date	Purchase date	Exercise period	Exercise price (SEK)	Warrants at beginning of the year	Purchased warrants	Warrants held	Warrants exercised	Warrants at year-end
Johan Karlsson, CEO	LTI 2022	February 1, 2022 – June 30, 2025	February 1, 2022	January 31 – June 30, 2025	112.00	81,828	-	81,828	-	0
<b>Total</b>						<b>81,828</b>	<b>-</b>	<b>81,828</b>	<b>-</b>	<b>0</b>

**Table 4 – Long-term incentive programmes**

Name of executive	Name of programme	Number of shares	Performance target												Total		
			Total shareholder return (A)			Organic growth (B)			EBITA margin (C)			Annual takeback sales (D)					
			Min.	Max.	Max. number	Min.	Max.	Max. number	Min.	Max.	Max. number	Min.	Max.	Max. number	Min.	Max. number	Max. total
Johan Karlsson, CEO	PSP 2025	135,172	0.0x	1.0x	135,172	0x	2.3x	304,136	0x	2.3x	304,136	0x	1.5x	202,757	0x	946,201	7.0x
	PSP 2024	123,036	0.0x	1.0x	123,036	0x	2.3x	276,832	0x	2.3x	276,832	0x	1.5x	184,555	0x	861,255	7.0x
	PSP 2023	51,110	0.0x	1.0x	51,110	0x	2.3x	114,998	0x	2.3x	114,998	0x	1.5x	76,665	0x	357,771	7.0x
Total		309,318	-		309,318	-		695,966	-		695,966	-		463,977	-	2,165,228	7.0x

### Performance share programme (PSP)

During the 2024/25 financial year, a new long-term incentive programme was implemented in the form of a performance share programme, PSP 2025. PSP 2024 and PSP 2023 were implemented in previous financial years.

The Annual General Meeting on December 12, 2024 resolved to adopt the share-based incentive programme proposed by the Board.

The performance share programmes (PSP 2025, PSP 2024 and PSP 2023) focus on strategically important financial performance measures such as organic growth and EBITA margin (PSP 2023) or earnings per share (EPS) (PSP 2024, PSP 2025), as well as total shareholder return (TSR). Furthermore, the PSP programmes include a target related to

product recycling (annual takeback sales) with the aim of linking the participants' remuneration to Dustin's sustainability targets for 2029/30.

According to PSP 2025, Category 1 (CEO) may allocate up to 135,172 Investment Shares. For each Investment Share, the participant is entitled to receive a total of 7 performance share rights: 1 of Series A, 2.25 of Series B and C, respectively, and 1.5 of Series D.

According to PSP 2024, Category 1 (CEO) may allocate up to 123,036 Investment Shares, with the same distribution of performance share rights.

According to PSP 2023, Category 1 (CEO) may allocate up to 51,110 Investment Shares, with the same distribution of performance share rights.

### Comparative information about change in remuneration and the company's performance

Table 5 – Change in remuneration and the company's performance for the reported financial year

	2024/25	2023/24
<b>Total CEO remuneration (KSEK)</b>	<b>9,871</b>	<b>11,071</b>
Year-on-year change (KSEK)	-1,200	2,102
Change in percentage (%)	-10.8%	23.4%
<b>The Group's operating profit (MSEK)</b>	<b>-2,523</b>	<b>332</b>
Year-on-year change (MSEK)	-2,855	-134
Change in percentage (%)	-859.0%	-28.8%
<b>Average remuneration to full-time employees in Dustin Aktiebolag (KSEK)*</b>	<b>569</b>	<b>613</b>
Year-on-year change (MSEK)	-44	61
Change in percentage (%)	-7.2%	11.1%

\* Total remuneration in 2024/25 divided between average number of employees in Dustin Aktiebolag (as per the 2024/25 Annual Report), excluding members of Group Management.