

MONITORING AND EVALUATION OF COMPENSATION STRUCTURES ETC.

The board of Dustin Group AB (publ) (the “Company”), hereby report the results of the evaluation made in accordance with rule 9.1 of the Swedish Corporate Governance Code. The report covers the period after the annual general meeting 2014/15 that was held on 19 January 2016.

The board has established a remuneration committee that consists of three board members: Fredrik Cappelen (chairman), Tomas Franzén and Stefan Linder.

The annual general meeting 2014/15 resolved on guidelines for remuneration and other terms of employment for the CEO and other senior executives (the “group management”). The remuneration committee has evaluated these guidelines and their application during the period, as well as the current remuneration structures and levels for the group management. The committee has found that the guidelines have made it possible for Dustin to recruit and retain the right people in the group management, and that the Company during the period has complied with the guidelines adopted by the annual general meeting 2014/15. The guidelines have also helped to keep the remuneration of the group management well-balanced and effectively fulfilled its purpose. Therefore, the remuneration committee has recommended the board to propose that the annual general meeting 2015/16 shall approve guidelines, which in all material aspects correspond to the guidelines applied since the annual general meeting 2014/15. The committee also concluded that current compensation structures and compensation levels for the group management are justifiable and well-functioning.

The annual general meeting 2014/15 also resolved on a long-term share price related program for 2017, based on warrants. The remuneration committee has evaluated this program and found that the uptake in the 2016 program is high, and even if the program vests 2019, the remuneration committee believes that the program works effectively when it comes to retaining senior executives. The committee has therefore recommended the board to propose that the annual general meeting 2015/16 shall approve a long-term share program for 2017 with essentially the same content as the program for 2016 and that the program is extended to also include a number of key employees in Dustin that are not members of the group management (in total the program comprises approximately 25 participants).

Stockholm in November 2016
DUSTIN GROUP AB (PUBL)
THE BOARD OF DIRECTORS