

REMUNERATION REPORT 2022

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Fasadgruppen Group AB (the Group or the Company) hereby presents, on behalf of the board of directors, this remuneration report for the financial year 2022. The report describes how the remuneration guidelines adopted by the Annual General Meeting 2022 has been implemented by the Company.

Introduction

This remuneration report aims to provide a summary of how the guidelines for remuneration to senior executives, adopted by the Annual General Meeting on 12 May 2022, has been implemented by the Company. This report covers the Company's Chief Executive Officer (the CEO) and the Deputy CEO and contains information on total remuneration, including base salary and variable salary.

Fasadgruppen was listed on December 9, 2020 and is subsequently subject to the requirements set out in Chapter 8, Sections 53a and 53b of the Companies Act (*Sw. aktiebolagslagen*) regarding remuneration guidelines and remuneration reports. The implementation of the remuneration guidelines has not caused any changes in paid or accrued remuneration during 2022.

The Annual General Meeting 2022 resolved to implement a long-term incentive programme for employees within the Group, consisting of not more than 484,000 warrants, including those persons covered by the remuneration report.

Previously, the Annual General Meeting 2021 resolved to implement a long-term incentive programme for employees within the Group, consisting of not more than 923,010 warrants, including those persons covered by the remuneration report.

The remuneration report does not include remuneration to the board of directors, as such remuneration is determined annually by the Annual General Meeting. The remuneration to

the board of directors is disclosed in note 4 on pages 79–81 in the annual report for the financial year 2022.

During 2022, the CEO and Deputy CEO reached the threshold for being entitled to outcome-based variable salary. The Remuneration Committee reviewed and calculated the outcome of the variable salary for 2022 for the Company's CEO and Deputy CEO. The performance-based remuneration for 2022 was based on operational targets, which were successfully fulfilled during the year. The committee thus determined that the CEO and the Deputy CEO were entitled to a target fulfilment of 55 per cent. During 2022, no deviations were made from the remuneration guidelines resolved upon by the Annual General Meeting and no remuneration has been reclaimed.

This report has been prepared in accordance with Chapter 8, Sections 53a and 53b of the Companies Act and the Remuneration Rules issued by the Swedish Corporate Governance Board. The auditor's report on Fasadgruppen's compliance with the guidelines is available on the Group's website, www.fasadgruppen.se. Information required by Chapter 5, Sections 40–44 of the Annual Accounts Act (*Sw. årsredovisningslagen*) is available in note 4 on pages 79–81 in the annual report for 2022.

Statement from the Chair of the Remuneration Committee

As the leading façade group in the Nordic region, we have both an opportunity and a responsibility to drive an ambitious sustainability agenda. In addition to our focus on a good standard of occupational health and safety, sound governance and control and reduced CO₂ emissions in the business, we also collaborate with our suppliers and customers to reduce the carbon footprint from the materials we use. We also work actively to ensure that the projects we undertake have as great a positive climate impact as possible through energy efficiency improvements and a high quality of work, which results in sustainable façades.

The ability to achieve our long-term goals is based on strong management, with the required competence and ability. This assumes that Fasadgruppen can attract, retain and motivate the right people and offer them competitive remuneration with the aim of implementing the Company's strategy, achieving both financial and non-financial targets and creating long-term value for the shareholders.

The guidelines for remuneration to senior executives are designed for the good of the Company and the shareholders based on a profitability and business perspective as this helps to motivate and retain committed senior executives. The remuneration principles must ensure responsible remuneration decisions that support the Company's strategy, long-term interests and sustainability. Salaries and other employment terms must

provide the Group with the ability to retain and recruit competent senior executives at a reasonable cost.

During 2022, the CEO and Deputy CEO reached the threshold for being entitled to outcome-based variable salary.

The Remuneration Committee reviewed and calculated the outcome of the variable salary for 2022 for the Company's CEO and Deputy CEO and determined that they had reached a fulfilment of the performance targets of 55 per cent (CEO) and 55 per cent (Deputy CEO), respectively, resulting in payment of the variable salary. In 2022, no departures or deviations were made from the application of the remuneration guidelines decided by the Annual General Meeting. No remuneration has been recovered either.

Although the subsidiaries in Fasadgruppen have a long history, Fasadgruppen is still a young company with great opportunities ahead. The Board of Directors looks forward to the continued journey together with shareholders, management and employees.



Stockholm in April 2023

Ulrika Dellby
Chair of the Remuneration Committee

Summary of remuneration 2022

The table below summarises how the different types of remuneration set out in the guidelines have been implemented. The guidelines are available on the Group's website, www.fasadgruppen.se.

Type	Purpose and connection to the strategy	Principles in short	Outcome 2022, SEK	
Base salary	The Company's remuneration guidelines shall ensure responsible remuneration decisions that support the Company's strategy, long-term interests and sustainability. Salaries and other terms of employment shall enable the Group to retain and recruit skilled senior executives at a reasonable cost.	Base salaries shall be in line with market conditions and based on the senior executive's responsibility, expertise and performance.	CEO:	2,663,700
			Deputy CEO:	1,781,048
Other benefits	Provide competitive benefits.	Other benefits may include, for example, life insurance, medical insurance (Sw. sjukvårdsförsäkring) and company cars. Premiums and other costs related to such benefits may not amount to more than 15 per cent of the annual base salary.	CEO:	104,610
			Deputy CEO:	92,844
Pension	Offer long-term security and offer competitive pensions in accordance with local market practice.	Pension agreements shall, where possible, be defined contribution and designed in accordance with the levels and practices applicable in the country in which the senior executive is employed. Pension premiums for defined contribution pensions shall amount to a maximum of 40 per cent of the annual base salary (i.e., annual cash salary excluding pensions, benefits and similar) unless otherwise provided for in applicable collective agreements.	CEO:	859,994
			Deputy CEO:	350,644
Short-term variable salary	Transparency in expectations and targets linked to the Company's long-term strategic goals.	Variable salaries shall be in line with market conditions and based on the senior executive's responsibility, expertise and performance. Payment of variable salaries shall be conditional upon the fulfilment of a number of predetermined financial or individual objectives. Variable salary may not amount to more than 50 per cent of the annual base salary. The Company is entitled to reclaim variable remuneration if it has been calculated or paid incorrectly.	CEO:	639,375
			Deputy CEO:	423,225

Total remuneration to CEO and Deputy CEO during 2022

(Remuneration in SEK)	Fixed remuneration			Variable remuneration ²		Total remuneration	Proportion fixed, % ⁴	Proportion variable, % ⁵
	Base salary	Other benefits ¹	Pension ³	Short-term	Long-term			
Senior executive's name (position)								
Pål Warolin (CEO)	2,663,700	104,610	859,994	639,375	-	4,267,679	85%	15%
Martin Jacobsson (Deputy CEO)	1,781,048	92,844	350,644	423,225	-	2,647,761	84%	16%

¹ Other benefits include regular non-monetary remuneration such as company cars and occupational health care.

² Variable remuneration includes holiday pay but not pensions.

³ The pension premiums for premium defined pension shall amount to a maximum of 40 per cent of the annual base salary.

⁴ The proportion includes fixed remuneration and pension divided by the total remuneration.

⁵ The proportion includes variable remuneration divided by the total remuneration.

The remuneration to the CEO and Deputy CEO was paid by the Group's parent company, Fasadgruppen Group AB (publ). During 2022, the CEO and the Deputy CEO did not receive any remuneration from other group companies.

Warrants of series 2022/2025

The Annual General Meeting 2022 resolved to implement a long-term incentive programme for employees within the Group, consisting of not more than 484,000 warrants (series 2022/2025). Each warrant entitles the holder to subscribe for one new share in the Company during June 2025. The subscription price for each such share shall amount to SEK 179.8 which corresponds to 125 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the ten

latest trading days prior to the Annual General Meeting 2022.

As of today, 236,196 warrants of series 2022/2025 have been transferred to 46 employees within the Group at a market price calculated in accordance with the Black & Scholes valuation model. The paid warrant premium amounts to MSEK 1.7. The remaining 247,804 warrants are currently held by the Company's wholly owned subsidiary Fasadgruppen Norden AB and have been transferred free of charge.

Senior executive's name (position)	Allotment	Number of allotted warrants	Transfer price, SEK	Exercise period	Subscription price, SEK	Number of warrants at the end of the year
Pål Warolin (CEO)	2022	15,125	7.55	1–30 June 2025	179.8	15,125
Martin Jacobsson (Deputy CEO)	2022	15,125	7.55	1–30 June 2025	179.8	15,125

Warrants of series 2021/2024

The Annual General Meeting 2021 resolved to implement a long-term incentive programme for employees within the Group, consisting of not more than 923,010 warrants. Each warrant entitles the holder to subscribe for one new share in the Company during June 2024. The subscription price for each such share shall amount to SEK 164.1, which corresponds to 125 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the ten latest trading days prior to the Annual General Meeting 2021.

As of today, 487,382 warrants have been transferred to 64 employees within

the Group at a market price calculated in accordance with the Black & Scholes valuation model. The paid warrant premium amounts to MSEK 7.9. The remaining 435,628 warrants are currently held by the Company's wholly owned subsidiary Fasadgruppen Norden AB and have been transferred free of charge.

The Company may in certain circumstances be entitled to repurchase warrants from holders whose employment in the Company is terminated or who wishes to transfer its warrants to a third party. Further information on the terms and conditions for the warrants are available on the Company's website.

Senior executive's name (position)	Allotment	Number of allotted warrants	Transfer price, SEK	Exercise period	Subscription price, SEK	Number of warrants at the end of the year
Pål Warolin (CEO)	2021	28,671	16.29	1–30 June 2024	164.1	28,671
Martin Jacobsson (Deputy CEO)	2021	28,671	16.29	1–30 June 2024	164.1	28,671

Application of performance objectives

Performance objectives are based on the operating profits for the financial year 2022 as well as operational targets. The Company's Remuneration Committee is responsible for the assessment of whether the targets for variable salary have been fulfilled by the CEO and the Deputy CEO.

The Remuneration Committee prepares the CEO's and the Deputy CEO's salaries, which are resolved by the board of directors. During 2022,

the outcome-based variable salary has been based on thresholds resolved upon prior to the financial year 2022. The performance-based remuneration for 2022 has been based on operational targets such as acquisitions, which are in line with Fasadgruppen's long-term strategy.

Variable salaries shall not exceed 50 per cent of the annual base salary (i.e., annual cash salary excluding pensions, benefits and similar).

Senior executive's name (position)	Base salary, SEK	Description of objectives	Fulfillments of targets, %	Paid remuneration, SEK
Pål Warolin (CEO)	2,663,700	Outcome-based target	0%	0
		Operational target	55%	639,375
Martin Jacobsson (Deputy CEO)	1,781,048	Outcome-based target	0%	0
		Operational target	55%	423,225

Comparative information regarding changes in remuneration and the Group's result

The tables below present comparative information regarding remuneration to Fasadgruppen's CEO and Deputy CEO as well as the development of the Group's result. The year 2022 is the fourth year of which Fasadgruppen

prepares and presents audited consolidated financial statements. Consequently, the reference period is up to and including 2019.

(Remuneration in SEK)	2022 (change, %)		2021 (change, %)		2020 (change, %)		2019	
	Fixed remuneration	Variable remuneration	Fixed remuneration	Variable remuneration	Fixed remuneration	Variable remuneration	Fixed remuneration	Variable remuneration
Senior executive's name (position)								
Pål Warolin (CEO), as of 1 Feb 2019	3,628,000 (+37%)	639,000 (-9%)	2,647,000 (+21%)	700,000 (+87%)	2,183,408 (+54%)	375,000 ¹ (-22%)	1,421,228	480,000
Martin Jacobsson (Deputy CEO)	2,225,000 (+22%)	423,000 (+18%)	1,819,000 (+31%)	360,000 (+140%)	1,388,674 (+34%)	150,000 (n/a)	1,039,940	-
Mikael Karlsson (CEO), until 31 Jan 2019	-	-	-	-	-	-	100,000	-

¹ The remuneration differs from the remuneration presented in the annual report for 2020 (note 4) as a part of the presented cost for these parameters refer to the outcome for 2019.

The Group's result

MSEK	2022 (change, %)	2021 (change, %)	2020 (change, %)	2019
Operating profit	384.6 (+47.8%)	260.2 (+104.2%)	127.4 (+5%)	121.3

Stockholm in April 2023

The board of directors

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