



Thunderful Group

REMUNERATION REPORT 2020





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INTRODUCTION

This remuneration report describes how the guidelines for remuneration to senior executives for Thunderful Group AB ("Thunderful" or "the Company"), adopted by the Extraordinary General Meeting on September 2, 2020, were applied during 2020. The report also contains information on remuneration to the CEO the director and a summary of the Company's outstanding share and share price-related incentive programs. The report has been prepared in accordance with the Swedish Companies Act and the Swedish Board of Corporate Governance's *Rules on remuneration to senior executives and on incentive programs*.

Further information on remuneration to senior executives can be found in Note 6 (Average number of employees) on page 58 in the annual report for 2020. Information on the remuneration committee's work in 2020 can be found in the corporate governance report on pages 33–37 in the annual report for 2020.

Board fees are not covered by this report. Such fees are decided annually by the Annual General Meeting and are reported in the corporate governance report on pages 33–37 in the annual report for 2020.

DEVELOPMENT IN 2020

The CEO summarizes the Company's overall results in his report on pages 5–6 in the annual report for 2020.

THE COMPANY'S REMUNERATION GUIDELINES: SCOPE, PURPOSE AND DEVIATIONS

A prerequisite for a successful implementation of the Company's business strategy and the safeguarding of its long-term interests, including its sustainability, is that the Company can recruit and retain qualified employees. This requires that the Company can offer market and competitive remuneration. The company's remuneration guidelines enable senior executives to be offered total market and competitive remuneration. According to the remuneration guidelines, remuneration to senior executives may consist of the following components: fixed salary, variable cash remuneration, pension benefits and other benefits. The variable cash compensation must be linked to financial or non-financial criteria. They can consist of individualized quantitative or qualitative goals. The criteria must be designed so that they promote the Company's business strategy and long-term interests, including its sustainability, by, for example, having a clear connection to the business strategy or promoting the executive's long-term development.

The guidelines can be found in the corporate governance report on pages 33–37 in the annual report for 2020. During 2020, the company has followed 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 that according to the guidelines is to be applied to determine the compensation. The auditor's opinion on the Company's compliance with the guidelines is available on the Company's website, www.thunderfulgroup.com. No compensation has been demanded back.

Total remuneration to the CEO during 2020 (kSEK)¹

| Name of executive (position) | Fixed remuneration | | Variable remuneration | | | | Pension cost ⁴ | Total remuneration | Proportion of fixed and variable remuneration |
|------------------------------|---------------------------|-----------------------------|-----------------------|-----------|---------------------|------|---------------------------|--------------------|---|
| | Basic salary ² | Other benefits ³ | Annual | Perennial | Extraordinary items | | | | |
| Brjann Sigurgeirsson (CEO) | 619.3 | 48.5 | 0 | 0 | 0 | 58.6 | 726.4 | 726.4/726.4 | |

¹ With the exception of Multi-year variable remuneration, the table reports remuneration amounting to the year 2020.

Multi-year variable remuneration is not applicable.

² Including holiday pay.

³ Refers to car benefit.

⁴ Pension costs (column 4), which in their entirety refer to Basic salary and are determined by premium, have been fully reported as fixed remuneration.



SHARE-BASED PAYMENT

Outstanding share-related and share price-related incentive programs

In connection with the Extraordinary General Meeting on September 2, 2020, the company introduced warrant-based incentive programs for selected senior executives and board members. The company's CEO is not part of any outstanding share-related or share price-related incentive program.

Warrant-based incentive program 2020/2023 (i)

At the Extraordinary General Meeting on September 2, 2020, it was decided on a warrant-based incentive program for the Company's CFO, the Company's Head of Distribution and certain key personnel in Thunderful through the issue of 350,870 warrants. The warrant program was implemented in October 2020 and for each warrant a warrant premium of SEK 1.20 was paid. Each warrant entitles the holder to acquire a new share in the Company at an exercise price of SEK 38.37 per share. The warrants can be exercised during the period from 1 November 2023 to 30 November 2023. Upon full exercise of all issued warrants, a total of 350,870 new shares will be issued and the share capital will increase by 3,508.70 SEK. The warrants are subject to customary conversion terms in connection with issues, etc.

Warrant-based incentive program 2020/2023 (ii)

At the Extraordinary General Meeting on September 2, 2020, it was decided on a warrant-based incentive program for the Company's Board members Oskar Burman and Cecilia Ogvall through the issue of 168,350 warrants. The warrant program was implemented in October 2020 and for each warrant, a warrant premium of SEK 1.20 was paid. Each warrant entitles the holder to acquire a new share in the Company at an exercise price amounting to SEK 38.37 per share. The warrants can be exercised during the period from 1 November 2023 to 30 November 2023. Upon full exercise of all issued warrants, a total of 168,350 new shares will be issued and the share capital will increase by SEK 1,683.50. The warrants are subject to customary conversion terms in connection with issues, etc.

SHORT-TERM VARIABLE REMUNERATION TO THUNDERFUL'S CEO, ETC.

During 2020, Thunderful did not have any short-term variable remuneration for the CEO or other senior executives.

COMPARATIVE INFORMATION REGARDING CHANGES IN REMUNERATION AND THE COMPANY'S RESULTS

Changes in remuneration and the company's earnings during the last five reported financial years (income statement, IS) (kSEK)

| | IS-4 vs IS-5 | IS-3 vs IS-4 | IS-2 vs IS-3 | IS-1 vs IS-2 | IS vs IS-1 | IS 2020 |
|---|--------------|--------------|--------------|--------------|--------------|-----------|
| Compensation to the CEO | - | - | - | - | -15.3 (-2%) | 726.4 |
| The Group's operating profit | - | - | - | - | +184 (+595%) | 214,870.4 |
| Average remuneration based on the number of FTEs ¹ in the parent company | - | - | - | - | - | - |

¹ Excluding members of Group management.

Gothenburg in March 2021
The Board of Thunderful Group AB

