



## **Proposal of the Board of Directors on resolution regarding guidelines for executive remuneration**

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The Board of Directors of RVRC Holding AB (publ) proposes that the Annual General Meeting 2024 (the “AGM”) resolves to adopt the following guidelines for remuneration to the company’s group management. No substantive changes have been made compared to the guidelines most recently adopted by the Extraordinary General Meeting on April 15, 2021, except for some minor editorial changes.

These guidelines apply to compensation to members of the group management. The guidelines apply to remuneration agreed after the adoption of the guidelines by the annual general meeting on 19 November 2024. These guidelines do not apply to remuneration separately decided or approved by the general meeting.

### **The guidelines’ promotion of the company’s business strategy, long-term interests and sustainability**

In short, the company’s business strategy is to make nature accessible for everyone, by providing multifunctional active outdoor clothing to the global market. In doing so, the company will create shareholder value by continued growth.

A prerequisite for the successful implementation of the company’s business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration.

Long-term share-related incentive plans have been and are envisaged to be implemented in the company. Such plans have been resolved by the general meeting separately and are therefore excluded from these guidelines. These plans are conditional upon the participant’s own investments and certain holding periods.

Variable cash remuneration covered by these guidelines shall aim at promoting the company’s business strategy and long-term interests, including its sustainability.

### **Types of remuneration, etc.**

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration (bonus), pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may amount to not more than fifty (50) per cent of the fixed annual cash salary. Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual’s ordinary tasks. Such remuneration may not



exceed an amount corresponding to fifty (50) per cent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the board of directors based on a proposal from the remuneration committee.

Pension benefits, including health insurance and group life insurance, shall be premium defined and correspond to the premium levels under the current ITP 1-plan.

Other benefits may include, for example, additional life insurance, medical insurance (Sw: *sjukvårdsförsäkring*) and company cars. Such benefits may amount to not more than ten (10) per cent of the fixed annual cash salary.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

### **Termination of employment**

Upon termination of employment, the notice period may not exceed twelve months. Severance pay, if any, may not exceed an amount corresponding to twelve months full benefits.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income. The remuneration shall amount to not more than sixty (60) per cent of the executive's average monthly compensation at the time of termination, during the time the non-compete undertaking applies, however not for more than 12 months following termination of employment.

### **Criteria for awarding variable cash remuneration, etc.**

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. They may also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as 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.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The board of directors is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the remuneration committee is responsible for the evaluation.

### **Salary and employment conditions for employees**

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for all employees of the company have been taken into account.

### **The decision-making process to determine, review and implement the guidelines**

The board of directors has established a remuneration committee. The committee's tasks include preparing the board of directors' decision to propose guidelines for executive remuneration. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the



general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the remuneration committee are independent of the company and its executive management. The CEO and other members of the executive management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

#### **Remuneration to members of the board**

If a board member is employed by the company, remuneration to such board member shall be paid in accordance with these guidelines. Board members employed by the company shall not receive additional remuneration for a board assignment in the company or in a group company.

If a board member (who is not employed by the company) performs work for the company that is not board related, market-based remuneration shall be paid, taking into account the nature of the work and the work effort. Such remuneration shall be resolved by the board of directors (or, if required by the Swedish Companies Act, the general meeting).

#### **Derogation from the guidelines**

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the remuneration committee's tasks include preparing the board of directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

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Borås in October 2024  
**RVRC Holding AB (publ)**  
*The Board of Directors*