

The Board of Directors' remuneration report for the financial year 2024

This is an unofficial translation of the Swedish remuneration report. In case of any discrepancies between the Swedish report and this English translation, the Swedish report shall prevail.

Introduction

This report describes how the guidelines for executive remuneration of Eastnine AB, adopted by the annual general meeting 2024, were implemented in 2024. The report also provides information on remuneration to executive management and a summary of the company's outstanding long-term share-related incentive programmes. The report has been prepared in accordance with the Swedish Companies Act and *the rules on Remuneration of the Board and Executive Management and on Incentive Programmes* issued by The Stock Market's Self-Regulation Committee.

Further information on executive remuneration is available in note 5 (Employees, staff expenses and executive management compensation) on pages 78-81 in the annual report 2024. Information on the work of the Remuneration Committee in 2024 is set out in the corporate governance report available on pages 105-106 in the annual report 2024. Remuneration to the Board of Directors is not covered by this report. Such remuneration is resolved annually by the annual general meeting and disclosed in note 5 on page 79 in the annual report 2024.

Key developments 2024

The CEO summarizes the company's overall performance in his statement on pages 6-8 in the annual report 2024.

The company's remuneration guidelines: scope, purpose and deviations

Eastnine's vision is to create and provide the best meeting places where ideas can flow, people can meet, and successful business operations develop. The company's business concept is to be the leading, long-term supplier of modern and sustainable office premises in prime locations in selected markets in the Baltics and Poland. 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 can recruit and retain qualified personnel. To this end, the company must offer competitive remuneration. The company's remuneration guidelines enable the company to offer executives a competitive total remuneration. Under the remuneration guidelines, executive remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. The variable cash remuneration shall be linked to financial and/or non-financial criteria. They may be individualized quantitative or qualitative objectives. The criteria shall be designed to contribute to the company's business strategy and long-term interests, including sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

The guidelines are found on page 55 in the annual report 2024. For the financial year 2024, the company has complied with the applicable remuneration guidelines adopted by the general meeting. There have been no deviations from the guidelines and no derogations from the procedure for implementation of the guidelines. The auditor's report regarding the company's compliance with the guidelines is available on www.eastnine.com/en/annual-general-meetings. No remuneration has been reclaimed. In addition to remuneration covered by the remuneration guidelines, the annual general meetings of the company have resolved to implement long-term share-related incentive programmes.

Remuneration to the CEO and deputy CEO

Table 1 (a) – Total remuneration to executive management in 2024 (EUR k)¹

Executive management	1		2			3	4	5
	Fixed remuneration		Variable remuneration					
	Fixed salary ²	Other benefits ³	One-year variable	Multi-year variable ⁴	Other ⁵	Pension expenses ⁶	Total remuneration	Proportion of fixed and variable remuneration
Kestutis Sasnauskas, CEO	269	1	136	71	33	72	582	59/41
Britt-Marie Nyman, deputy CEO	180	2	92	38	16	45	373	61/39
Total	449	3	228	109	49	117	955	60/40

¹ Multi-year variable remuneration is reported if vested during the year. However, in note 5 of the annual report, provision for long-term incentive programs is reported in accordance with IFRS 2.

² Including holiday pay of EUR 12k.

³ Refers to parking benefit, lunch benefit and health insurance.

⁴ Refers to the value of share rights vested during 2024 as indicated in column 9 of Table 2.

⁵ Refers to the value of free of charge warrants.

⁶ Pension expense (column 3), which in its entirety relates to Fixed salary and is premium defined, has been counted entirely as fixed remuneration.

Share-based remuneration

Outstanding share-related incentive programmes

Eastnine has two ongoing long-term incentive programmes (LTIP) available to employees in the Group, share savings programme (LTIP 2022) and warrant programme (LTIP 2024).

Outcome of the share savings programme LTIP 2021

Eastnine's 2021 Annual General Meeting decided to introduce a long-term incentive programme for all the Company's employees (LTIP 2021). The term of the programme was just about three years. At the end of this term, on 4 July 2024, the combined fulfilment rate of the conditions was 50.0 per cent, and allocation took place in August 2024. A total of 54,888 shares were allocated. The weighted average share price at the time of the final allocation of shares on conclusion of the programme was SEK 42.82. The outcome of the conditions is shown in Table 3(b).

Share savings programme, LTIP 2022

The Annual General Meeting on 26 April 2022 approved the Board's proposal to introduce a long-term incentive programme (LTIP 2022) for all staff employed by the Group on 1 May 2022. The incentive programme is divided into three categories: Category A (CEO and CFO), Category B (country managers and other positions deemed to be business critical) and Category C (other employees). Participation required participants to hold shares in Eastnine equivalent in value to one twelfth of the participant's annual, fixed gross salary, by 1 May 2022. Each participant is thereafter granted rights to performance shares, which confer to the participant the right to acquire shares in the Company, provided that certain performance

preconditions are fulfilled. In order to receive performance shares, the Participant must not have given notice of termination or ended their employment with the Company and must also have held the participation shares throughout the vesting period. Performance shares will be awarded to the employees within 45 days of publication of the interim report for the period 1 January to 30 June 2025. In total, 16 employees are part of the programme. In aggregate, a maximum of 172,548 shares in the Company may be awarded to Participants.

Criteria for performance shares

If the minimum level of a performance requirement is not reached, no Performance Shares under that performance requirement will be allotted. If the maximum level is reached, for requirement 1, 80 per cent of the maximum number of Performance Shares and, for Requirement 2, 20 per cent of the maximum number of Performance Shares under LTIP 2022 will be allotted.

Requirement 1: The development of the Company's return on equity, excluding the effect from Eastnine's holding in Melon Fashion Group (MFG), i.e. average profits/losses, excluding the profits/losses from MFG, related to the average shareholder's equity, excluding shareholder's equity relating to MFG, during the period 1 July 2022–30 June 2025.

- Maximum level: 12 per cent per year
- Minimum level: 10 per cent per year

Requirement 2: The percentile ranking of the Company's total return, i.e. the average share price development including dividends, for the period 1 July 2022 to 30 June 2025, in relation to a number of comparable companies, specifically 22 European real estate companies.

- Maximum level: Total return corresponding to the uppermost quartile in the reference group
- Minimum level: Total return corresponding to the median in the reference group

Warrant programme, LTIP 2024

The Annual General Meeting on 25 April 2024 approved the Board's proposal to introduce a long-term incentive programme (LTIP 2024) by way of an issue of warrants to the participants. The incentive programme was directed to all employees in the Eastnine group. The participants in the incentive programme were offered to subscribe for warrants at the fair market value of such warrant at the time of subscription and for each warrant purchased by the participants at the fair market value, an additional warrant was received free of charge. The number of warrants offered free of charge was limited to a certain specified level which was calculated based on the participant's monthly fixed gross salary. The market value was calculated using the Black & Scholes method and amounted to SEK 2.64 per warrant, with an exercise price of SEK 53.00.

Each warrant shall entitle the participants to, from and including 15 May 2027 (however not earlier than the day after the publication of the company's interim report for the period January–March 2027) up to and including the date that falls 14 calendar days thereafter, subscribe for one new share in the company at a price equivalent to 125 per cent of the volume-weighted average price of the company's share on Nasdaq Stockholm during a ten trading days measurement period before the AGM 2024.

In total, 894,810 warrants were issued to participants in the programme. In the event of full utilization, a total of 894,810 shares may be issued, corresponding to a dilution of approximately 0.9 percent of the total number of shares and votes in the Company, subject to potential recalculation in accordance with the terms of the warrants. The Company reserves the right to repurchase warrants, for example, if the participant's employment with the Company is terminated.

Table 2(a)– Share-related incentive programmes (CEO)

Executive management	The main conditions of share-related incentive programmes						Opening balance	Information regarding the reported financial year ¹				
	1	2	3	4	5	6	7	8	9	10	11	12
	Name of programme	Performance period	Award date	Vesting date	End of retention period	Exercising period	Instruments held at beginning of year	Awarded Instruments during the year	Vested during the year	Subject to performance requirement	Awarded and Unvested, or exercised, at year end	Shares subject to retention period
Kestutis Sasnauskas, CEO	LTIP 2021	2021–2024	2021-06-30	2024-07-04	2024-07-04	–	37,960	–	18,980 ²	–	–	–
	LTIP 2022	2022–2025	2022-06-30	2025-07-07	2025-07-07	–	48,036	–	–	48,036	48,036	–
	LTIP 2024	2024–2027	2024-04-30	2027-05-15	2027-05-15	2027-05-15–2027-05-29	–	290,524	–	–	290,524	–
Total							85,996	290,524	18,980	48,036	338,560	–

¹ LTIP 2021 ended during the year in which the CEO vested 18,980 shares. No changes occurred regarding LTIP 2022, where the CEO holds 48,036 performance share rights in total. Savings shares, in which the CEO has invested to become eligible to participate in the share savings programmes, are not included in the table. In 2024, the CEO was awarded 290,524 warrants, of which 145,262 were acquired at market value and 145,262 were received free of charge.

² Value: EUR 71k, calculated as the market price per share at the time of transferring of shares (SEK 42.82) multiplied by the number of shares (18,980). 1 EUR = 11.51 SEK on 13 August 2024.

Table 2(b) – Share-related incentive programmes (deputy CEO)

Executive management	The main conditions of share-related incentive programmes						Opening balance	Information regarding the reported financial year ¹				
	1	2	3	4	5	6	7	8	9	10	11	12
	Name of programme	Performance period	Award date	Vesting date	End of retention period	Exercising period	Instruments held at beginning of year	Awarded Instruments during the year	Vested during the year	Subject to performance requirement	Awarded and Unvested, or exercised, at year end	Shares subject to retention period
Britt-Marie Nyman, deputy CEO	LTIP 2021	2021–2024	2021-06-30	2024-07-04	2024-07-04	–	20,652	–	10,326 ²	–	–	–
	LTIP 2022	2022–2025	2022-06-30	2025-07-07	2025-07-07	–	32,676	–	–	32,676	32,676	–
	LTIP 2024	2024–2027	2024-04-30	2027-05-15	2027-05-15	2027-05-15–2027-05-29	–	145,262	–	–	145,262	–
Total							53,328	145,262	10,326	32,676	177,938	–

¹ LTIP 2021 ended during the year in which the deputy CEO vested 10,326 shares. No changes occurred regarding LTIP 2022, where the deputy CEO holds 32,676 performance share rights in total. Savings shares, in which the deputy CEO has invested to become eligible to participate in the share savings programmes, are not included in the table. In 2024, the deputy CEO was awarded 145,262 warrants, of which 72,631 were acquired at market value and 72,631 were received free of charge.

² Value: EUR 38k, calculated as the market price per share at the time of transferring of shares (SEK 42.82) multiplied by the number of shares (10,326). 1 EUR = 11.51 SEK on 13 August 2024.

Application of performance criteria

The CEO and deputy CEO are entitled to a short-term incentive programme decided each year by the Board of Directors. The programme for 2024 was 100% based on individual performance targets, and the outcome was as set out in table 3(a). The vesting period for LTIP 2021 expired during the year. The outcome was as set out in table 3(b).

Table 3(a) – Performance of the CEO and deputy CEO in the reported financial year: variable cash remuneration

Executive management	Description of the criteria related to the remuneration component	Relative weighting of the performance criteria	Outcome goals	Measured performance	Remuneration outcome, EUR k	
					Kestutis Sasnauskas, CEO	Britt-Marie Nyman, deputy CEO
Kestutis Sasnauskas, CEO & Britt-Marie Nyman, deputy CEO	Discretionary Bonus <i>A discretionary judgement made by the Board, based on Eastnine's relative total shareholder return, investments and the return on equity development, taking the market development into consideration.</i>	40 %	–	100 %	55	37
	Surplus ratio > 90.0 % <i>(based on earnings capacity as per 31 Dec 2024)</i>	30 %	95 %	100 %	41	28
	Net promotor score (NPS) > 50.0 %	15 %	60 %	100 %	20	14
	Energy efficiency ¹ to improve by 4 % during 2024	15 %	Improvement: 12 %	100 %	20	14
		100 %		100 %	136	92

¹ Degree days adjusted. Excluding tenant electricity. Includes all directly managed properties.

Table 3(b) – Performance of the CEO and deputy CEO in the reported financial year: share-based incentives paid

Executive management	Conditions	Target	Outcome	Vested	Kestutis Sasnauskas, CEO		Britt-Marie Nyman, deputy CEO	
					Number of shares	Value, EUR k	Number of shares	Value, EUR k
Kestutis Sasnauskas, CEO & Britt-Marie Nyman, deputy CEO	Performance shares - requirement 1	10–12%	8.5%	0%	–	–	–	–
	Performance shares - requirement 2	>median	Achieved 100.0 % from the minimum level to the maximum level	100,0%	18,980	71	10,326	38
				50,0%	18,980	71	10,326	38

¹ Calculated as the market price per share at the time of transferring of shares (SEK 42.82) multiplied by the number of shares. 1 EUR = 11.51 SEK den13 August 2024.

Comparative information on the change of remuneration and company performance

Table 4 – Change of remuneration and company performance over the last five reported financial years (EUR k)

	2024	2024 vs 2023	2023 vs 2022	2022 vs 2021	2021 vs 2020	2020 vs 2019
Remuneration to the CEO	582	-31 (-5 %)	+162 (+36 %)	-378 (-46 %)	+426 (+106 %)	+33 (+9 %)
Remuneration to the deputy CEO ¹	373	+46 (+14 %)	+30 (+10 %)	+17 (+6 %)	+2 (+1 %)	–
Profit from property management	22,193	+4,495 (+25 %)	+4,285 (+32 %)	+3,887 (+41 %)	-484 (-5 %)	+4,522 (+82 %)
Total comprehensive income	4,957	+76,615 (N.A.)	-180,365 (-166 %)	+36,373 (+50 %)	+36,179 (+100 %)	+889 (+3 %)
Average remuneration on a full-time equivalent basis of employees ² of the Group	114	+1 (+1 %)	+4 (+4 %)	-17 (-14 %)	23 (+23 %)	0 (0 %)

¹ The current deputy CEO started on May 20, 2019. The group did not have a deputy CEO before that date. The comparison 2020 versus 2019 will therefore not be relevant.

² Excluding members of the executive management.