

## **Proposal by the Board of Directors of Inwido AB on guidelines for remuneration to senior executives**

Senior executives in Inwido AB (publ) ("Inwido") are the CEO and the members of the executive management as defined in the company's annual report. The Board of Directors handles questions of remuneration to the senior executives.

Remuneration to the CEO is resolved by the Board of Directors upon the remuneration committee's proposal. Remuneration to other senior executives is resolved by the remuneration committee upon the CEO's proposal.

The total remuneration and the terms and conditions for the senior executives should correspond to relevant market conditions and will include fixed salary, variable remuneration, pension benefits, other benefits as well as conditions for termination.

Cash remuneration shall consist of fixed salary and variable remuneration. The fixed salary and variable remuneration is to be linked to the executive's responsibility and authority. The variable remuneration is to be based on the outcome of predetermined objectives. The variable cash remuneration is to be limited to 50 percent of the fixed annual salary.

Variable remuneration may also be paid in the form of long-term incentive programs.

Programs for variable remuneration shall be designed in such a way as to enable the Board of Directors, if exceptional financial conditions prevail, to restrict or omit payment of the variable remuneration if such action is deemed reasonable and consistent with the company's responsibility towards shareholders, employees and other stakeholders.

Pension benefits must be premium-based. The retirement age for the CEO shall be 60 years and for other executive management 65 years. Variable remuneration equivalent to maximum 50 percent of the maximum variable remuneration should entitle to pension for members of the management team. For the CEO, pension contribution is equal to 30 percent of the fixed salary.

Benefits other than fixed salary, variable remuneration and pension benefits must be applied restrictively. Salary exchange against car allowance or pension benefit may occur.

Fixed salary during the notice period and severance pay shall in total not exceed an amount equal to the fixed salary for 12 months; or for the CEO, the fixed salary for 18 months.

The Board of Directors may derogate from these guidelines in certain cases if there are special reasons for doing so. Reasons for derogation must be reported at the next annual general meeting.

To the extent that a member of the Board performs work for the company, besides the board membership, consultant fee and other remuneration may be granted for such work.

The estimated cost of the company for variable remuneration according to the Board of Directors' proposal follows from the attached Appendix.

Malmö in April 2015  
The Board of Directors of Inwido AB (publ)

## **Appendix to the proposal by the Board of Directors of Inwido AB on guidelines for remuneration to senior executives**

### **Estimated costs for variable remuneration**

The cost for variable remuneration to the management according to the proposal of the Board of Directors is based on the present remuneration rates and may, at maximum outcome, which presupposes that all targets on which the variable remuneration is based are reached, amount to maximum SEK 10 million excluding social security contributions. The estimate is based on the persons currently being part of the management. The costs may change in case additional persons will become part of the management.

### **Remuneration resolved upon that is not due for payment**

Inwido AB has, at the time of the Annual General Meeting to be held on 12 May 2015, no outstanding remuneration commitments apart from running commitments towards the management.