

vimian™

2025

Remuneration report



Remuneration report 2025

Introduction

This remuneration report provides an outline of how Vimian Group AB (reg. no 559234-8923) (“Vimian”) guidelines for remuneration and other terms of employment for senior executives (the “remuneration guidelines”), adopted by the Extraordinary General Meeting 2025, have been applied in 2025. The report also provides details on the remuneration of Vimian’s CEO and deputy CEO.

In addition, the report contains a summary of Vimian’s outstanding long-term incentive programs. The report has been prepared in compliance with Chapter 8, Sections 53 a and 53 b of the Swedish Companies Act (2005:551) and the Rules on Remuneration of the Board and Group Management and on Incentive Programmes issued by the Swedish Stock Market Self-Regulating Committee (1 January 2021). Further information on executive remuneration is available in note 6 in the company’s Annual Report for 2025 (the “Annual Report 2025”).

Information on the work of the People & Sustainability Committee in 2025 is set out in the corporate governance report, which is available on p. 20 – 27 in the Annual Report 2025. Remuneration of the Board of Directors is not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and disclosed in note 6 in the Annual Report 2025.

The year in summary

The CEO summarises Vimian’s overall performance in 2025 in the statement on p. 6-7 in the Annual Report 2025.

Vimian's guidelines for remuneration to senior executives

The Remuneration Policy will contribute to the company's business strategy, long-term value growth and sustainability. This is ensured by offering market-based remuneration to attract and retain a competent executive management, provide long-term incentive programs and bonus programs focused on the company's business strategy, long-term goals and sustainability and by annually reviewing individual performances and goal achievement in relation to the company's financial and non-financial results.

According to the Remuneration Policy remuneration to senior officers should consist of the following remuneration components: fixed based salary, short-term incentives (STI), long-term incentive programs (LTI), pensions and other customary benefits.

The guidelines are found on p. 31 – 32 in the Annual Report 2025. No deviations have been made from the decision-making process that according to the guidelines should be applied to determine remuneration. No remuneration has been recalled. There have been no deviations from the Remuneration Policy during the financial year 2025. The auditor's statement on Vimian's compliance with the guidelines is available at the company's website.

Total remuneration 2025

Below table sets out total remuneration paid to Vimian's CEO and deputy CEO during 2025 (EUR).

Ersättningar och förmåner, EUR		Grundlön*	Rörlig ersättning / bonus	Pensions-förmåner	Övrig ersättning / förmåner**	Avgångs-vederlag	Andel fast / rörlig ersättning (%)
Alireza Tajbakhsh	VD (från 23 nov, 2025)	45 658	128 244				281%
Patrik Eriksson	VD (till 16 jul, 2025)	397 403	147 332	10 864	103 115	342 537	37%
Carl-Johan Zetterberg Boudrie	Vice VD	347 637	62 051	100 628	48 543		18%

Note: * Salary include vacation pay, sick leave, etc. and reflect full compensation for the year

Note: **Variable compensation to Alireza Tajbakhsh consists of a sign-on bonus in the role of CEO and replaced all other variable compensation programs that Alireza Tajbakhsh had in his previous role as Head of Veterinary Services.

Note: *** Other remuneration / benefits includes health care insurance, representation, travel and other personnel expenses if they have been classified as personnel costs.

Outstanding long-term incentive programmes

At the annual general meeting 2023, 2024 and 2025, respectively, it was resolved to introduce the following long-term incentive programs: (i) a combined warrant and employee stock option program for employees and consultants ("LTI 2023") and ii) a program in the form of employee stock options for employees ("LTI 2024") and iii) a program consisting of investment shares and performance share units ("LTI 2025").

LTI 2023

LTI 2023 comprises a combination of warrants and employee stock options: 1,171,155 warrants are transferred to 47 participants at a price corresponding to the market value and 19,108 employee stock options are transferred to 20 participants. Each warrant and employee stock option, respectively, entitles to subscription of the same number of new ordinary shares in Vimian. The warrants were issued free of charge to Vimian Group AB (publ) and the last day for allotment to participants in LTI 2023 was 31 December 2023. The participants were offered to acquire warrants at market price, and the Company did not fund such investment. Participants not resident in Sweden was, for every 20 warrants that such employee acquires at market price, entitled to receive one employee stock option free of charge. The subscription price per ordinary share shall correspond to 120 per cent of the volume-weighted average price for the company's share during the time period of five trading days immediately prior to the transfer of warrants and the employee stock options, respectively. Subscription for new shares under the LTI 2023 can be made during the period 15 June 2026 to 15 July 2026.

LTI 2024

LTI 2024 is an employee stock option program whereby employee stock options may be allotted to employees in Vimian free of charge. The employee stock options shall be able to be exercised after approximately three years, after which the holder is entitled to exercise the employee stock options to subscribe for shares during two periods: (i) during a period of 30 days after publication of the company's interim report for the period January – March 2027, and (ii) during a period of 30 days after publication of the company's interim report for the period January – September 2027, respectively. LTI 2024 was directed to 152 employees across the Group with a total of 4,758,116 employee stock options.

Each employee stock option entitles the employee to acquire one share in Vimian in accordance with the following terms and conditions: (i) the employee stock options will be allotted free of charge and (ii) each employee stock option that is transferred entitles the holder to acquire one (1) ordinary share in Vimian provided that the participant, with certain exceptions, is still employed within the group until the employee stock options can be exercised in accordance with its terms, at an exercise price corresponding to 139.4 per cent of the volume-weighted average price for the company's share during the time period of five trading days immediately prior to the initial allotment of employee stock options to employees.

LTI 2025

LTI 2025 includes the CEO, the executive management and other key employees in the Vimian group, in total 37 persons. Participants in LTI 2025 was required to make a private investment in Vimian by investing in Class E1 2025 shares, Class E2 2025 shares and Class E3 2025 shares in Vimian Group AB (publ) ("Investment Shares"). Subsequently, participants will be given the opportunity to receive ordinary shares, so-called "Performance

Shares”, free of charge based on the fulfilment of established performance-based conditions. In total 873,728 Investment Shares and 1,485,532 Performance Shares.

A performance right may be exercised provided that the participant, with certain exceptions, from the start of LTI 2025 for the respective participant up to and including the date of publication of the company’s interim report for the first quarter 2028 (the “Vesting Period”) remains in his or her employment within the Vimian group. The final date for allocation of the Performance Share rights under LTI 2025 shall be 31 December 2025. In addition to the requirement for the participant’s continued employment and holding of Investment Shares during the Vesting Period, there are also requirements regarding (i) the Vimian group’s adjusted EBITA for the financial year 2027 and (ii) the Vimian group’s revenue during the financial year 2027. Seventy per cent of the Performance Share Awards granted to a participant will be conditional upon the fulfilment of a performance condition relating to the Vimian group’s adjusted EBITA during the financial year 2027 and thirty per cent of the Performance Share Awards granted to a participant will be conditional upon the fulfilment of a performance condition relating to the Vimian group’s revenue during the financial year 2027. Information on the outcome of the performance conditions will be provided no later than in the remuneration report for the financial year 2027. The Performance Shares will vest after the end of the Vesting Period.

Participation in long-term incentive programmes

	Programme	Instrument	Opening balance	Change during the year			Closing balance
			Outstanding at the beginning of the year	Acquired during the year	Exercised during the year	Repurchased during the year	Outstanding at the end of the year
Alireza Tajbakhsh	LTIP 2022	Warrants	275 000		275 000		0
	LTIP 2023	Warrants	10 000				10 000
	LTIP 2024	Employee stock options	135 000				135 000
	LTIP 2025	Investment shares		129 153			129 153
	LTIP 2025	Performance share rights		346 069			346 069
Carl-Johan Zetterberg Boudrie	LTIP 2022	Warrants	41 071		41 071		0
	LTIP 2024	Employee stock options	160 000				160 000
	LTIP 2025	Investment shares		49 668			49 668
	LTIP 2025	Performance share rights		99 336			99 336
Patrik Eriksson	LTIP 2023	Warrants	81 905			27 301	54 604
	LTIP 2023	Employee stock options	1 365				0
	LTIP 2024	Employee stock options	341 000				0

Note: Employee stock options are conditional upon employment with the Group.

Short-term incentive programmes

The annual variable remuneration shall be measured during a calendar year and be conditional upon the fulfilment of predefined and measurable objectives, whereby profitability and sales development or other financial objectives such as cash flow, capital tied up or similar are weighted between 0-80 per cent and sustainability development objectives with 10-20 per cent. Set personal objectives may correspond to a maximum of 50 per cent. The annual variable remuneration shall amount to a maximum of 100 per cent of the annual fixed salary for the CEO and 75 per cent for the other executives.

The terms and conditions for variable remuneration shall be designed so that the Board of Directors may choose, under exceptional economic circumstances, to limit or refrain from payment of variable remuneration if such a measure is considered reasonable.

Below table outlines short term incentives paid during 2025.

Short term incentive, EUR		Max bonus as % of base	Description of criteria	Relative weighting	Outcome	Actual awarded remuneration	Total bonus
Alireza Tajbakhsh*	CEO (from Nov 23, 2025)	70%				128 244	128 244
Patrik Eriksson	CEO (until 16 Jul, 2025)	70%	Organic revenue growth	40%	69%	85 255	147 332
			Adjusted EBITA	40%	0%		
			Sustainability	20%	100%	62 078	
Carl-Johan Zetterberg Boudrie	Deputy CEO	50%	Organic revenue growth	40%	69%	37 486	62 051
			Adjusted EBITA	40%	0%		
			Sustainability	20%	90%	24 565	

Note: *Variable compensation to Alireza Tajbakhsh consists of a sign-on bonus in the role of CEO and replaced all other variable compensation programs that Alireza Tajbakhsh had in his previous role as Head of Veterinary Services.

Change in remuneration and the company's earnings during the last five financial years

The table below shows Vimian's development in financial performance, the annual total remuneration CEO and the average total remuneration for all other employees.

	FY2021*	FY2022	FY2023	FY2024	FY2025
Annual change, CEO total remuneration	-	16%	246%	-44%	61%
Annual change, Adjusted EBITA	-	37%	19%	9%	11%
Annual change, average employee remuneration	-	9%	1%	4%	4%

Note: The total remuneration for the CEO in FY2023 and FY2025 includes severance pay for departing CEO.

Note: *Vimian Group was founded in 2021 why no relevant comparables prior to Vimian Group being formed.



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