



Proposal by the Board of Directors of Momentum Group AB (publ) to the Annual General Meeting on 29 August 2019 regarding guidelines for determining remuneration and other terms of employment for senior management

The Board of Directors proposes that the Annual General Meeting resolve to adopt guidelines for remuneration to senior management that primarily comprise the following:

The guidelines are to apply for remuneration to the President & CEO and other members of senior management in Momentum Group. Momentum Group strives to offer total remuneration that is in line with market terms and thus enables the Company to attract and retain qualified employees. Total remuneration varies in relation to the individual's responsibilities and performance, and may comprise the components specified below.

Fixed salary forms the basis of the total remuneration. Fixed salary is to be in line with market terms and reflect the responsibilities associated with the position as well as the individual's competence and performance. Fixed salary is reviewed annually.

Variable salary may normally amount to a maximum of 40 percent of the fixed salary and is mainly to be based on the earnings growth and profitability of the Group and the individual area of responsibility.

On an annual basis, the Board of Directors will assess whether a **long-term incentive programme** should be proposed at the Annual General Meeting and, if so, whether the proposed long-term incentive programme should include a conveyance of shares in the Company.

Retirement pension and healthcare and medical benefits are to reflect market rules and practice. If possible, pensions are to comprise defined-contribution plans.

Other benefits may be provided to individual members or all members of Group management and are to reflect market practice. These benefits may not comprise a significant portion of the total remuneration.

Other terms of employment, such as period of notice and severance pay, are to be in line with market terms and may not under any circumstances exceed a 12-month period of notice and 12 months' severance pay. No severance pay is to be paid if notice is given by the employee.

The Board is entitled to deviate from the above guidelines in individual cases if special reasons exist.

This document is in all respect a translation of the Swedish original. In the event of any differences between this translation and the Swedish original, the latter shall prevail.