

## Viaplay Group proposed Remuneration Guidelines 2024

Proposed guidelines for remuneration for the President and CEO and other members of the Group Executive Team, to be approved by Viaplay Group's Annual General Meeting on 14 May 2024.

The Remuneration Guidelines (the "guidelines") will apply to the President and CEO and other members of the Group Executive Team ("GET"), currently consisting of 10 members. The guidelines are forward-looking, i.e., they are applicable to remuneration agreed and amendments to remuneration already agreed, after the adoption of the guidelines by the 2024 Annual General Meeting. The intention of the Board of Directors ("the Board") and its Remuneration Committee ("the Committee") is that the guidelines will remain in place for four years from the date of approval. These guidelines do not apply to any remuneration decided or approved by the Annual General Meeting, for example, share related long-term incentive plans.

### Viaplay Group LTIPs

Viaplay Group's remuneration policy is designed to:

- i) Drive and reward sustainable company and individual performance.
- ii) Be market competitive to attract and retain best-in-class talent.
- iii) To incentivize the creation of long-term shareholder value in a rapidly changing industry.

Specifically, our strategic priorities and our vision are reflected in the design of executive remuneration as set out below:

- **Deliver profitable growth:** A substantial proportion of remuneration is variable and linked to our key performance drivers. Performance measures in our short- and long-term incentive plans are carefully selected to promote growth through stretching and relevant incentive targets.
- **Create long-term shareholder value:** Incentive plans are designed to reward sustainable company performance and value creation. Resulting outcomes are intended to reflect shareholders' experience and contribute to increased alignment as executives are required to build and maintain a significant shareholding in Viaplay Group.
- **Lead with relevant and popular products, consistently generating healthy returns:** A remuneration structure and mix that provides agility to adapt quickly to business needs in a fast-moving industry and highly competitive talent market.

### Remuneration guidelines by element

Total remuneration shall be on market terms and may include base salary, pension, benefits and performance-linked elements in the form of short-term ('STI') and long-term incentive ('LTI') plans. The long-term incentive plans are approved by the Annual General Meeting and, while not governed by these guidelines, are included in summary form for completeness. The table on the next page provides more detail on the individual elements, their purpose and their link to the business strategy.

<b>Fixed elements</b>	<b>Purpose and link to strategy</b>	<b>Description and operation</b>
Base salary	To recruit, reward and retain executives	<p>Base salary shall be fair and competitive reflecting the individual executive's responsibilities, skills and performance.</p> <p>The Board of Directors will consider various factors when determining any changes to base salary, including individual contribution, business performance, scope of the role, employee pay across Viaplay Group and alignment to similar-sized listed broadcasting, streaming and other entertainment companies.</p>
Pension	To provide local market competitive pension	<p>Pension arrangements, including health insurance, shall be competitive and appropriate in context of the market practice in the applicable country of executives' employment or residence and total remuneration.</p> <p>The pension arrangements shall be provided in the form of a defined contribution or as a cash allowance and shall amount to no more than the fixed base salary. Pension arrangements may evolve year-on-year.</p> <p>Variable cash remuneration shall not qualify for pension benefits unless required by local legislation.</p>
Benefits and allowances	Additional tangible or intangible compensation paid annually which does not fall under base salary, pension, STI or LTIP to provide local market competitive benefits and support recruitment and retention	<p>Benefits shall be competitive and appropriate in context of the market practice in the applicable country of executives' employment or residence and total remuneration. Benefits may include but are not limited to company phones, car allowance, travel allowance, tax support, well-being assistance, travel, company gifts, life insurance and medical insurance. Premiums and other costs for such benefits shall constitute a limited proportion in relation to the total remuneration.</p> <p>Additional benefits may be provided in specific individual situations, including changes in individual circumstances such as health status and changes in roles such as relocation, if considered appropriate. Any resolution on such remuneration shall be made by the Board based on a proposal from the Committee.</p>
<b>Variable elements</b>	<b>Purpose and link to strategy</b>	<b>Description and operation</b>
Annual short-term incentive ('STI')	To incentivise and reward the achievement of annual financial and, when appropriate, non-financial performance measures	The maximum payment under the STI shall not exceed 150% of base salary. The satisfaction of criteria for awarding STI shall typically be measured over a period of one year. The Board of Directors, on the recommendation of the

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clearly linked to the strategic priorities and sustainable development of the Group and the executives' area of responsibility

Committee, may reduce the performance measurement period to six months of the financial year to allow for adaptability to changing company and market conditions. Any such change will be disclosed and explained in the Remuneration report.

The Board approves the corporate performance measures, targets and relative weightings at the start of each year on the recommendation by the Committee. The Board ensures that there is strong alignment with the business strategy and that the targets are clear and sufficiently stretching.

STIs will also take into account the individual executives' performance against pre-determined and measurable objectives within their area of responsibility, determined in consultation with the President and CEO (or, in the case of the President and CEO, the Chair of the Board). These objectives may be functional, operational, strategic and non-financial, including, among others, objectives relating to environmental, social and governance issues.

Payment under this plan is made after year-end following the Committee's and Board's determination of achievement against the annual corporate targets and the achievement of annual individual objectives for the President and CEO. The President and CEO determines the achievement of annual individual objectives for other executives.

The terms for the STI shall be structured so that the Committee and Board have the possibility of (i) limiting or refraining from paying variable remuneration if such payment is considered unreasonable and incompatible with the company's responsibility in general to the shareholders, employees, and other stakeholders, and (ii) adjusting the targets retroactively for extraordinary circumstances. Any use of such discretion will be disclosed and explained in the annual Remuneration report. Furthermore, the Committee and the Board have the authority to (i) adjust payments before they are made ('malus') and (ii) to claw back payments that have already been made if extraordinary circumstances exist, such as financial misstatement, payments based on incorrect grounds, reputational damage, failure of risk management or any other circumstances as determined by the Board of Directors.

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Long-term incentive (LTI)	The LTIP shall be linked to certain pre-determined financial, non-financial (including ESG measures) and/or share or share-price related performance criteria and shall ensure a long-term commitment to the development of Viaplay Group and align the senior executives' incentives with the interest of shareholders.	<p>The LTIP can be delivered in cash or shares. Share-based LTIPs will be resolved upon separately by the Annual General Meeting and therefore excluded from these guidelines. Cash-based plans will have a performance and vesting period of three years. The maximum opportunity for GET can amount up to 165% of base salary.</p> <p>The terms for any cash-based LTIP shall be structured so that the Committee and Board have the possibility to; (i) limit or refrain from paying variable remuneration, if such payment is considered unreasonable and incompatible with the company's responsibility in general to the shareholders, employees and other stakeholders and (ii) adjust the targets retroactively for extraordinary circumstances.</p> <p>Any use of such discretion will be disclosed and explained in the annual Remuneration report. Furthermore, the Committee and the Board have the possibility to (i) adjust payments before they are made ('malus') and (ii) to claw back payments that have already been made if extraordinary circumstances exist, such as financial misstatement, payments based on incorrect grounds, reputational damage, failure of risk management or any other circumstances, as determined by the Board of Directors.</p>
Extraordinary arrangements	To aid recruitment or retention required to ensure successful implementation of the company's strategy and safeguarding its long-term interests.	<p>By way of exception, additional one-off arrangements can be made on a case-by-case basis when deemed necessary, subject to Board approval based on a recommendation from the Committee. Each such arrangement shall be capped and never exceed two (2) times the individual's annual base salary.</p> <p>Additionally, the Board may, on the recommendation of the Committee, consider compensating an individual for remuneration forfeited from a previous employer during recruitment. Such an award will take into consideration relevant factors, including the form of the award (cash or shares), performance conditions attached, and the remaining vesting/payment period. Generally, such awards will be made on a comparable basis to those forfeited.</p>
<b>Other</b>	<b>Purpose and link to strategy</b>	<b>Description and operation</b>
Share Ownership Requirement	To ensure that executives build and maintain a significant shareholding in	The President & CEO and members of GET are required to accumulate Viaplay Group shares,

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Viaplay Group and are aligned with the interest of shareholders.

over time, toward target ownership levels that are based on a percentage of net base salary.

Target ownership levels:  
President & CEO: 150%  
Other members of GET: 75%

The Committee has the authority to adjust these requirements if considered appropriate in individual cases.

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## Service contracts and payments upon termination of employment

In general, executive contracts have an indefinite duration. However, the contracts may be issued on a fixed-term basis if warranted by certain circumstances, such as interim positions or for executives close to retirement age. Upon termination of employment, the notice period may not exceed 12 months. Fixed cash salary during the notice period and any severance pay may not, in combination, exceed an amount equivalent to two years' fixed salary.

In addition, executives may be compensated for non-compete restrictions invoked post-termination. Such compensation shall be based on the base salary at the time of the notice of termination of employment and be awarded during the restriction period, which cannot exceed 12 months. This payment cannot be combined with severance payments.

## Remuneration governance and decision-making

The Board has established a Remuneration Committee. The Committee's tasks include preparing the Board's decision on guidelines for executive remuneration. The Board shall submit a proposal for new guidelines at least every four years, or in case of material changes to the current policy, to the Annual General Meeting. The guidelines shall be in force until new guidelines are adopted by the Annual General Meeting. The Committee shall prepare, for resolution by the Board, remuneration-related matters concerning the President and CEO and any proposals regarding share-based or share-related incentive plans in the company. Additionally, the Committee shall monitor and evaluate programmes for variable remuneration for GET, the application of the guidelines for executive remuneration, as well as the current remuneration structures and compensation levels in the company. To avoid any conflict of interest, the Committee shall consist of non-executive members only. Remuneration is managed through well-defined processes ensuring that no individual is involved in the decision-making process relating to their own remuneration.

## Salary and employment terms for the broader population/company's employees

In preparing and applying these guidelines, the Committee considers the pay and conditions elsewhere in the company, which are informed by general market conditions and internal factors such as the performance of the Group or relevant business unit. The Committee regularly consults with the President & CEO and People & Culture team to be mindful of employee pay, conditions, and engagement across the broader employee population.

## Deviation from the guidelines

The Board may temporarily resolve to deviate from the guidelines, in full or in part, if there is special cause for the deviation in a specific case, and if such deviation 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 Committee's tasks include preparing the Board's resolutions in remuneration- related matters, including any resolutions to deviate from the guidelines.