

# Remuneration report 2025

## Introduction

This report describes how the guidelines for remuneration to senior executives for Bilia AB (the Company), adopted by the Annual General Meeting on 24 April 2024 (the Remuneration Guidelines), were applied during the year 2025. The remuneration guidelines shall apply until the 2028 Annual General Meeting at the latest.

The report also contains information on remuneration to the CEO and a summary of the company's outstanding long-term incentive programs in the form of a share savings program. The report has been prepared in accordance with Chapter 8. Sections 53 a and 53 b of the Swedish Companies Act and the Rules on Remuneration of the Board and Executive Management and on Incentive Programs issued by the Swedish Corporate Governance Board.

Further information on remuneration to senior executives can be found in Note 8 (Employees and personnel costs) on pages 128–130 of the Annual Report for 2025. Information about the Remuneration Committee's work in 2025 can be found in the Corporate Governance Report on pages 38–42 of the Annual Report for 2025.

Remuneration of the Board of Directors is not covered by this report. Such fees are resolved annually by the Annual General Meeting and are reported in Note 8 on pages 128–130 of the Annual Report for 2025.

## Developments in 2025

The CEO summarises the company's overall results in his report on pages 5–6 of the 2025 Annual Report.

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

The Remuneration Guidelines govern the decisions on remuneration made by the Board's Remuneration Committee with respect to senior executives who report directly to the CEO and by the Board of Directors as a whole with respect to the CEO.

A successful implementation of the company's business strategy and safeguarding the company's long-term interests and sustainability requires that the company is able to recruit and retain qualified employees. This requires that the company can offer competitive remuneration. The guidelines enable senior executives to be offered a competitive total remuneration. The variable salary covered by these guidelines shall aim to promote the company's business strategy, long-term interests and sustainability. For information about the company's business strategy, see Bilia's website [www.bilia.com](http://www.bilia.com).

The remuneration shall be in line with market conditions and may consist of the following components: fixed salary, variable salary, pension benefits and other benefits. The fixed salary must be determined with regard to competence, area of responsibility, experience and performance. In addition to fixed salary, senior executives can receive variable salary.

The variable salary shall be linked to predetermined and measurable criteria that may be financial, such as profit before tax, turnover rate of employed and/or operating capital and turnover rate of used cars, or non-financial, such as customer satisfaction or targets linked to the company's sustainability strategy. The criteria shall be established annually by the Board of Directors. By linking the variable salary to the company's earnings and sustainability, the targets promote the company's business strategy, long-term interests and sustainability. The variable salary shall primarily be based on the fulfilment of the Group's, and where applicable, subsidiaries', targets for earnings and, where applicable, on individual financial targets. The measurement period is one year and the variable salary may amount to a maximum of 60 percent of the fixed salary for the CEO and a maximum of 50 percent for other senior executives.

The remuneration guidelines are also described on page 21 of the Annual Report for 2025 and in the minutes from the Annual General Meeting for 2024, which are available on [www.bilia.com](http://www.bilia.com).

During 2025, the Company has complied with the applicable remuneration guidelines adopted by the Annual General Meeting. No deviations from the guidelines have been made and no deviations have been made from the decision-making process that according to the guidelines should be applied to determine the remuneration. The auditor's statement on the company's compliance with the guidelines is available on Bilia's website, see [www.bilia.com](http://www.bilia.com) among the meeting documents. No compensation has been claimed back during the year.

In addition to the remuneration covered by the remuneration guidelines, Bilia's Annual General Meetings in 2023, 2024 and 2025 resolved to introduce long-term share-based incentive programs. The programs include senior executives and other key employees in the Group. The performance criteria used to assess the outcome of the program have a clear link to the business strategy and thus to the company's long-term sustainable value creation. These performance criteria include total return on the Bilia share, earnings per share, organic growth in the Service business, customer satisfaction and the proportion of women in sales operations. The programmes also set requirements for own investment and multi-year holding period. For more information about these programs, including the criteria on which the outcomes depend, see [www.bilia.com](http://www.bilia.com) (section About us and the heading Corporate Governance, Incentive Programs).

Table 1 – Total remuneration to the CEO during 2025 (kSEK)

Executive's name (position)	1) Fixed remuneration		2) Variable remuneration		3)	Total-remuneration	Proportion of fixed and variable remuneration
	Basic salary	Other benefits	One-year	Multi-year	Pension expense		
Per Avander (CEO)	6,828	222	2,955	–	3,030	13,035	77% / 23%

- 1) The basic salary that is reported includes the usual holiday pay. Other benefits mainly relate to company car but also health insurance.
- 2) The one-year variable remuneration has been earned in 2025 but will be paid in 2026. Compensation earned in 2024 and paid in 2025 amounted to kSEK 1,782. No long-term share savings program has been terminated during the year.
- 3) Pension costs are defined contribution and are based on fixed and variable remuneration, but have been classified as fixed remuneration in this compilation.

### Share-based remuneration in the form of long-term share savings plans

At the 2023 Annual General Meeting, the company introduced a three-year share savings program for approximately 60 senior executives and key employees. Provided that the employee has made a personal investment in shares in the company (saving shares), the employee has the opportunity to be granted a maximum of four and a half performance share awards. In addition to continued employment, vesting of the performance shares also requires fulfilment of performance conditions – positive total return for the Bilia share (relative weighting 22 per cent), increase in earnings per share for 2025 compared to 2022 (relative weighting 44 per cent) from 10 to 20 per cent, customer satisfaction 2 percentage points higher than the benchmark (relative weighting 22 per cent) and at least 22 per cent women in sales operations (relative weighting 12 per cent). Within the framework of the share savings plan, the CEO has invested in 1,750 savings shares and may be allotted a maximum of 7,875 performance share awards free of charge during 2026, provided that the performance conditions are fully met. The share savings plan ends as of March 31, 2026.

At the 2024 Annual General Meeting, the company introduced a three-year share savings program for approximately 60 senior executives and key employees. Provided that the employee has made a personal investment in shares in the company (saving shares), the employee has the opportunity to be granted a maximum of four and a half performance share awards. In addition to continued employment, the vesting of the performance shares is also subject to the fulfilment of performance conditions – positive total return for the Bilia share (relative weighting 22 per cent), increase in earnings per share for 2026 compared to 2023 (relative weighting 44 per cent) from 10 to 20 per cent, customer satisfaction 2 percentage points higher than the benchmark (relative weighting 22 per cent) and at least 22 per cent women in sales operations (relative weighting 12 per cent). Target fulfilment is measured partly by annual measurement and partly by measurement for the entire three-year period, which means that target fulfilment for one or more individual financial years entitles the holder to allotment of performance shares for the financial years in question, even if the targets have not been achieved for the entire three-year period. If the measurement for the entire three-year period results in a higher allotment of performance shares than the annual measurement, performance shares shall be allotted based on the measurement for the entire three-year period. The final award in all cases will thus be based on the higher of the sum of the annual measurements and measurements for the entire three-year period. Within the framework of the share savings plan, the CEO has invested in 1,440 savings shares and may be allotted a maximum of 6,480 performance share awards free of charge during 2027, provided that the performance conditions are fully met. The share savings plan ends as of March 31, 2027.

At the 2025 Annual General Meeting, the company introduced a three-year share savings program for approximately 70 senior executives and key employees. Provided that the employee has made a personal investment in shares in the company (saving shares), the employee has the opportunity to be allotted a maximum of five performance share awards. In addition to continued employment, the vesting of the performance shares is also subject to the fulfilment of performance conditions – positive total return for the Bilia share (relative weighting 20 per cent), increase in earnings per share for 2027 compared to 2024 by 15 per cent (relative weighting 30 per cent), organic growth in the Service business by 20 per cent (relative weighting 20 per cent) customer satisfaction 2 percentage points higher than the benchmark (relative weighting 20 per cent) and at least 20 percent women in sales operations (relative weighting 10 percent). Target fulfilment is measured partly by annual measurement and partly by measurement for the entire three-year period, which means that target fulfilment for one or more individual financial years entitles the holder to allotment of performance shares for the financial years in question, even if the targets have

not been achieved for the entire three-year period. If the measurement for the entire three-year period results in a higher allotment of performance shares than the annual measurement, performance shares shall be allotted based on the measurement for the entire three-year period. The final award in all cases will thus be based on the higher of the sum of the annual measurements and measurements for the entire three-year period. Within the framework of the share savings plan, the CEO has invested in 1,310 savings shares and may be allotted a maximum of 6,550 performance share awards free of charge during 2028, provided that the performance conditions are fully met. The share savings plan ends as of March 31, 2028.

Table 2 – Share Savings Plan for the CEO

Main terms and conditions of the share plans								
Name of the office holder (position)	1) Program Name	2) Performance period	3) Award date	4) Accrual date	5) Expiration of lock-in period	6) Vested number of share rights in total	7) Share options subject to performance conditions	8) Share options subject to retention period
Per Avander (CEO)	2023 share savings plan	2023–2026	May 2026	2023-05-01 to 2026-03-31	2026-03-31	7,875 shares (kSEK 1,058)	7,875 shares (kSEK 1,058)	7,875 shares (kSEK 1,058)
	2024 share savings plan	2024–2027	May 2027	2024-05-01 to 2027-03-31	2027-03-31	4,320 shares (kSEK 581)	4,320 shares (kSEK 581)	4,320 shares (kSEK 581)
	2025 share savings plan	2025–2028	May 2028	2025-05-01 to 2028-03-31	2028-03-31	1,310 shares (kSEK 176)	1,310 shares (kSEK 176)	1,310 shares (kSEK 176)

- 1) Share savings plan approved by Bilica's Annual General Meeting.
- 2) The time period during which performance is measured for the programme.
- 3) Date of allotment of shares in the share savings plan.
- 4) Period of time for vesting of performance shares in the program.
- 5) Date until when the participant needs to be employed by Bilica in order to receive allotment of shares in the share savings plan.
- 6) The total number of vested share rights as of December 31, 2025 valued based on the share price as of December 31, 2025 of SEK 134.40 per share. For the 2023 share savings plan, a maximum of four and a half shares may be allotted and three years out of three years have vested as of December 31, 2025. For the 2024 share savings plan, a maximum of four and a half shares may be allotted and two years out of three years have vested as of December 31, 2025. For the 2025 share savings plan, a maximum of five shares may be allotted and one year of three years has vested as of December 31, 2025.
- 7) Total number of vested share awards, but allotment is still subject to fulfilment of performance requirements. See Table 3.b for expected outcome regarding performance requirements. The share awards are valued based on the share price as of December 31, 2025 of SEK 134.40 per share.
- 8) The total number of vested share rights continued depending on employment until the end of the lock-up period.

### Application of performance criteria

The performance criteria for the CEO's variable remuneration have been chosen to realise the company's long-term strategy and to encourage actions that are in the company's best interest in the short and long term.

Table 3.a – Performance of the CEO during the reported financial year: variable cash remuneration

Name of the office holder (position)	Description of criteria related to the remuneration component	Relative weighting of performance criteria	a) Measured performance as a percentage b) Actual allotment in kSEK
Per Avander (CEO)	Profit before tax 2025	85 %	a) 76% b) kSEK 2,401
	Customer satisfaction 2025	15 %	a) 100 % b) kSEK 554
	TOTAL 2025	100%	kSEK 2,955

Table 3.b – Performance of the CEO during the reported financial year: share savings plan

Name of the office holder (position)	Name of the program	Description of criteria related to the remuneration component	Relative weighting of performance criteria	a) Measured performance b) Expected outcome
Per Avander (CEO)	The 2023 Share Savings Program	Positive total return on the Bilia share	22 %	a) 100 % 1) b) kSEK 233 1)
		Earnings per share in 2025 compared to 2022	44 %	(a) 0 % 2) b) kSEK 0 2)
		Customer satisfaction higher than benchmark	22%	(a) 100 % 3) b) kSEK 211 3)
		Share of women in sales	12%	(a) 0 % 2) b) kSEK 0 2)
	The 2024 Share Savings Program	Positive total return on the Bilia share	22 %	(a) 100 % 4) b) kSEK 192 4)
		Earnings per share in 2026 compared to 2023	44 %	(a) 0 % 5) b) kSEK 0 5)
		Customer satisfaction higher than benchmark	22%	(a) 100 % 5) b) kSEK 192 5)
		Share of women in sales	12%	(a) 0 % 5) b) kSEK 0 5)
	The 2025 Share Savings Plan	Positive total return on the Bilia share	20 %	(a) 100 % 6) b) kSEK 176 6)
		Earnings per share in 2027 compared to 2024	30 %	(a) 100 % 7) b) kSEK 264 7)
		Organic growth in the Service Business	20 %	(a) 0 % (7) b) kSEK 0 7)
		Customer satisfaction higher than benchmark	20 %	(a) 100 % 7) b) kSEK 176 7)
		Share of women in sales	10 %	(a) 0 % (7) b) kSEK 0 7)

- 1) The performance period ran until 31 March 2026 and allotment will take place in May 2026. The share awards are valued based on the share price as of 31 December 2025 of SEK 134.40 per share.
- 2) The performance period ran until 31 December 2025 and no allotment took place.
- 3) The performance period ran until 31 December 2025 and allotment will take place in May 2026. The share awards are valued based on the share price as of 31 December 2025 of SEK 134.40 per share.
- 4) The performance period runs until 31 March 2027 and allotment will take place in May 2028. Based on the share price on December 31, 2025, allotment would be made. The share awards are valued based on the share price as of 31 December 2025 of SEK 134.40 per share.
- 5) The performance period runs until 31 December 2026 and allotment will take place in May 2027. Expected allotment calculated based on the market price of SEK 134.40 per share on 31 December 2025 multiplied by the number of share rights. If the program had ended on December 31, 2025, the award would have been made in terms of customer satisfaction higher than the benchmark. No allocation was to be made in terms of earnings per share and the proportion of women in sales activities.
- 6) The performance period runs until 31 March 2028 and allotment will take place in May 2029. Based on the share price on December 31, 2025, allotment would be made. The share awards are valued based on the share price as of 31 December 2025 of SEK 134.40 per share.
- 7) The performance period runs until 31 December 2028 and allotment will take place in May 2029. Expected allotment calculated based on the market price of SEK 134.40 per share on 31 December 2025 multiplied by the number of share rights. If the program had ended on December 31, 2025, allotment would have been made in terms of earnings per share and customer satisfaction higher than the benchmark. No allocation was to be made regarding organic growth in the Service business and the proportion of women in the sales business.

Comparative information regarding changes in remuneration and the company's results

Table 4 – Changes in remuneration and the company's profit during the last reported financial years

	Outcome 2025	Outcome 2024	Change	Outcome 2023	Outcome 2022	Outcome 2021	Outcome 2020	Outcome 2019	Outcome 2018
Remuneration to the CEO (kSEK) 1)	<b>13 035</b>	11,667	12 %	11,097	12,363	13,975	12,317	10,286	10,059
Consolidated operating profit (MSEK)	<b>1,271</b>	1,197	6 %	1,416	2,102	1,925	1,364	1,125	943
Average remuneration (kSEK) based on the number of full-time equivalents employed in Bilia AB 2)	<b>716</b>	622	15 %	647	617	607	661	591	578

- 1) The 2021 and 2024 remuneration include the remuneration allocated for share savings plans.
- 2) Excluding the CEO and other members of Group Management.