

The board of directors' of Synsam AB (publ) resolution proposal regarding a long-term incentive program (LTIP 2023) for the company's group management and other selected key individuals in accordance with A. and hedging arrangements in respect thereof in accordance with B. or C.

The board of directors of Synsam AB (publ), reg. no. 556946-3358, proposes that the general meeting resolves on the implementation of a long-term incentive program ("**LTIP 2023**"), which provides an opportunity for the members of the company's group management and other selected key individuals to build a shareholding in Synsam.

Background and motives

At the 2022 annual general meeting it was decided to implement a long-term incentive program ("**LTIP 2022**"), which was launched in the second quarter of 2022. The board of directors considers that LTIP 2022 is in material respects adequately designed and proposes that the 2023 annual general meeting adopts a long-term incentive program with, in material respects, corresponding terms and conditions as LTIP 2022. As opposed to what applies to LTIP 2022, however – where the duration of the vesting period is approximately two years – the board of directors proposes that the vesting period within the framework of LTIP 2023 shall be approximately three years. Furthermore, the board of directors proposes that LTIP 2023 shall, in addition to the three performance conditions applied within the framework of LTIP 2022, include a fourth and ESG related performance condition, the fulfillment of which is dependent on the number of frames sold in Synsam Recycling Outlet stores during the duration of the program. This also entails that the weighting between the different categories of performance conditions within the framework of LTIP 2023 will be adjusted compared to LTIP 2022. Finally, the board of directors proposes that LTIP 2023 shall comprise of up to 1,455,000 shares (including Performance Shares and Dividend Compensation Shares, as defined below), corresponding to approximately 0.98 per cent of the outstanding shares in Synsam as of the date of this proposal (excluding own shares held by Synsam), compared to LTIP 2022 which comprises of up to 945,000 shares (corresponding to approximately 0.63 per cent of the outstanding shares in Synsam, excluding own shares held by Synsam).

The overall purpose of LTIP 2023 is to establish conditions to recruit and maintain competent staff in the Synsam group, to increase the motivation of the staff as well as to increase the community of interest between the employees and the company's shareholders. The board of directors finds that it is in the interest of all shareholders that the company's senior executives and other key individuals have a long-term interest in a positive price development of the shares in the company. A long-term ownership is also expected to stimulate an increased interest for the business and the earnings trend as a whole, and is expected to increase the motivation for the participants in LTIP 2023.

The board of directors is of the opinion that recurring long-term incentive programs form an important part of Synsam's total remuneration package and the board of directors therefore intends to propose long-term share-related incentive programs annually, for the general meeting's approval.

Majority requirements, etc.

The general meeting's resolution on the implementation of LTIP 2023 in accordance with item A. below is conditional upon the general meeting resolving in accordance with one of the board of

directors' proposals for hedging arrangements by reason of LTIP 2023, i.e. in accordance with the board of directors' proposals pursuant to item B. or item C. below.

A valid resolution in accordance with the proposal under item A. below requires that the resolution is supported by shareholders representing a majority of the votes cast. A valid resolution in accordance with the proposal under item B. below requires that the resolution is supported by shareholders representing at least nine-tenths of the votes cast as well as of the shares represented at the meeting. A valid resolution under item C. below requires that the resolution is supported by shareholders representing a majority of the votes cast.

A. Implementation of LTIP 2023

The board of directors proposes that the general meeting resolves to implement LTIP 2023 in accordance with the main terms and conditions set out below.

Participants in LTIP 2023

LTIP 2023 is proposed to be directed to a total of not more than 80 individuals divided between three categories: one category consisting of members of the company's group management, including the CEO (approximately 15 individuals) ("**Group A1**"), one category consisting of selected key individuals with extensive responsibilities within important areas/functions or who otherwise have significant impact on the growth or profitability of the Synsam group ("**Group A2**") and one category consisting of other selected key individuals who have impact on the success of the Synsam group ("**Group A3**"). The background for the division between different categories is that the participants' rights to allotment of Performance Share Awards (as defined below) and Performance Shares (as defined below) within the frame of LTIP 2023 has been differentiated with reference to, *inter alia*, position, responsibility and work performance.

The individuals included in Group A1, A2 and A3 as set out above are hereinafter referred to as "**Employees**".

Preconditions for participation in LTIP 2023

Participation in LTIP 2023 is conditional upon that Employees make own investments in shares in Synsam over Nasdaq Stockholm and/or that Employees hold shares in Synsam since before (the "**Investment Shares**") and that the Investment Shares are allocated to LTIP 2023.

In order to participate in LTIP 2023, each Employee in Group A1 must allocate 4,800 Investment Shares to LTIP 2023 (corresponding to Investment Shares at a total value of approximately SEK 200 thousand per individual, calculated on the basis of the volume-weighted average price for the Synsam share on Nasdaq Stockholm during the period 6–10 March 2023, i.e. SEK 41.60).

As regards Employees in Group A2 and A3 who has or will receive variable cash remuneration based on the fulfillment of performance targets for 2022, each individual must allocate Investment Shares to LTIP 2023 at a value corresponding to 25 per cent of the Employee's variable remuneration for 2022. As regards Employees in Group A2 and A3 who, for some reason (e.g. new employment), has *not* received, and nor will receive, variable cash remuneration based on the fulfillment of performance targets for 2022, each individual must allocate Investment Shares to LTIP 2023 at a value

corresponding to 5 per cent of the Employee's current fixed salary (gross amount before tax). Calculations of the number of Investment Shares that must be allocated to LTIP 2023 shall be made on the basis of the volume-weighted average price of the Synsam share on Nasdaq Stockholm during the period 6-10 March 2023, i.e. SEK 41.60. The thereby calculated number of shares shall be rounded off to the nearest even hundred shares.

Performance Share Awards and Performance Shares

Each participant in LTIP 2023 will be granted a performance share award ("**Performance Share Award**") free of charge, which gives the participant the right to receive a number of shares in Synsam ("**Performance Shares**") free of charge, from Synsam or from a designated third party, subject to fulfilment of the conditions for receiving Performance Shares. The Performance Share Awards shall not constitute securities and are not transferable.

Performance Shares will be granted after the end of a vesting period of approximately three years, which will commence on the date during the second quarter in 2023 as is resolved by the board of directors of Synsam and end on the date of publication of Synsam's interim report for the first quarter of 2026 (the "**Vesting Period**"). The granting of Performance Share Awards may take place on one or more occasions until and including 30 November 2023.

The maximum number of Performance Shares that each participant in Group A1 shall be entitled to receive will be determined prior to the allotment of Performance Shares in 2023, and the value of such maximum number of Performance Shares will correspond to approximately 50 per cent of the participant's fixed annual salary (gross amount before tax, and with reservation for re-calculations in accordance with what is set out under "*Re-calculation*" below). Calculations of the maximum number of Performance Shares that may be granted to each participant shall be made on the basis of the volume-weighted average price of the Synsam share on Nasdaq Stockholm during the period 6–10 March 2023, i.e. SEK 41.60.

Each participant in Group A2 may be entitled to receive a maximum of 15,000 Performance Shares and each participant in Group A3 may be entitled to receive a maximum of 9,000 Performance Shares (with reservation for re-calculation in accordance with what is set out under "*Re-calculation*" below).

Performance Shares may only be granted when the Vesting Period has ended, unless special reasons apply and the board of directors resolves otherwise on a case-by-case basis. The extent (if any) to which a participant's Performance Share Award will entitle to the grant of Performance Shares will be determined on the basis of the degree of fulfillment of the performance conditions that are described under "*Performance conditions*" below. Furthermore, the allotment of Performance Shares is conditional upon that the participant has retained the Investment Shares that have been allocated to LTIP 2023 until the end of the Vesting Period and, with certain specific exceptions, that the participant has been permanently employed (Sw. *fast anställd*) within the Synsam group until the expiry of the Vesting Period. Divestments of Investment Shares prior to the end of the Vesting Period will generally lead to that no Performance Shares are allotted.

Performance conditions

The extent (if any) to which a participant's Performance Share Award will entitle to the grant of Performance Shares after the end of the Vesting Period will be determined on the basis of the degree of fulfillment of the performance conditions that are described below. The below description also sets

out the weighting between the different performance condition categories. The outcome for each performance condition category will be determined separately, which *inter alia* means that the minimum levels for allotment within all three performance condition categories do not need to be fulfilled in order for Performance Shares to be granted.

Organic growth

Of the total number of Performance Shares that may be granted, 30 per cent will be dependent on that the organic growth in directly owned stores at group level ("**Organic Growth**") reaches certain target levels determined by the board of directors for the financial years 2023, 2024 and 2025, respectively (whereby the change shall be measured annually through a comparison against the immediately preceding financial year).

The board of directors will determine a minimum level and a maximum level for target fulfillment in respect of Organic Growth. If the minimum level is reached for one financial year during the measurement period, allotment shall be made of one-fifteenth (1/15) of the total number of Performance Shares dependent on the condition connected to Organic Growth, and if the maximum level is reached for a financial year during the measurement period, allotment shall be made of one-third (1/3) of the Performance Shares dependent on the condition connected to Organic Growth. Between the minimum and maximum levels, allotment of Performance Shares dependent on the condition connected to Organic Growth shall be proportioned linearly. Fulfilment of a given target level for one financial year shall entitle to allotment of Performance Shares for that financial year, even if the minimum level for allotment is not reached for the other financial years during the measurement period. If the average increase in Organic Growth during the three financial years during the measurement period (calculated as an arithmetic average) gives a better outcome than measurement annually, allotment of Performance Shares shall however be made based on the average increase (which *inter alia* entails that it will be possible to receive the maximum possible allotment of Performance Shares dependent on the condition connected to Organic Growth even if the minimum level for allotment has not been reached for one or several of the financial years during the measurement period, provided that the average increase in Organic Growth during the three financial years reaches or exceeds the determined maximum level).

Adjusted EBITDA

Of the total number of Performance Shares that may be granted, 30 per cent will be dependent on that the adjusted EBITDA at group level ("**Adjusted EBITDA**") reaches certain target levels determined by the board of directors during the financial years 2023, 2024 and 2025, respectively.

The board of directors will determine a minimum level and a maximum level for target fulfillment in respect of Adjusted EBITDA. If the minimum level is reached for one financial year during the measurement period, allotment shall be made of one-fifteenth (1/15) of the total number of Performance Shares dependent on the condition connected to Adjusted EBITDA, and if the maximum level is reached for one financial year during the measurement period, allotment shall be made of one-third (1/3) of the Performance Shares dependent on the condition connected to the Adjusted EBITDA. Between the minimum and maximum levels, allotment of Performance Shares dependent on the condition connected to the Adjusted EBITDA shall be proportioned linearly. Fulfilment of a given target level for one financial year shall entitle to allotment of Performance Shares for that financial year, even if the minimum level for allotment is not reached for the other financial years during the

measurement period. If the average Adjusted EBITDA during the three financial years during the measurement period gives a better outcome than measurement annually, allotment of Performance Shares shall however be based on the average outcome (which *inter alia* entails that it will be possible to receive the maximum possible allotment of Performance Shares dependent on the condition connected to Adjusted EBITDA even if the annual minimum level for allotment has not been reached for one or several of the financial years during the measurement period, provided that the average outcome in Adjusted EBITDA during the three financial years reaches or exceeds the average maximum level for the three financial years during the measurement period).

Number of frames sold in Synsam Recycling Outlet stores

Of the total number of Performance Shares that may be granted, 20 per cent will be dependent on that the number of frames sold in Synsam Recycling Outlet stores reaches certain target levels determined by the board of directors during the period 1 April 2023 until and including 31 March 2026.

The board of directors will determine a minimum level and a maximum level for target fulfillment in respect of the number of frames sold in Synsam Recycling Outlet stores. If the minimum level is reached during the measurement period, allotment shall be made of one-fifth (1/5) of the total number of Performance Shares dependent on the condition connected to the number of frames sold in Synsam Recycling Outlet stores, and if the maximum level is reached during the measurement period, allotment shall be made of all of the Performance Shares dependent on the condition connected to the number of frames sold in Synsam Recycling Outlet stores. Between the minimum and maximum levels, allotment of Performance Shares dependent on the condition connected to the number of frames sold in Synsam Recycling Outlet stores shall be proportioned linearly.

Relative TSR development

Of the total number of Performance Shares that may be granted, 20 per cent will be dependent on the relative development in total shareholder return ("**TSR**") for Synsam's shareholders during the Vesting Period, compared to the corresponding TSR development for shareholders in other companies that form part of a group which has been predefined by the board of directors and which consists of ten Swedish and foreign comparable companies (together with Synsam, the "**Reference Group**")¹. The calculation of TSR development for the companies in the Reference Group during the Vesting Period shall be based on a comparison between the volume-weighted average share prices during March 2023 and the volume-weighted average share prices during March 2026 (adjusted for dividends, if any, during the measurement period).

If the TSR development for Synsam's shareholders is lower than the median (the 50th percentile) in the Reference Group, no allotment of Performance Shares shall be made which is dependent on the TRS condition. If the TSR development for Synsam's shareholders reaches the median (the 50th percentile) in the Reference Group, allotment shall be made of one-fifth (1/5) of the Performance Shares dependent on the TRS condition, and if the TSR development for Synsam's shareholders exceeds the median (the 50th percentile) in the Reference Group with at least 5 percentage points, allotment shall be made of all of the Performance Shares dependent on the TRS condition. Between

¹ The Reference Group is comprised of the following companies, in addition to Synsam: EssilorLuxottica, Fielmann, Mister Spex, National Vision, Warby Parker, Clas Ohlson, Mekonomen, Axfood, Byggmax and Hoya.

the minimum and maximum levels, allotment of Performance Shares dependent on the TRS condition shall be proportioned linearly.

Re-calculation

The number of Performance Shares that each Performance Share Award entitles to shall be re-calculated by reason of dividends, if any, resolved after the determination of the initial number of Performance Shares that each Performance Share Award shall entitle to. Additional Performance Shares that may come to be allotted by reason of such re-calculation are hereinafter referred to as "**Dividend Compensation Shares**".

Further to what is set out above, the number of Performance Shares each Performance Share Award entitle to shall also be re-calculated in case of other intermediate corporate events such as e.g. bonus issues, splits, preferential rights issues and/or similar.

Other

If there are significant changes in the Synsam group or on the market which, according to the board of directors' assessment, would entail that the conditions for allotment of Performance Shares are no longer reasonable, the board of directors shall be entitled to adjust the conditions for LTIP 2023, including, *inter alia*, a right to resolve upon reduced allotment of Performance Shares or that no Performance Shares shall be granted at all.

The board of directors shall be entitled to establish the detailed terms and conditions for LTIP 2023. In connection thereto, the board of directors shall be entitled to make necessary adjustments to satisfy rules, regulations or market conditions abroad.

Participation in LTIP 2023 is conditional upon that such participation is legally possible in the jurisdictions concerned and that, in the opinion of the board of directors, participation may be made at reasonable administrative costs and financial efforts.

LTIP 2023 may come to include a maximum of 1,455,000 shares in Synsam, corresponding to approximately 0.98 per cent of outstanding shares in Synsam as per the date of this proposal (excluding own shares held by Synsam), of which 1,265,500 shares constitute Performance Shares and 189,500 shares constitute Dividend Compensation Shares (with reservation for re-calculation in accordance with what is set out under "*Re-calculation*" below).

Costs

LTIP 2023 is expected to entail costs calculated in accordance with the accounting standard IFRS 2, which are reported in the income statement and accrued over the Vesting Period, as well as costs for social security charges. The costs for LTIP 2023 shall be seen in relation to the total personnel costs within Synsam group, which during the financial year 2022 amounted to approximately SEK 2,186 million.

Example A

The total costs for LTIP 2023 calculated in accordance with the accounting standard IFRS 2 (excluding the costs for social security charges) are estimated to amount to approximately SEK 22.1 million during the term of the program. The estimated costs have, among others, been calculated based on the following assumptions: (i) a market price of the Synsam share of SEK 40.08 (which corresponds to the

closing price for the Synsam share on 10 March 2023) at the time of allotment of Performance Share Awards, (ii) dividends in line with consensus estimates, (iii) an assessed fulfilment of market related performance conditions (TSR) based on statistic data, (iv) that LTIP 2023 will include 80 participants whereof 15 participants in Group A1, 40 participants in Group A2 and 25 participants in Group A3, (v) an average target fulfilment of non-market related performance conditions of 50 per cent and (vi) a staff turnover among the participants in LTIP 2023 of ten (10) per cent during the term of the program.

The costs for social security charges, which are expected to arise in connection with the grant of Performance Shares after the end of the Vesting Period, are estimated to amount to approximately SEK 8.1 million, based, among others, on the assumptions listed under items (i)–(vi) in the previous paragraph, an assumed annual increase in the price of the Synsam share of ten (10) per cent until the end of the Vesting Period and an assumption that the social security charges will in average correspond to 24.20 per cent of the value of the Performance Shares at the time of grant.

Based on the assumptions set out above, the total costs for LTIP 2023 (including social security costs) are estimated to amount to approximately SEK 30.1 million during the term of the program.

Example B

The costs for LTIP 2023 (including social security charges) are estimated to approximately SEK 73.2 million, assuming a staff turnover among the participants in LTIP 2023 of zero (0) per cent during the term of the program, an average target fulfilment of the set performance conditions of 100 per cent (entailing a maximum allotment of Performance Shares) as well as an assumed annual increase in the price of the Synsam share of 25 per cent during the Vesting Period (but otherwise under the same assumptions as set out under "Costs" – "Example A" above). In such scenario, the value for Synsam's shareholders would have increased with SEK 5,595 million.

Hedging arrangements

To be able to implement LTIP 2023 in a cost-efficient and flexible manner, the board of directors has considered different methods for securing delivery of shares to participants in the program. The board of directors has thereupon found that the most cost-efficient alternative would be, and thus proposes that the general meeting resolves upon, an authorization for the board of directors to resolve upon acquisitions of own shares and upon transfers, free of charge, of own shares to participants in LTIP 2023. More detailed terms and conditions for the board of directors' main alternative are set out under item B. below.

The board of directors has resolved not to propose that the annual general meeting 2023 resolves upon any authorization for the board of directors to resolve upon acquisitions of own shares in order to secure liquidity for payments of social security charges by reason of LTIP 2023.

Should the majority required for item B. below not be reached, the board of directors proposes that Synsam shall instead be able to enter into a share swap agreement with a third party, in accordance with item C. below.

Dilution

Neither of the hedging alternatives proposed by the board of directors (in accordance with what is set out under "Hedging arrangements" above as well as under items B. and C. below) will give rise to any

increases in the number of shares in the Company and, accordingly, no dilutive effect will occur for existing shareholders by reason of LTIP 2023.

Other outstanding incentive programs

Since previously, Synsam has one outstanding incentive program: LTIP 2022. The terms and conditions for LTIP 2022 in material respects correspond to the terms and conditions for LTIP 2023, with the main exceptions that are set out under "*Background and motives*" above. LTIP 2022, which expires in connection with the publication of Synsam's interim report for the first quarter of 2024, is described in more detail in Synsam's annual report for the financial year 2022 and in the company's remuneration report for 2022.

Board of directors' participation

The general rule according to the Rules on Remuneration of the Board and Executive Management and on Incentive Programmes that have been adopted by the Swedish Corporate Governance Board (the "**Remuneration Rules**"), which express what shall be deemed as good practices on the Swedish securities market in respect of remuneration to senior executives as well as share and share-related incentive programs, is that board members shall not participate in incentive programs directed to the senior management or other employees unless special reasons are at hand. One such special reason is that the board member is operative in the company in the same way as an employee. According to the Remuneration Rules and general principles regarding conflicts of interest, an individual included in an incentive program shall have no significant influence over the final structure of the program. Synsam's CEO Håkan Lundstedt, who is also a board member of the company, will be offered to participate in LTIP 2023. Håkan Lundstedt will be offered to participate in LTIP 2023 in capacity as a member of the company's group management, and he neither has or will participate in the preparation of or decisions related to the incentive program. In light of the aforesaid, the board of directors (excluding Håkan Lundstedt) is of the opinion that there are no obstacles against Håkan Lundstedt participating in LTIP 2023.

Preparation of the proposal

The remuneration committee of Synsam has, in consultation with external advisers, prepared comprehensive guidelines for LTIP 2023. These guidelines, as well as this resolution proposal, have been presented for and adopted by the board of directors (excluding Håkan Lundstedt).

Hedging arrangements by reason of LTIP 2023

B. Acquisitions and transfers of own shares

The board of directors proposes that the general meeting resolves to authorize the board of directors to resolve upon acquisitions of own shares by reason of LTIP 2023 in accordance with the following main terms and conditions:

1. Acquisitions of shares may only be made on Nasdaq Stockholm.
2. Acquisitions may be made of not more than 1,455,000 shares.
3. The authorization may be exercised at one or more occasions before the next annual general meeting.

4. Repurchases of the company's own shares on Nasdaq Stockholm may only be effectuated at a price within the range between the highest bid price and lowest ask price at any given time.
5. Payment for the shares shall be made in cash.

Furthermore, the board of directors proposes that the general meeting resolves to transfer own shares by reason of LTIP 2023 in accordance with the following main terms and conditions:

1. Transfers may be made of not more than 1,455,000 shares.
2. The right to receive transferred shares shall, with deviation from the shareholders' preferential rights, vest in the participants of LTIP 2023, with the right for each participant to acquire a maximum number of shares as follows from the terms and conditions of LTIP 2023.
3. Transfers of shares to participants shall be made without consideration at such point in time, and otherwise in accordance with the terms and conditions, as follows from the terms and conditions of LTIP 2023.
4. The number of shares that may come to be allotted within the frame of LTIP 2023 is subject to recalculation in the event of certain corporate events that may be resolved upon/ effectuated after the date of this proposal, such as e.g. dividends, bonus issues, splits, preferential rights issues and/or similar.

The purpose of this proposal is to secure delivery of shares to the participants of LTIP 2023.

The company holds 945 000 own shares as per the date of this proposal.

C. Share swap agreements with third party

The board of directors proposes that the general meeting, should the required majority for item B. above not be reached, resolves to secure delivery of shares to participants in LTIP 2023 by approving that Synsam enters into a share swap agreement with a third party on market terms, whereby the third party shall in its own name be able to acquire and transfer shares in Synsam to the participants of LTIP 2023 or otherwise.
