



K I N N E V I K

DOCUMENTATION TO THE ANNUAL GENERAL MEETING OF KINNEVIK AB (PUBL)
THURSDAY 29 APRIL 2021

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All defined terms in this document not defined herein shall have the same meaning as in the notice to Kinnevik's 2021 Annual General Meeting. The notice is available on Kinnevik's website at www.kinnevik.com under the heading "General Meetings" (which can be found under the section "Governance"), where also an information brochure regarding the proposed distribution of Kinnevik's shareholding in Zalando is available.

THE BOARD'S COMPLETE PROPOSAL REGARDING DIVIDEND AS COMPENSATION TO PARTICIPANTS IN KINNEVIK'S LONG-TERM INCENTIVE PLAN 2018 FOR PAID DIVIDENDS AND OTHER VALUE TRANSFERS SINCE 2018 (ITEM 18 ON THE PROPOSED AGENDA)

In accordance with § 4 in the Articles of Association and the terms and conditions of Kinnevik's long-term incentive plan for 2018, holders of incentive shares of Class D 2018, E 2018 and F 2018 for which the performance condition for each of the incentive share classes has been fulfilled during 1 April 2018 – 31 March 2021 (the "Measurement Period"), are entitled to be compensated for paid dividends and other value transfers to Kinnevik's shareholders during the Measurement Period through payment of an accumulated, outstanding, dividend per share (the "Outstanding Amount"). The Outstanding Amount will be paid in cash in order to ensure that the payment can be made without the risk of complications in relation to the proposed distribution of Kinnevik's shareholding in Zalando during May and June 2021. During the Measurement Period Kinnevik has, in addition to ordinary dividends (2018 and 2019, respectively), also distributed its holdings in Modern Times Group MTG AB (2018) and Millicom International Cellular S.A. (2019) as well as carried out an extraordinary cash value transfer of approximately SEK 1.9bn to the shareholders following Kinnevik's divestment of Zalando shares (2020).

The Outstanding Amount, calculated in accordance with § 4 in the Articles of Association amounts to SEK 183.08 per share of Class D 2018, E 2018 and F 2018 entitled to receive the compensation. As of 6 April 2021, there are a total of 42,034 Class D 2018 shares, 100,172 Class E 2018 shares and 100,172 Class F 2018 shares and, accordingly, the total dividend as compensation for paid dividends and other value transfers during the Measurement Period amounts to no more than SEK 44.37m in total.

In light of the above, the Board proposes a dividend of SEK 183.08 per share of Class D 2018, E 2018 and F 2018 entitled to receive the compensation. The record date for the dividend payment shall be Monday 3 May 2021.

Stockholm, April 2021

KINNEVIK AB (PUBL)

THE BOARD OF DIRECTORS

THE BOARD'S MOTIVATED STATEMENT IN ACCORDANCE WITH CHAPTER 18, SECTION 4, CHAPTER 19, SECTION 22 AND CHAPTER 20, SECTION 8, FIRST PARAGRAPH OF THE SWEDISH COMPANIES ACT (2005:551)

The Board's reasons for the proposals to the Annual General Meeting on 29 April 2021 regarding dividend as compensation to participants in Kinnevik's long-term incentive plan 2018 for paid dividends and other value transfers since 2018 (under item 18), authorisation for the Board to resolve to repurchase Class X shares (under item 20(c)) and the Repayment (under item 17(d)) being in accordance with the provisions of Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act (2005:551), are as follows:

- Kinnevik's objectives, scope of business and risks associated thereto are set out in the Articles of Association and in the submitted 2020 Annual Report.
- The Group's and the Parent company's financial situation as at 31 December 2020 is stated in the 2020 Annual Report. The principles applied for valuation of assets and liabilities are also stated in the 2020 Annual Report.
- The Group's equity attributable to the Parent Company amounted to SEK 112,354m as of 31 December 2020, and the Parent Company's non-restricted equity totalled SEK 105,458m.
- The proposed Repayment of a maximum of 54,047,800 Zalando shares can, according to the limits set by the Board's proposal to the Annual General Meeting, amount to no more than SEK 80bn (corresponding to a maximum Redemption Consideration of SEK 289.95 per share to be redeemed). The Board of Kinnevik will however decide the final Redemption Consideration for each share to be redeemed in the Repayment no later than Tuesday 11 May 2021, taking into account changes in the price of the Zalando share on the Frankfurt Stock Exchange and currency conversion from euro to SEK, in order to ensure that the Repayment is in accordance with the provisions of Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act (2005:551).
- Based on the market value of the Zalando share on the Frankfurt Stock Exchange on 26 March 2021, the value of the proposed Repayment is estimated to amount to SEK 47.3bn, corresponding to a Redemption Consideration of approximately SEK 172 for each share to be redeemed (shares of Class G 2018, D 2019, E 2019, F 2019, G 2019, C1 2020, C2 2020 and D 2020 as well as Class B shares held in treasury do not entitle to the Redemption Consideration). The Zalando shares are included in Kinnevik's balance sheet indirectly (through the wholly-owned subsidiary Kinnevik Internet 1 AB) at a book value corresponding to the market value, of approximately SEK 47.3bn. Before the Repayment is effectuated (but no later than Tuesday 15 June 2021), Kinnevik will through an intra-group transaction acquire the Zalando shares from Kinnevik Internet 1 AB. The Zalando shares will be acquired and booked at market value at the time of the intra-group transaction (i.e. based on the closing price of the Zalando share on the Frankfurt Stock Exchange at the time of the transaction). As a result, the value of the Zalando shares may fluctuate during the period from the date this motivated statement is prepared to the time of the intra-group transaction (due to changes in the price of the Zalando share on the Frankfurt Stock Exchange and currency conversion from euro to SEK) and the book value of the Repayment, the book value of the Redemption Consideration (per share), and hence the remaining non-restricted equity (retained earnings) in Kinnevik will change accordingly.
- The dividend to participants in Kinnevik's long-term incentive plan 2018 as compensation for paid dividends and other value transfers since 2018 amounts to no more than SEK 44.37m in total. Further, the cost in relation to repurchase of own Class X shares is limited to administrative costs, amounting to approximately SEK 125,000.
- Based on the assumptions and costs set out in the sections above, the proposals to the Annual General Meeting regarding dividend as compensation to participants in Kinnevik's long-term incentive plan 2018 for paid dividends and other value transfers since 2018, authorisation for the Board to resolve to repurchase Class X shares and the Repayment are estimated to constitute 42 percent of the Group's equity attributable to the Parent Company and 45 percent of the Parent company's non-restricted equity, and can amount to no more than 71 percent of the Group's equity attributable to the Parent Company and 76 percent of the Parent company's non-restricted equity. Further, the Group's equity/asset ratio amounts to 96 percent prior to the proposals to the Annual General Meeting regarding dividend as compensation to participants in Kinnevik's long-term incentive plan 2018 for paid dividends and other value transfers since 2018, authorisation for the Board to resolve to repurchase Class X shares and the Repayment, and is estimated to amount to 94 percent after these proposals have been taken into account, and can amount to no less than 89 percent after these proposals have been taken into account. As per 31 December 2020, the Group's liquidity reserve, including short-term investments and available unutilised credit facilities, totalled SEK 13,719m, and the debt/equity ratio was 0.03.

The proposals regarding dividend as compensation to participants in Kinnevik's long-term incentive plan 2018 for paid dividends and other value transfers since 2018, authorisation for the Board to resolve to repurchase Class X shares and the Repayment do not endanger the continuation of planned investments, and Kinnevik's financial position is such that Kinnevik can continue its business and is expected to fulfil all of its obligations on both a short and long-term basis.

With reference to the aforementioned and what has otherwise been brought to the Board's attention, it is the Board's opinion

that the proposals regarding dividend as compensation to participants in Kinnevik's long-term incentive plan 2018 for paid dividends and other value transfers since 2018, authorisation for the Board to resolve to repurchase Class X shares and the Repayment are justified with reference to the requirements that the nature of the operations, the scope of business and the risks associated thereto place on the Parent Company's and Group's shareholders' equity, consolidation requirements, liquidity and position in general. This is the Board's opinion even if the market value of the Zalando shares at the time of the transaction, taking into account what is reasonable and realistic, would cause the Repayment to be greater than what it would have been if the time of the transaction would have been as per the day of the Board's motivated statement in accordance with Chapter 18, Section 4, Chapter 19, Section 22 and Chapter 20, Section 8, first paragraph of the Swedish Companies Act (2005:551) was prepared.

Stockholm, April 2021

KINNEVIK AB (PUBL)

THE BOARD OF DIRECTORS

THE BOARD'S REPORT IN ACCORDANCE WITH CHAPTER 20, SECTION 13 OF THE SWEDISH COMPANIES ACT (2005:551)

The proposed reduction of the share capital through redemption of shares in accordance with item 17(d) on the proposed agenda for the Annual General Meeting on 29 April 2021 amounts to no more than SEK 13,906,052.20, and will be effectuated by cancellation of Redemption Shares entitled to the Repayment and Redemption Shares entitled to the Transfer. The reason for cancelling only the redemption shares is that the reduction of the share capital through redemption of shares is carried out in order to effectively distribute Kinnevik's shareholding in Zalando to the shareholders (which is also the reason to not offer any Repayment to the holders of Redemption Shares entitled to the Transfer in connection with the redemption of shares, as these shares do not entitle payment of dividends but will instead, under certain conditions set out in the Articles of Association, be compensated for paid dividends and other value transfers during their respective measurement period).

For more information regarding the Redemption Consideration, please refer to Zalando's website www.corporate.zalando.com/en where Zalando's historical financial reports are available under the heading "Financial Reporting" and information regarding the Zalando share is available under the heading "Share" (all headings listed in this paragraph can be found under the section "Investor Relations").

The Board of Kinnevik will determine the final Redemption Consideration for each share to be redeemed in the Repayment no later than Tuesday 11 May 2021, taking into account changes in the price of the Zalando share on the Frankfurt Stock Exchange as well as currency conversion from euro to SEK. Before the Repayment is effectuated (but no later than Tuesday 15 June 2021), Kinnevik will acquire no more than 54,047,800 Zalando shares from the wholly-owned subsidiary Kinnevik Internet 1 AB in an intra-group transaction. Kinnevik's book value of the Zalando shares will correspond to the market value (based on the price of the Zalando share on the Frankfurt Stock Exchange at the time of the transaction). As a result, the value of the Zalando shares may fluctuate during the period from the date this report is prepared to the time of the intra-group transaction (due to changes in the price of the Zalando share on the Frankfurt Stock Exchange and currency conversion from euro to SEK) and the book value of the Repayment, the book value of the Redemption Consideration (per share), and hence the remaining non-restricted equity (retained earnings) in Kinnevik will change accordingly. The estimated book value of the Repayment, based on the market value of the Zalando share on the Frankfurt Stock Exchange on 26 March 2021, amounts to SEK 47.3bn. The Zalando shares are included in Kinnevik's balance sheet indirectly (through the wholly-owned subsidiary Kinnevik Internet 1 AB) at a book value corresponding to the market value, of approximately SEK 47.3bn.

With reference to the aforementioned and based on an estimated book value of the Zalando shares at the time of the Repayment, the proposed Redemption Consideration will amount to approximately SEK 172 per redemption share, whereof approximately SEK 171.95 exceeds the quota value of the share, and the Repayment will amount to approximately SEK 47.3bn in total. In accordance with the limitations set out in the Board's proposal, the Repayment can further amount to no more than SEK 80bn, corresponding to a maximum Redemption Consideration of SEK 289.95 per share, and this will be taken into account when the Board of Kinnevik, no later than Tuesday 11 May 2021, decides the Redemption Consideration for each of the shares to be redeemed in the Repayment.

Jointly, the Board's proposals under item 17(d) on the proposed agenda to the Annual General Meeting on 29 April 2021 mean that the amount available for distribution can be reduced with no more than SEK 80bn to SEK 25.4bn according to the company's balance sheet as at 31 December 2020. Based on the assumptions regarding the book value of the Zalando shares accounted for above, the amount available for distribution is estimated to be reduced with approximately SEK 47.3bn to SEK 58.1bn. Due to applicable tax and accounting standards this value may change as Kinnevik will acquire and book the Zalando shares at market value at the time of the intra-group transaction. The value of the Zalando shares, and accordingly their book value may fluctuate in accordance with the description above.

In order to achieve a time efficient redemption procedure without having to obtain authorisation from the Swedish Companies Registration Office or a court of general jurisdiction the Board proposes, in accordance with item 17(e) on the proposed agenda to the Annual General Meeting on 29 April 2021, that the meeting resolves to restore the share capital of the company to no less than its original amount, by increasing the share capital of the company with SEK 13,906,052.20 transferred to the share capital from the non-restricted equity through a bonus issue, without issuance of new shares. Further, in order to restore the company's quota value to SEK 0.10 per share after the bonus issue, the Board proposes under item 17(f) on the proposed agenda to the Annual General Meeting on 29 April 2021 that the share capital is to be reduced with no more than SEK 25,000 for transfer to the non-restricted equity, without cancellation of shares. This reduction of the share capital will only be effectuated if the Board resolves on redemption of incentive shares during April 2021.

There will be no other effect on the company's restricted equity other than through the reduction of the share capital, and after the bonus issue and the complementary reduction of the share capital without cancellation of shares, the company's share capital will be the same as prior to the share redemption plan.

Stockholm, April 2021

KINNEVIK AB (PUBL)

THE BOARD OF DIRECTORS



Auditor's statement according to Chapter 20, Section 8 of the Swedish Companies Act (2005:551) on whether the General Meeting should approve the proposal to reduce the share capital

To the General Meeting of Kinnevik AB (publ), corporate identity number 556047-9742.

We have reviewed the Board of Directors' proposal on reduction of the share capital, dated 2021-04-06.

The Board's responsibility of the proposal

The Board has the responsibility to prepare the proposal on reduction of the share capital according to the Swedish Companies Act. The Board has also the responsibility to ensure internal control deemed necessary for development of the proposal without significant misstatement from fraud or error.

Auditor's responsibility

Our responsibility is to report on the reduction of the share capital based upon our review. We conducted the review according to FARs recommendation RevR9 "Auditor's Other Statements Pursuant to the Swedish Companies Act and the Companies Regulation". This review requires an assessment of reasonable assurance that the Board's proposal does not contain material misstatements. The firm applies ISQC 1 (International Standard on Quality control) and thus has a comprehensive quality control system, which includes documented policies, and procedures that comply with ethical requirements, standards of professional practice and applicable legal and regulatory requirements.

We are independent of Kinnevik AB (publ) in accordance with professional ethics for accountants in Sweden and have fulfilled our ethical responsibilities in accordance with these requirements.

The review involves the performance of procedures that obtain evidence about the financial information and other related information within the Board's proposal. The auditor decides which actions to take, including by assessing the risks of material misstatement of the proposal, whether due to fraud or error. The risk assessments performed by the auditor consider internal controls relevant to the Board's proposal to design review procedures that are appropriate, but not for the purpose of providing an opinion on the effectiveness of internal controls. The review also includes an evaluation of the appropriateness of and reasonableness of the Board's assumptions. We believe that the evidence we have obtained is a sufficient and appropriate basis for our statement.

Statement

We recommend the Board of Director's proposal on reduction of the share capital for repayment to the shareholders.

Other information

This statement has the sole purpose to fulfil the requirements of Chapter 20, section 8 of the Swedish Companies Act and may not be used for any other purpose.

Stockholm 6 April 2021

Deloitte AB

Kent Åkerlund

Authorized Public Accountant

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



Auditor's statement according to Chapter 20, Section 14 of the Swedish Companies Act (2005:551) regarding the Board of Directors' statement for special redemption terms and conditions etc.

To the General Meeting of Kinnevik AB (publ), corporate identity number 556047-9742.

We have reviewed the Board of Directors' statement for special redemption terms and conditions, dated 2021-04-06.

The Board's responsibility of the statement

The board has the responsibility to prepare the statement for special redemption terms and conditions according to the Swedish Companies Act. The Board has a responsibility to evaluate internal controls that it deems necessary for development of the proposal that demonstrate the proposal is without significant misstatement from fraud or error.

Auditor's responsibility

Our responsibility is to report on the statement for special redemption terms and conditions etc. based upon our review. We conducted the review according to FARs recommendation RevR9 "Auditor's Other Statements Pursuant to the Swedish Companies Act and the Companies Regulation". This review requires an assessment of reasonable assurance that the Board's proposal does not contain material misstatements. The firm applies ISQC 1 (International Standard on Quality control) and thus has a comprehensive quality control system, which includes documented policies, and procedures that comply with ethical requirements, standards of professional practice and applicable legal and regulatory requirements.

We are independent of Kinnevik AB (publ) in accordance with professional ethics for accountants in Sweden and have fulfilled our ethical responsibilities in accordance with these requirements.

The review involves the performance of procedures that obtain evidence about the financial information and other related information within the Board's statement. The auditor decides which actions to take, including by assessing the risks of material misstatement of the proposal, whether due to fraud or error. The risk assessments performed by the auditor consider internal controls relevant to the Board's proposal to design review procedures that are appropriate, but not for the purpose of providing an opinion on the effectiveness of internal controls. The review also includes an evaluation of the appropriateness of and reasonableness of the Board's assumptions. We believe that the evidence we have obtained is a sufficient and appropriate basis for our statement.

Statement

We conclude that

- the Board of Director's statement, regarding the property being redeemed by the company is true and fair, and
- the actions taken, which means that neither the company's restricted equity or share capital decrease, are appropriate and that the assessments made about the effects of these actions are correct.

Other information

This statement has the sole purpose to fulfil the requirements of Chapter 20, section 14 of the Swedish Companies Act and may not be used for any other purpose.

Stockholm 6 April 2021

Deloitte AB

Kent Åkerlund

Authorized Public Accountant

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



Auditors' report in accordance with Chapter 8, Section 54 of the Swedish Companies Act (2005:551), regarding compliance with the guidelines for remuneration to senior executives approved by the Annual General Meeting

To the Annual General Meeting of the Shareholders in Kinnevik AB (publ), Corporate Identity Number 556047-9742

We have audited whether the Board of Directors and the managing director of Kinnevik AB (publ) have complied with the guidelines for remuneration to senior executives during the financial year 2020 which were approved by the Annual General Meeting on May 6th, 2019 and by the Annual General Meeting on May 11st, 2020.

Responsibilities of the Board of Directors and the managing director

The Board of Directors and the managing director are responsible for compliance with these guidelines and for such internal control as the Board of Directors and the managing director determine is necessary to enable compliance with these guidelines.

Auditor's responsibility

Our responsibility is to express an opinion, based on our audit, to the Annual General Meeting as to whether the guidelines have been complied with. We conducted our audit in accordance with FAR's standard RevR 8 *Audit of Remuneration to Senior Executives in Listed Companies*. This standard requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the guidelines have, in all material aspects, been complied with.

The audit firm applies ISQC 1 (International Standard on Quality Control) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of Kinnevik AB (publ) in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

Our audit has included a review of the organization for and the documentation supporting the remuneration to senior executives as well as new decisions related to compliance with the guidelines. Our procedures have also included testing a sample of payments during the year to senior executives. The procedures selected depend on the auditor's judgment, including the assessment of the risks of whether the guidelines have not, in all material aspects, been complied with. In making those risk assessments, the auditor considers internal control relevant to the compliance of the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit procedures provide a reasonable basis for our opinion, as set out below.

Opinion

In our opinion, the Board of Directors and the managing director of Kinnevik AB (publ) have, during the financial year 2020 complied with the guidelines for remuneration to senior executives which were approved by the Annual General Meeting on May 6th, 2019 and by the Annual General Meeting on May 11st, 2020.

Stockholm, April 6, 2021

Deloitte AB

Signature on Swedish original

Kent Åkerlund
Authorized Public Accountant

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

THE BOARD'S REMUNERATION REPORT FOR 2020

INTRODUCTION

This remuneration report describes how the guidelines for executive remuneration of Kinnevik AB, adopted by the Annual General Meeting 2020, were implemented during 2020. The report also provides information on remuneration paid to Kinnevik's CEO and Board members (in addition to ordinary Board remuneration), as well as a summary description of Kinnevik's outstanding share incentive plans. The report has been prepared in accordance with the Swedish Companies Act and the Rules on Remuneration of the Board and Executive management and on Incentive Programmes issued by the Swedish Corporate Governance Board.

KEY DEVELOPMENTS 2020

The CEO summarizes Kinnevik's overall performance in his statement on pages 2-3 in the 2020 Annual Report, which can be found on www.kinnevik.com under the heading "Reports and presentations" (which can be found under the section "Investors").

OVERVIEW OF THE APPLICATION OF THE REMUNERATION GUIDELINES DURING 2020

A prerequisite for the successful implementation of Kinnevik's business strategy and safeguarding of its long-term interests, including its sustainability, is that Kinnevik is able to attract, motivate and retain the best talent in Sweden and globally. To achieve this, it is necessary that Kinnevik offers competitive remuneration to create incentives to execute strategic plans, deliver excellent operating results and to align incentives with the interests of Kinnevik's shareholders. The guidelines enable Kinnevik to offer a competitive total remuneration.

The People & Remuneration Committee monitors and evaluates programmes for remuneration, both ongoing and those that have ended during the year, for the CEO, and the actual and expected outcome of such has been reported to the Board and discussed at Board meetings.

Based on the People & Remuneration Committee's evaluation of the CEO's remuneration, the Board has determined that the current remuneration structure and level of remuneration are appropriate within the relevant markets, reflect good practice, remain competitive and promote Kinnevik's business strategy, long-term interests and sustainability. Both the People & Remuneration Committee's evaluation and the Auditor's review have also concluded that Kinnevik has complied with the applicable remuneration guidelines, including the condition to re-invest a portion of variable cash remuneration in Kinnevik shares until the CEO has a shareholding in Kinnevik corresponding to his fixed annual cash salary, net after taxes, and that no derogations or deviations have been made during 2020.

Based on the conclusions drawn from monitoring and evaluating the programmes for variable remuneration and how the guidelines for remuneration have been applied, as well as the evaluation of the current remuneration structures and levels of remuneration in Kinnevik, the Board has decided that the remuneration guidelines shall remain unchanged.

Under Kinnevik's remuneration guidelines, the remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration (a portion of which is conditional upon being invested in Kinnevik shares), pension benefits and other customary benefits. Additionally, the General Meeting may resolve on, among other things, long-term incentive plans.

Total remuneration for the CEO Georgi Ganev¹

Name of Director, position	Financial year	1 Fixed remuneration		2	3	4	5	6
		Base salary	Other benefits ²	Variable remuneration - One-year variable ³	Extraordinary items	Pension expense	Total remuneration	Proportion of fixed and variable remuneration ⁴
Georgi Ganev, CEO	2020	SEK 8,000,000	SEK 159,961	SEK 8,000,000	n/a	SEK 2,400,000	SEK 18,559,961	56.9% / 43.1%

Remuneration to one Board member outside his regular Board duties

In addition to his regular duties as a Board member, Brian McBride provides advisory services in relation to Kinnevik's consumer services portfolio. For these services he is remunerated in addition to ordinary Board remuneration resolved by Kinnevik's Annual General Meeting. The consultancy fee paid by Kinnevik to Brian McBride during 2020 was SEK 800,000.

Application of performance criteria

The performance criteria for variable cash remuneration include fulfilment of the CEO's individual and Kinnevik's corporate objectives which are linked to specific performance and potential processes and transactions during the year. To increase alignment with the interests of Kinnevik's shareholders, payment of part of the variable cash remuneration is also conditional upon a portion of it being invested in Kinnevik shares. For 2020, the CEO was not required to re-invest part of his variable cash remuneration in Kinnevik shares as his current shareholding in Kinnevik exceeds his fixed annual cash salary, net after taxes. If the CEO's shareholding would not have met such threshold, he would have been required to re-invest 20% of his variable cash remuneration in Kinnevik shares.

Kinnevik have the authority, subject to the restrictions that may apply under law or contract, to in whole or in part reclaim remuneration, other than fixed cash salary, pensions and other customary benefits, paid on incorrect grounds, based on information that was manifestly misstated or in the event of material breaches of Kinnevik's Code of Conduct ("claw-back"). The People & Remuneration committee has evaluated Kinnevik's performance and the CEO's performance, as well as the Auditor's report, and has concluded that no claw-backs are to be made for 2020.

The performance criteria for variable cash compensation to the CEO for 2020 included a set of pre-defined and measurable corporate and individual targets linked to Kinnevik's strategy established by the Board in December 2019. Performance reviews of the CEO and employee satisfaction are also considered.

Kinnevik's strategy is to be a leading European growth investor through building and maintaining a dynamic portfolio of growth companies in Europe, the USA and other selected markets, that, by utilising technology, meet important needs for consumers in industries experiencing disruptive technological changes. Therefore the predefined and measurable corporate and individual targets for 2020 all relate to advancing this strategic transformation through *inter alia* achieving a 20% value appreciation in Kinnevik's portfolio of younger, more disruptive and tech-focused growth companies, dynamically reallocating capital in line with the agreed capital re-allocation plan, achieving Kinnevik's announced D&I targets, including a 40/60 gender composition in the Kinnevik management team, and establishing a clear climate strategy, including emission reduction targets, as part of Kinnevik's overall Sustainability Strategy. The relative weighting of the corporate and individual targets is 35% and 15% respectively. The remaining 50% of the CEO's potential variable cash compensation is based on the Board's view on the overall performance of the CEO, as well as annual performance reviews and employee satisfaction.

In 2020, Kinnevik achieved a value appreciation of more than 100% in its growth portfolio and, in line with the agreed capital re-allocation plan, invested in six new companies and divested its holdings in Bread, Qliro and Home24. Further, Kinnevik has made

¹ The table reports remuneration earned in 2020.

² Including company car and medical insurance (Sw. sjukvårdsförsäkring).

³ Variable salary earned 2020 and paid in 2021.

⁴ This excludes share remuneration in LTIP 2017 that vested during 2020, in which the CEO was allotted 21,900 Kinnevik Class B-shares, of which he received 10,152 shares (corresponding to SEK 2,228,544 given the average share price at grant date, SEK 212) and SEK 2,419,000 in cash (corresponding to the calculated tax cost) by a payment to the Swedish Tax Authority.

significant progress on its D&I targets by *inter alia* increasing the share of women on its management team to 43% and incorporating Kinnevik's four overarching D&I targets into Kinnevik's overall corporate objectives for 2020, thereby tying them to the remuneration of its team. In May 2020, Kinnevik announced climate targets in line with the Paris Agreement to significantly reduce the greenhouse gas emissions from Kinnevik's own operations and its portfolio and rolled-out a three-step climate strategy across its companies to reach these targets.

Based on the above described performance, the People & Remuneration Committee's assessment is that the CEO have showed strong performance and achieved all of the predefined corporate and individual targets for 2020 in full. Hence, the Board of directors awarded the CEO a variable cash remuneration for 2020 of SEK 8,000,000, of which SEK 4,000,000 relates to the fulfilment of the corporate and individual targets for 2020 and SEK 4,000,000 relates to the overall strong performance of the CEO during 2020, including the results of his annual performance review, Kinnevik's strong strategic development and value creation in 2020.

Outstanding share and share-price related incentive programmes

A prerequisite for the successful and sustainable implementation of Kinnevik's business strategy and safeguarding of its long-term interests is that Kinnevik is able to attract, motivate and retain the best talent in Sweden and globally. To achieve this, it is necessary that Kinnevik offers competitive remuneration that creates incentives to execute strategic plans and deliver excellent operating results, and to align these incentives with the interests of Kinnevik's shareholders. Over the years, Kinnevik has implemented several long-term share and share-price related incentive programmes for the employees. The share incentive plans are resolved upon by the General Meeting and prepared by Kinnevik's People & Remuneration Committee in consultation with major shareholders and external advisors.

From 2018, when Kinnevik introduced a new model for the share incentive plans for all employees in Kinnevik, the terms have been in substance the same, with simplifications made based on conclusions from monitoring the ongoing plans and adjustments of the performance conditions to reflect Kinnevik's portfolio evolution and its growth-focused investment strategy.

During 2020, Kinnevik had three ongoing share incentive plans (2018, 2019 and 2020, together the "LTIPs"). The LTIPs are based on a structure where the participants subscribe for or acquire incentive shares, divided into separate classes each with its own performance condition, which may be reclassified to Kinnevik Class B shares, subject to the fulfilment of these performance conditions and certain employment retention criteria. The three plans are ongoing, and since the performance-based conditions are measured over 3 and 5 years, a portion of the incentive shares in the 2018 plan may be reclassified during the third quarter of 2021. In addition and as a one-off, the 2017 Annual General Meeting adopted a long-term, cash-based incentive plan for Kinnevik employees that have a direct impact on, and are working almost exclusively with, the value creation in Kinnevik's private portfolio (the "VCP"). The VCP is ongoing and any payment to the participants will be made in April 2022.

Further, in February 2018, Kinnevik's largest shareholder Verdere S.à r.l. issued 200,000 call options to the CEO in order to further align his interest with Kinnevik's shareholders. Each option entitles the purchase of one (1) Kinnevik Class B share during a period of three months after a five-year period.

Additional information on outstanding share and share-price related incentive plans, including details of the CEO's participation in such and the outstanding call options issued by Verdere S.à r.l., is available in Note 16 to the 2020 Annual Report, which can be found on www.kinnevik.com under the heading "Reports and presentations" (which can be found under the section "Investors").

COMPARATIVE INFORMATION ON THE CHANGE OF REMUNERATION AND KINNEVIK'S PERFORMANCE

Remuneration and company performance⁵

Annual change	2020 vs 2019	2020
Georgi Ganev, CEO	+9% ⁶	SEK 18,559,961
Annual Total Shareholder Return	+45 pp	85%

⁵ Remuneration earned in the respective years.

⁶ Remuneration to the CEO was 9% (SEK 1,589,000) higher in 2020 than 2019.

Annual change	2020 vs 2019	2020
Leverage	from 1.3% leverage to 4.5% net cash to value	4.5% net cash to value
Shareholder Remuneration	-15% ⁷	SEK 7.00 extraordinary cash dividend per share
Average Remuneration of Employees of the company ⁸	-3%	SEK 3,178,000

ADDITIONAL INFORMATION AVAILABLE IN THE 2020 ANNUAL REPORT AND ON KINNEVIK'S WEBSITE

Kinnevik's remuneration guidelines, adopted by the Annual General Meeting 2020, can be found on pages 74-75 of the 2020 Annual Report that is available on www.kinnevik.com under the heading "Reports and presentations" (which can be found under the section "Investors") and the Auditor's report regarding whether Kinnevik has complied with the guidelines is available on www.kinnevik.com under the heading "General Meetings" (which can be found under the section "Governance").

Additional information on Kinnevik's remuneration during 2020 that is not covered by this report is available in the 2020 Annual Report, which can be found on www.kinnevik.com under the heading "Reports and presentations" (which can be found under the section "Investors"):

p. 51 - 52	Work of the People & Remuneration committee in 2020
Note 16 on p. 74-78	Information required by Chapter 5, Sections 40-44 of the Annual Accounts Act (1995:1554), including detailed information on remuneration to the other senior executives covered by the remuneration guidelines adopted at the 2020 Annual General Meeting and Kinnevik's share and share price related incentive plans, the LTIPs and VCPP
Note 16 on p. 74-78	Remuneration to the Board of directors.

⁷ In September 2019, Kinnevik amended its shareholder remuneration policy. In line with the amended shareholder remuneration policy, Kinnevik did not pay any ordinary dividend for 2020. In 2019, before adopting the amended shareholder remuneration policy, Kinnevik paid an ordinary cash dividend of SEK 8.25 per share. In 2019, Kinnevik furthermore distributed its entire shareholding in Millicom International Cellular S.A. to its shareholders, corresponding to an extraordinary value transfer of approximately SEK 60 per Kinnevik share, which is not reflected in the percentage change in the table above.

⁸ Include all employees of Kinnevik AB and its wholly-owned subsidiary Kinnevik Capital Ltd excluding the CEO.