

THE BOARD'S PROPOSAL ON THE GUIDELINES FOR COMPENSATION TO COMPANY MANAGEMENT

The board of directors of SkiStar AB (publ) proposes the AGM to resolve on guidelines for compensation to company management in accordance with the following.

The following guidelines include remuneration and other employment terms for the CEO and group management in SkiStar AB, which jointly will be referred to as senior management below. The guidelines have been drafted by the remuneration committee and approved by the board of directors, to be proposed for the annual general meeting to be held on 14 December 2019. These guidelines shall apply for new employment contracts, as well as to changes in existing employment contracts.

1. Basic principles

The company's remuneration structure shall

- Contribute to a consensus between the employees and the shareholders in terms of the long-term perspective on the operations,
- ensure that the employees receive market-based, competitive remuneration, enabling the company to recruit and keep employees, and
- offer a salary based on the employees' performance, work assignments, competence, experience and position.

2. Fixed salary

Senior management shall be offered a fixed salary that is market-based in relation to responsibility, competence, performance and regional salary level. The fixed salary shall be determined annually, effective for the period September-August.

3. Bonus and commitment to acquire shares

Senior management are entitled to a bonus in cash, based on the current bonus program for the senior management of SkiStar AB, in accordance with the decisions of the board of directors. Variable remuneration may amount to a maximum of 60 % of 12 x current monthly salary. Variable remuneration is paid on the basis of the company's performance as regards growth in earnings per share, return on equity, operating margin and organic growth.

The senior management members who receive variable remuneration shall commit themselves to acquiring and, for a period of at least three years, investing at least 1/3 of the variable post-tax remuneration in shares in the company. The purpose is to create participation and dedication by offering the senior management members a structured way to become shareholders in this way.

As regards the financial year 2019/20, this implies that bonus paid in cash (the cost for the company) will not exceed a total of MSEK 9.4. The bonus is based on the company's performance as regards growth in terms of profit per share, return on equity, operating margin and organic growth.

4. Non-monetary benefits

Senior management are entitled to additional health care insurance, as well as to the benefits applying to other employees within SkiStar AB.

5. Pension

Senior Management have the right to pension payments according to collective agreements and other agreements with SkiStar AB. All pension commitments shall have defined contribution plans. Pension contributions for the CEO shall amount to an equivalent of not more than 30% of the pension-based salary. Pensions to other members of senior management shall be paid in accordance with the standard ITP plan.

6. Notice period and severance pay

When the company initiates termination of employment, the period of notice shall be a maximum of 24 months and when initiated by a member of senior management, a maximum of six months. Severance pay shall only be paid when notice is given by the company and only during the period of notice up to the date on which the individual in question obtains other employment.

7. Resolutions regarding compensation

The board of directors shall resolve on salary and other employment terms for the CEO and senior management based on proposals from the board of directors' remuneration committee. The board of directors shall be entitled to deviate from the guidelines in individual cases if there are special reasons for it.

At the time of the 2019 Annual General Meeting, SkiStar AB has no remuneration commitments that are due for payment, with the exception of ongoing commitments to senior management in accordance with the remuneration guidelines determined at the 2018 AGM.

The above guidelines for remuneration to senior management are consistent with the guidelines adopted by the AGM previous year, with the exception that pension contributions for the CEO shall amount to a maximum of 30% of the pension-based salary instead of the previously stated 35%.

Sälen in November 2019
the Board of Directors of SkiStar AB (publ)