

# Rethinking water

Remuneration Report 2023





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# 01

## Introduction

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This remuneration report provides an overview of the remuneration received by each member of the Board of Directors and of the Executive Management of Aquaporin A/S, CVR no. 28315694, during the financial year 2023 with comparative figures for the past financial years where relevant. The Executive Management consists of all executives registered with the Danish Business Authority.





# Introduction

## 1.1 Remuneration policy

The report has been prepared in accordance with section 139(b) of the Danish Companies Act and the European Commission Guidelines on the standardized presentation of the Remuneration Report under the Shareholders Rights Directive 2007/36/EC, as amended by Directive (EU) 2017/828 as regards the encouragement of long-term shareholder engagement.

The overall objective of the remuneration to the Board of Directors and Executive Management is to attract, motivate, and retain qualified members to management as the Company's future development and success is, amongst other, dependent on management's performance.

The size and composition of remuneration to members of the Executive Management is determined with a view to promote the strategy and value creation of the Company by supporting both the short- and long-term strategic goals. The Remuneration Policy seeks to do so by providing a combination of fixed and variable remuneration, which may be subject to achievement of certain predefined targets.

There has been no deviation from the Remuneration Policy in the 2023 remuneration of the Board of Directors and Executive Management.

## 1.2 Overall company performance 2023

2023 was the second full year for Aquaporin as a company listed on Nasdaq Copenhagen A/S. In February 2023, the Company completed a Private Placement with gross proceeds of DKK 74 million.

Business performance for short- and long-term incentive was aligned with the overall expectations for the year and external guidance related to revenue and EBIT. The performance on revenue was within announced guidance and EBIT performance was on target.

The remuneration of the Executive Management follows the Remuneration Policy, and the earning of cash bonus and the granted share-based remuneration have been factually based on the realization of the agreed Key Performance Indicators (KPIs).





# 02

## Remuneration of the Board of Directors

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# Remuneration of the Board of Directors

## 2.1 Board of Directors

As of December 31, 2023, the Board of Directors consists of:

- Niels Heering, Chair
- Søren Bjørn Hansen, Deputy Chair
- Anne Broeng, Board Member
- Lars Hansen, Board Member
- Weiming Jiang, Board Member
- Anupam Bhargava, Board Member
- Jianlong Zhuang, Board Member

## 2.2 Remuneration

The Board of Directors' fee is set at a market-conformant level that reflects the competencies and efforts required given the complexity of the Aquaporin Group and the number of board meetings. Listed mid-cap companies are used as peers.

The remuneration comprises a fixed fee and is not incentive-based. This ensures that the Board of Directors safeguard the Company's long-term interests without taking into consideration what this may mean in terms of the value of incentive-based remuneration.

The Company's general meeting in 2023 approved a resolution that the members of the Board of Directors for the financial year 2023 would receive a fixed annual base fee of DKK 250,000 while the Chair would receive three times the fixed annual base fee and the Deputy Chair would receive two times the fixed annual base fee for their extended duties.

Members of the Audit Committee receive a supplementary annual fee of DKK 50,000 and the Chair of the Audit Committee receives a supplementary annual fee of DKK 100,000. Members of the Remuneration and Nomination Committees receive supplementary annual fees of DKK 25,000 each and the Chairs of the Remuneration and Nomination Committees each receive a supplementary annual fee of DKK 50,000.

For the financial year 2023, the total amount paid to the Board of Directors amounted to DKK 2,850,000.

## Fixed annual board fees after Admission (DKK 1,000)

Position	Board	Audit Committee	Nomination Committee	Remuneration Committee
Chair	750	100	50	50
Deputy Chair	500	-	-	-
Member	250	50	25	25



In 2023, the fees have been calculated on a pro rata basis with effect from the date as of which a member of the Board of Directors has joined or left the Board of Directors or a committee.

### Remuneration of Board of Directors (DKK 1,000)

Name & position* Committee membership(s)	Joined/ stepped down	Annual fee 2023	Committee fee 2023	2023 total	2022 total
<b>Niels Heering, Chair**</b> Nomination (c), Remuneration (c)	2015	750	100	850	866
<b>Søren Bjørn Hansen, Deputy Chair</b> Audit (m), Nomination (m), Remuneration (m)	2007	500	100	600	600
<b>Anne Broeng</b> Audit (c)	2018	250	100	350	350
<b>Lars Hansen</b> Nomination (m), Remuneration (m)	2015	250	50	300	300
<b>Weiming Jiang</b>	2018	250	-	250	250
<b>Anupam Bhargava</b>	2021	250	-	250	250
<b>Jianlong Zhuang</b>	2021	250	-	250	250
<b>Jens Denkov***</b>	2019/2022	-	-	-	125
<b>Total</b>				<b>2,850</b>	<b>2,991</b>

\* (c) = Chair, (m) = Member

\*\* Stepped down from the Audit Committee on April 27, 2022

\*\*\* Stepped down from the Board of Directors on April 27, 2022





## 2.3 Shareholdings of the Board of Directors

As of December 31, 2023, the Board of Directors held shares in Aquaporin A/S as shown in the table to the right.

There are no shareholding requirements for members of the Board of Directors.

### Board of Directors shareholdings

Name	Beginning of year	Bought during the year	Sold during the year	End of year	Market value on Dec 31 2023 (DKK 1,000)
Niels Heering	11,233	2,500	-	13,733	632
Søren Bjørn Hansen	14,500	5,500	-	20,000	920
Anne Broeng	7,491	-	-	7,491	345
Lars Hansen	9,001	-	-	9,001	414
Weiming Jiang	3,167	-	-	3,167	146
Anupam Bhargava	-	500	-	500	23
Jianlong Zhuang	-	-	-	-	-
<b>Total</b>	<b>45,392</b>	<b>8,500</b>	<b>-</b>	<b>53,892</b>	<b>2,479</b>

# 03

## Remuneration of Executive Management

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# Remuneration of Executive Management

## 3.1 Executive Management

As of December 31, 2023, the Executive Management of Aquaporin A/S consisted of:

- Matt Boczkowski,  
Chief Executive Officer (CEO)
- Klaus Juhl Wulff,  
Chief Financial Officer (CFO)
- Joerg Hess,  
Chief Operating Officer (COO)
- Peter Holme Jensen,  
Chief Innovation Officer (CIO)

Peter Holme Jensen stepped down as CIO on January 31, 2024, with his last day of employment on March 31, 2024.

## 3.2 Remuneration

Members of the Executive Management are entitled to an annual remuneration in accordance with the Remuneration Policy, which may consist of the following fixed and variable remuneration components:

- Fixed base salary
- Pension
- Short-term incentive program – STIP
- Long-term incentive program – LTIP
- Other benefits, including housing allowance, sign-on fee, school fee, relocation costs, insurance, company car, and certain other benefits

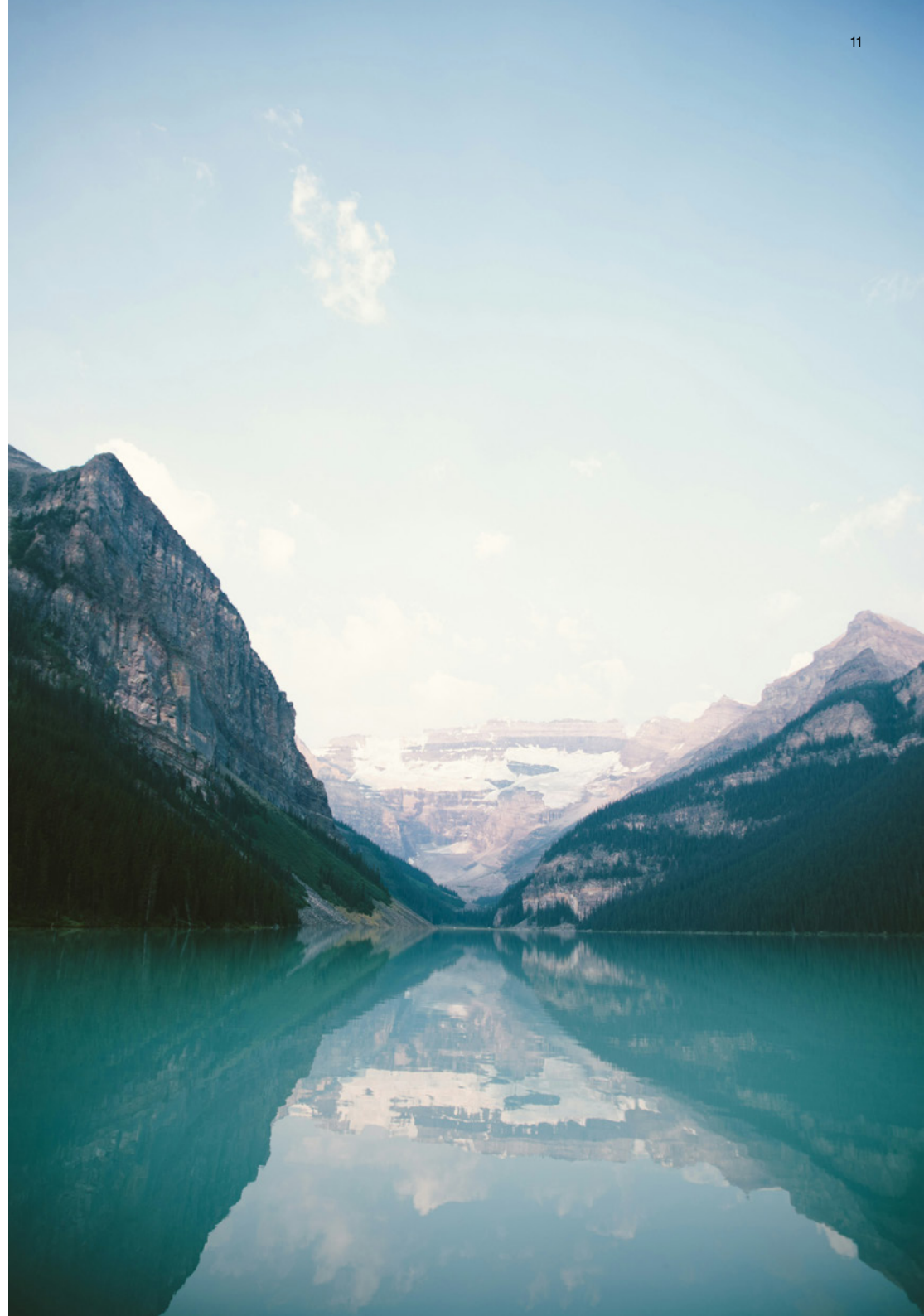
The composition of these components creates a balanced remuneration package reflecting the Company's overall performance as well as individual goals.

Remuneration to the Executive Management is proposed by the Remuneration Committee and subsequently approved by the Board of Directors.

Remuneration to the Executive Management is presented with cash allowance, including car allowance, housing allowance etc., as benefites.

This has previously been presented as fixed base salary. Consequently, comparative figures are changed as well. The change in presentation does not impact the income statement, total assets or equity. Please refer to the table on page 12 for the full information.

The Executive Management does not receive any remuneration from subsidiaries of Aquaporin A/S.





## Remuneration of Executive Management

(DKK 1,000)

Name & Position	Fixed remuneration					Variable remuneration						Total
	Salary	Pension	Other	Total	%	Cash bonus	Warrants	IPO bonus*	Other	Total	%	
<b>2023</b>												
Matt Boczkowski, CEO	2,280	186	539	3,005	64%	1,056	87	570	-	1,713	36%	4,718
Klaus Juhl Wulff, CFO	1,920	74	99	2,093	65%	890	259	-	-	1,149	35%	3,242
Joerg Hess, COO	1,740	67	480	2,287	64%	806	69	435	-	1,310	36%	3,597
Peter Holme Jensen, CIO	2,101	80	144	2,325	58%	973	173	525	-	1,671	42%	3,996
<b>Total</b>	<b>8,041</b>	<b>407</b>	<b>1,262</b>	<b>9,710</b>	<b>63%</b>	<b>3,725</b>	<b>588</b>	<b>1,530</b>	<b>-</b>	<b>5,843</b>	<b>37%</b>	<b>15,553</b>

Ratio of remuneration of CEO to average salary 2023. The salary comprise the total taxable salary for the year, excluding shared-based payments.

7.71

## 2022

Matt Boczkowski, CEO	2,160	186	541	2,887	53%	815	1,160	540	-	2,515	47%	5,402
Klaus Juhl Wulff, CFO**	1,080	34	66	1,180	59%	408	410	-	-	818	41%	1,998
Joerg Hess, COO	1,656	47	477	2,180	59%	625	461	414	-	1,500	41%	3,680
Peter Holme Jensen, CIO	2,101	60	143	2,304	59%	793	272	525	-	1,590	41%	3,894
Bo Karmark, fomer CFO***	850	22	32	904	73%	331	-	-	-	331	27%	1,235
<b>Total</b>	<b>7,847</b>	<b>349</b>	<b>1,259</b>	<b>9,455</b>	<b>58%</b>	<b>2,972</b>	<b>2,303</b>	<b>1,479</b>	<b>-</b>	<b>6,754</b>	<b>42%</b>	<b>16,209</b>

Ratio of remuneration of CEO to average salary 2022.

7.30

\* IPO bonus granted in July 2021, with payout in 2021, 2022, 2023

\*\* Employed as of May 1, 2022, registered as CFO with Danish Business Authority on May 20, 2022

\*\*\* Last day of employment on June 30, 2022



### 3.3 Short-term incentive program – STIP

To promote specific and measurable results, incentive remuneration in the form of cash bonuses is offered to the Executive Management. The performance criteria are determined by the Board of Directors and includes both financial and non-financial targets related to the strategy and KPIs. The level of achievement of the financial targets is determined through the results as presented in the Company's financial reports, and achievements of non-financial targets as assessed by the Board of Directors.

The bonus pay-out level is defined by a target achievement and is capped at a certain percentage of the individual fixed annual salary, with the target of 75% of maximum pay-out level which is set at 50% of the annual fixed salary.

The bonus is based on target achievement on a number of parameters approved by the Board of Directors, including financial and commercial KPI's aligned to the strategic priorities of the financial year. Individual KPI's are moreover linked to the implementation of the Company values in alignment with the individual Officer's area of responsibility: To commit, focus, collaborate, dare, and empower. Key areas included improving the global footprint, ensuring the financial runway, and supply chain optimization.

### KPI's and performance measures

Weight	Matt Boczkowski CEO	Klaus Juhl Wulff, CFO	Joerg Hess, COO	Peter Holme Jensen, CIO	Score
<b>Financial</b>					
Revenue	40%	40%	40%	40%	On target
EBIT	20%	20%	20%	20%	Above
Individual KPI's	40%	40%	40%	40%	
<b>% KPI achievement of max bonus (target 75%)</b>	97%	99%	96%	96%	

### 3.4 Long-term incentive programs (LTIP)

To promote and achieve long-term goals and strategies, incentive remuneration in the form of Long-Term Incentive Programs (LTIP) are offered to the Executive Management and certain Key Employees. The LTIPs are shared-based incentive programs granting participants an allocated number of warrants, which, subject to vesting, can be exercised to subscribe for an equivalent number of shares in Aquaporin A/S against payment of the par value of each share. Warrants are granted either as a one-time allocation or as a performance-based program linked to achievement of Key Performance Indicators (KPIs).

#### February 2023 LTIP

In February 2023, Aquaporin announced an LTIP for the Executive Management linked to members of Executive Management subscription of shares as part of a capital increase. For each share subscribed for by each member of the Executive Management, such member received 1 warrant (A) with an exercise price of the same price as the offer price. In addition, the member of the Executive Management was granted 1 warrant (B) with an exercise price of DKK 1 for each 2 shares the Executive Management member subscribed for in the capital increase. The grant is subject to leaver conditions.

For the A warrants granted in the warrant program in February 2023, a share market price of DKK 90.5 was used as exercise price. The fair value of the warrants in this program is DKK 38.03. There is no vesting period for the A warrants in the warrant program granted in February 2023. The exercise of the A

### Executive Management warrant holdings

Name & position	Program	Granted	Earliest vesting	Number of warrants	Exercise price per share
Matt Boczkowski	2021	July 2021	July 2024	11,729	173.00
	2021	May 2022	May 2025	3,519	173.00
	2022	May 2022	May 2024	40,000	100.64
	2023A	February 2023	February 2023	1,000	90.50
	2023B	February 2023	February 2025	500	1.00
Klaus Juhl Wulff	2022	May 2022	May 2024	15,000	100.64
	2023A	February 2023	February 2023	3,000	90.50
	2023B	February 2023	February 2025	1,500	1.00
Joerg Hess	2019	July 2019	July 2022	7,500	157.84
	2021	July 2021	July 2024	8,974	173.00
	2021	May 2022	May 2025	2,692	173.00
	2022	May 2022	May 2024	15,000	100.64
	2023A	February 2023	February 2023	800	90.50
Peter Holme Jensen	2023B	February 2023	February 2025	400	1.00
	2021	July 2021	July 2024	11,877	173.00
	2021	May 2022	May 2025	3,563	173.00
	2022	May 2022	May 2024	7,500	100.64
	2023A	February 2023	February 2023	2,000	90.50
	2023B	February 2023	February 2025	1,000	1.00



warrants can take place within 2 years from the date of the grant.

For the B warrants granted in the warrant program in February 2023, an exercise price of DKK 1.0 was used. The fair value of the warrants in this program is DKK 96.9. The vesting period for the B warrants granted in February 2023 is 2 years and exercise of the B warrants can take place after the vesting period and within 4 years from the date of the grant..

#### May 2022 LTIP

In May 2022, Aquaporin introduced an LTIP in the form of a one-time allocation for the Executive Management and certain Key Employees. For the warrants granted in the May 2022 program, a share market price of DKK 100.64 was used. The subscription price of DKK 100.64 per share is based on a VWAP of the trading price for a period of 30 business days prior to the publication of the Company's Q1 Trading Statement on May 20, 2022. The fair value of the warrants granted in 2022 is DKK 27.35. The value was calculated using the Black-Scholes option valuation model. The vesting period for the warrants granted in 2022 is two years after grant, which deviates from the Company's Remuneration Policy, and exercise of warrants can take place after the vesting period and within 4 years from the date of the grant. The warrant program is granted with a share ownership requirement. The participants are restricted from selling 25% of the shares received as a result of exercise of warrants for a period of three years from the time of exercise. The requirement applies irrespective of termination of employment. Contrary to Aquaporin's 2021 LTIP, the May

2022 program is not subject to satisfaction of KPIs or targets since the grant was made for the purpose of retaining the Company's management and employees, create long-term shareholder value, and ensure achievement of Aquaporin's long-term strategic goals. Additionally, the program was intended to further align interests by allowing participants to exercise warrants within the foreseeable future.

#### July 2021 LTIP

In connection with the Initial Public Offering (IPO), Aquaporin initiated a performance-based warrant program for the Executive Management and certain Key Employees. The warrant program was established with three yearly grants with 1/3 to be granted each year. Warrants granted under the program vest three years after grant and exercise of the warrants can take place in the period from vesting of the warrants until two years after vesting. The warrants granted under the July 2021 LTIP has a share market price of DKK 173 corresponding to the offer price in the IPO.

The first 1/3 of the grant was allocated in July 2021, with subsequent grants scheduled to occur in 2022 (1/3) and 2023 (1/3) in the month following the Company's Annual General Meeting. Grant of warrants in years 2022 and 2023 under the July 2021 LTIP are linked to performance of KPIs based on revenue and EBITDA before special items. The performance criteria for 2023 and the level of achievement are explained in the top-right table on page 13. The performance criteria for 2023 were not met and hence the third allocation lapsed.

The fair value of warrants granted in 2021 was DKK 59.00. The second allocation of grants occurred in May 2022 with a fair value of DKK 18.74. Both values were calculated using the Black-Scholes option valuation model at the time of grant.

#### July 2019 LTIP

Warrants from 2019 were granted before the company was listed on Nasdaq Copenhagen. The market price of shares used to calculate the fair value of the warrants was determined to be equal to the share price paid by investors at the capital increase in July 2019. The fair value of warrants granted in the 2019 program was DKK 68.21. The value was calculated using the Black-Scholes option valuation model. The vesting period for the warrants granted in 2019 is three years after

grant date and exercise of warrants can take place after the vesting period and within 5 years from the date of the grant.

For further details on each warrant program please refer to Note 3.9 Equity and Note 5.2 Shared-based payments in the Annual Report 2023.

#### 3.5 IPO deferred cash bonus

In connection with the Initial Public Offering (IPO), Aquaporin granted the Executive Management members (Matt Boczkowski, Joerg Hess, and Peter Holme Jensen) a deferred cash bonus corresponding to 3 times the monthly fixed salary at the date of the IPO, subject to customary leaver conditions in 2023.



### 3.6 Claw back

In exceptional cases, the Company is entitled to reduce, withhold, or reclaim, in full or in part, variable remuneration that is earned, granted, or paid on the basis of information, which subsequently proves to be misstated or if a member of the Executive Management is deemed to have caused a material loss to the Company due to willful misconduct or acted in bad faith in respect of other matters which implied payment of a too large variable remuneration. In the 2023 financial year, no incentive remuneration was reclaimed.

### Executive Management shareholdings (DKK 1,000)

Name	Beginning of year	Bought during the year	Sold during the year	End of year	Market value
Matt Boczkowski, CEO	1,000	1,000	-	2,000	92
Klaus Juhl Wulff, CFO	-	3,000	-	3,000	138
Joerg Hess, COO	800	800	-	1,600	74
Peter Holme Jensen, CIO	210,659	2,000	-	212,659	9,782

### 3.7 Termination periods

Members of the Executive Management are employed on individual contracts, which are entered into on an indefinite term with a mutual right of termination. The notice period is 6 months for the individual Executive Management members and 12 months for the Company.

### 3.8 Shareholdings of the Executive Management

The table to the right sets forth information regarding the Executive Management's shareholdings during 2023.

The May 2022 LTIP program has a shareholding requirement. The participant is restricted from selling 25% of the shares received as a result of exercise of warrants for a period of three years from the time of exercise. The requirement applies irrespective of termination of employment.

Apart from the above, there are no shareholding requirements for Executive Management.



### 3.9 Reconciliation against the Annual Report 2023

A reconciliation of total remuneration of the Executive Management listed in the table on page 12 in this Remuneration Report, and the total Remuneration for the Executive Management included in Note 5.1 in our Annual Report for 2023, is provided in the table on the bottom right.

The reconciliation of expenses for short-term bonuses is based on timing differences between cash payment and earning year. Reconciliation of expenses for the long-term bonus is due to amortized costs over the vesting period in the annual report.

### Reconciliation (DKK 1,000)

	2023
Total remuneration for Executive Management	15,553
Long-term bonus	(929)
<b>Total remuneration for Executive Management in Note 5.1 of Annual Report 2023</b>	<b>16,4821</b>

### 3.10 Total shareholdings and incentives of the Executive Management as of December 31, 2023

### Shareholdings and incentive as of December 31, 2023 (DKK 1,000)

	Shareholdings	No. of warrants
Matt Boczkowski, CEO	92	56,748
Klaus Juhl Wulff, CFO	138	19,500
Joerg Hess, COO	74	35,366
Peter Holme Jensen, CIO	9,782	25,940
<b>Total</b>	<b>10,086</b>	<b>137,554</b>





# 04

## Remuneration

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4.1	Board of Directors remuneration	19
4.2	Executive Management remuneration	20



# Remuneration

## 4.1 Board of Directors remuneration

A summary of the development of remuneration to the Board of Directors for the time period 2022 to 2023 is provided in the table to the right.

(DKK 1,000)	First election year	2023	2022
Niels Heering, Chair	2015	850	866
Søren Bjørn Hansen, Deputy Chair	2007	600	600
Anne Broeng	2018	350	350
Lars Hansen	2015	300	300
Weiming Jiang	2018	250	250
Anupam Bhargava	2021	250	250
Jianlong Zhuang	2021	250	250
Jens Denkov*	2019	-	125
Total		2,850	2,991

\* Stepped down from the Board of Directors on April 27, 2022.



## 4.2 Executive Management remuneration

A summary of the development of remuneration of the Executive Management for the time period 2022 to 2023 is provided in the table to the right.

### Executive Management fixed salary (DKK 1,000)

	2023	2022
<b>Matt Boczkowski</b>	3,005	2,887
% change compared to previous year	4%	37%
<b>Klaus Juhl Wulff*</b>	2,093	1,180
% change compared to previous year	77%	N/A
<b>Joerg Hess</b>	2,288	2,180
% change compared to previous year	5%	1%
<b>Peter Holme Jensen</b>	2,326	2,304
% change compared to previous year	1%	2%
<b>Bo Karmark**</b>	-	904
% change	N/A	N/A

\* Employed as of May 1, 2022. Registered as Chief Financial Officer with Danish Business Authority on May 20, 2022

\*\* Last day of employment was June 30, 2022.



**Financial measures Aquaporin Group**

(DKK 1,000)

	2023	2022
<b>Total net revenue</b>	59,531	30,554
Growth	95%	242%
<b>EBITDA b.s.i.*</b>	(76,093)	(89,918)
<b>EBIT b.s.i.*</b>	(93,575)	(108,366)
<b>Average FTE's in group</b>	82	86
<b>Average pay for company employees**</b>	713	679
<b>CEO pay ratio***</b>	7.71	7.30

\* b.s.i. = before special items

\*\* Average yearly salary excluding Board of Directors and Executive Management

\*\*\* Ratio between CEO salary (excluding warrants) and median FTE compensation



# 05

## The Board of Director's statement on the Remuneration Report



# The Board of Director's statement on the Report

The Board of Directors has today considered and adopted the Remuneration Report of Aquaporin A/S for the financial year 2023.

The report has been prepared in accordance with section 139 b of the Danish Companies Act (in Danish “Selskabsloven”).

The Remuneration Report will be presented to the Annual General Meeting for an indicative vote.

Copenhagen, April 5, 2024

**Board of Directors**

<hr/>	<hr/>	<hr/>
<b>Niels Heering</b> Chair	<b>Søren Bjørn Hansen</b> Deputy Chair	<b>Anne Broeng</b>
<hr/>	<hr/>	<hr/>
<b>Weiming Jiang</b>	<b>Lars Hansen</b>	<b>Anupam Bhargava</b>
<hr/>		
<b>Jianlong Zhuang</b>		





# 06

## Independent auditor's report on Remuneration Report

# Independent Auditor's Statement on Remuneration Report

## To the shareholders of Aquaporin A/S

As agreed with the Company's Board of Directors, we have examined that the Remuneration Report for Aquaporin A/S for the financial year 2023 includes the disclosures required by section 139 b(3) of the Danish Companies Act.

The degree of assurance we express in this report is reasonable.

## Board of Directors' responsibilities for the Remuneration Report

The Board of Directors is responsible for the preparation of the Remuneration Report in accordance with section 139 b(3) of the Danish Companies Act and the Remuneration Policy dated June 11, 2021 as adopted by the Annual General Meeting.

The Board of Directors is also responsible for such internal control that the Board of Directors determines is necessary to enable the preparation of the Remuneration Report that is free from material misstatement, whether due to fraud or error.

## Auditor's independence and quality control

We have complied with the independence and other ethical requirements of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior, as well as ethical requirements applicable in Denmark.

EY Godkendt Revisionspartnerselskab applies International Standard on Quality Management 1, ISQM1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

## Auditor's responsibilities

Our responsibility is to express a conclusion on Remuneration Report based on our

examinations. We conducted our examinations in accordance with ISAE 3000 Assurance Engagements Other than Audits or Reviews of Historical Financial Information, and additional requirements under Danish audit legislation to obtain reasonable assurance for purposes of our conclusion. As part of our examinations, we performed the below procedures:

- We have verified that the Remuneration Report includes the information on remuneration for each individual member of the Board of Directors and Executive Board as required by section 139 b(3), item 1-6 of the Danish Companies Act.

In our opinion, the examinations performed provide a sufficient basis for our opinion.

## Conclusion

In our opinion, the Remuneration Report, in all material respects, includes the disclosures required by section 139 b(3) of the Danish Companies Act.

Copenhagen, April 5, 2024  
EY Godkendt Revisionspartnerselskab

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