



## 2021 REMUNERATION REPORT FOR RE-MATCH HOLDING A/S

### 1 Introduction

This remuneration report relates to the remuneration of the board of directors and the executive board of Re-Match Holding A/S (the "Company"). The purpose of the remuneration report is to provide investors with an overview of the remuneration of the Company's board of directors and the executive board in line with the Company's Remuneration Policy dated 19 September 2021.

### 2 Remuneration Policy

The Company's latest approved remuneration policy is dated 19 September 2021 prior to the initial public offering of the Company's shares and the admission to trading of the Company's shares in December 2021 (the "IPO"). The Remuneration Policy is available at the Company's website [www.re-match.com](http://www.re-match.com).

### 3 Remuneration to the board of directors

The remuneration of the Company's board of directors is fixed and includes no variable element.

#### 3.1 Composition of remuneration of the board of directors

All members of the board of directors receive a fixed annual cash remuneration. The annual base fee is DKK 125.000 until the general meeting decides a new level for the base fee. The Chairperson receives 2 times the annual base fee, Vice Chairperson will receive 1,4 times the annual base fee and the remaining board members will receive 1 time the annual base fee.

In case the board of directors decides to establish one or more board committees, the board members with a seat in a board committee will be entitled to receive an extra fee for work conducted in relation hereto. Depending on the workload of the individual board committee, the chairman of a board committee will be entitled to receive a fee of up to 0,5 times the annual base fee. Members of a board committee will be entitled to receive a fee of up to 0,4 times the annual base fee.

The Company pays all reasonable travel- and accommodation costs related to board meetings.

### 3.2 Remuneration for the board of directors in respect of the past financial year

The total remuneration of the board of directors amounts to DKK 398.493 of the total staff costs are specified as follows:

<b>Name</b>	<b>Title</b>	<b>Total remuneration</b>
Laurits Mathias Bach Sørensen	Chairperson	DKK 0
Ulrik Lundsryd	Vice Chairperson	DKK 104.109
Jakob Fuhr Hansen	Ordinary board member	DKK 0
Dennis Andersen	Ordinary board member	DKK 71.849
Rasmus Frøkiær Ankersen	Ordinary board member	DKK 71.849
Henrik Grand Petersen	Ordinary board member	DKK 75.341
Kristin Parello-Plesner	Ordinary board member	DKK 75.341
Total		DKK 398.491

## 4 Remuneration for the executive board

The remuneration of the executive board is determined by the board of directors in line with the remuneration policy approved by the general meeting.

For the purpose of ensuring a balanced remuneration reflecting the Company's current stage of development and position, whilst at the same time ensuring an adequate competitive remuneration to retain members of the executive board, the total remuneration of the executive board consists of: (i) a fixed base salary, (ii) a potential cash bonus, (iii) a potential share-based remuneration in the form of warrants and (iv) other usual benefits.

In special circumstances the board of directors can decide to allocate extraordinary remuneration – such as retention bonus, compensation for relocation or severance pay – if deemed to promote the long-term interests of the Company.

### 4.1 Composition of remuneration of the board of directors

The base salary will be agreed annually between the executive board and the board of directors.

Pension contributions are made by the Company subject to individual service agreements with executive management.

Work-related benefits such as internet and mobile phones are made available to the executive board. Company car is subject to individual service agreements with executive management.

### 4.2 Variable remuneration

The remuneration of the executive board is determined in order to ensure alignment of interests between the executive board and the Company's shareholders, and to ensure that the Company's short and long-term goals are met. The variable remuneration may comprise all types of variable remuneration, including shares, share options, warrants and phantom shares, as well as non-share-based bonus agreements – both ongoing and one-off/event-based.

Variable remuneration will be offered to the executive board if the board of directors considers it expedient in order to encourage common goals for the executive board and the shareholders and promote the Company's business strategy. In addition, the executive board's historic and expected performance, motivation and retention and the general development of the Company can be taken into consideration.

Variable remuneration - whether in the form of cash or shares - will be limited by relevant caps as decided by the board of directors.

#### 4.3 Short-term cash bonus

The cash bonus will be granted annually or semi-annually and is contingent on the achievement of set financial and non-financial targets for the Company and/or personal objectives of the individual member of the executive board. The financial targets can be linked to revenue, EBITDA margin, annual result, cash flow, share price or similar. The non-financial objectives can be linked to customer satisfaction, employee satisfaction, compliance, strategic milestones or similar.

Upon expiration of a bonus period the board of directors will evaluate the achievement of the financial- and non-financial targets based on the Company's audited accounts and relevant internal measures.

The amount of the bonus depends on the degree to which the set targets and/or objectives are achieved. Members of the executive board can receive a bonus per year of up to 50% of their fixed annual salary.

The board of directors may, at its own discretion, decide to grant the individual member of the executive board full discretionary bonus to reward exceptional achievements or events. The extraordinary bonus is maximized at 25% of the fixed annual salary

#### 4.4 Long-term share based remuneration

The Company's long-term variable remuneration is share based remuneration programmes comprised by the following:

Warrants: a right, but not an obligation to subscribe for shares in the Company at an exercise price per share determined by the board of directors in its reasonable discretion. Members of the executive board may be granted warrants to subscribe for shares of the Company.

Warrants will be vested over a period of minimum 3 years and will be subject to relevant vesting criteria as determined by the board of directors

Unless otherwise decided by the general meeting the authorisation to the board of directors to issue warrants to members of the executive board (and other key employees) shall not result in the issue of warrants, which are convertible into shares exceeding 5,5 % of the outstanding share capital at the time of issue of warrants.

The terms of employment for the executive board are aligned with the terms for executive board members in comparable companies.

#### 4.5 Remuneration for the executive board in respect of the past financial year

The total salary of the executive board amounts to DKK 3.655.000 of the total staff costs and are specified as follows:

<b>Name</b>	<b>Title</b>	<b>Salary</b>
Nikolaj Magne Larsen	Chief executive officer	DKK 2.320.000
Thomas Bech Albertsen	Chief financial officer	DKK 1.335.000
Total		DKK 3.655.000

The total share based payments comprises the following:

<b>Name</b>	<b>Title</b>	<b>Share based payments</b>
Nikolaj Magne Larsen	Chief executive officer	DKK 4.616.616
Thomas Bech Albertsen	Chief financial officer	DKK 938.969
Total		DKK 5.555.585

The total pensions comprises the following:

<b>Name</b>	<b>Title</b>	<b>Pension</b>
Nikolaj Magne Larsen	Chief executive officer	DKK 96.000
Thomas Bech Albertsen	Chief financial officer	DKK 67.200
Total		DKK 163.200

For the financial year 2021 no short-term cash bonus was granted to the executive board.

#### **4.6 Claw back**

The board of directors can stipulate that it reserves the right to claw back any variable remuneration if the variable remuneration is based on incorrect information, calculation errors or gross misconduct on the part of a member of the board of directors or an executive board member. Similar, it can be stipulated that non-vested or non-exercised warrants will lapse.

No remuneration has been reclaimed for the financial year 2021.

### **5 Compliance with the Remuneration Policy**

The remuneration of the Company's board of directors and executive board for the financial year 2021 is in compliance with the Company's Remuneration Policy and there has been no deviation from the principles in the Remuneration Policy.