

## Appendix 2: Remuneration policy

### Remuneration policy for members of the Board of Directors and Executive Management of Roblon A/S

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## 1 Purpose

Roblon is an innovative and sustainable company developing and supplying high-performance fibre solutions to selected customers. Roblon's growth is based on close development partnerships and trading with key customers in a global strategy of achieving financial goals through a combination of organic and acquisitive growth. Roblon's remuneration policy supports the attraction and retention of strong management competencies, which are important to achieving Roblon's business strategy, long-term interests and sustainability.

This remuneration policy sets out general guidelines for remuneration of the members of the Board of Directors and Executive Management. The policy is subject to approval by the shareholders in general meeting and is resubmitted for approval at least every four years or in the event of material amendment.

The remuneration policy was most recently approved at the general meeting in 2020 and will again be presented for approval at the ordinary general meeting in 2024.

## 2 Decision-making process and conflicts of interest

Roblon has established a Governance, Nomination and Remuneration Committee whose central role is to formulate and regularly revise the remuneration policy. If the Governance, Nomination and Remuneration Committee finds that the remuneration policy needs revising, the Committee presents a decision proposal to the Board of Directors, and the Board decides whether to revise the remuneration policy in accordance with its usual decision-making procedure.

If the Board of Directors adopts the Governance, Nomination and Remuneration Committee's proposal to revise the remuneration policy, the revised remuneration policy is submitted for consideration and approval by the shareholders in general meeting.

Any material amendment must be clearly described in the Remuneration policy, including what allowance, if any, has been made for the shareholders' vote and views on the remuneration policy and remuneration reports since the last resubmission of the remuneration policy for approval. Amendments are set out at the end of the remuneration policy.

The Board of Directors believes that the risk of conflicts of interest in relation to the work of the Governance, Nomination and Remuneration Committee and the Board of Directors on the remuneration policy has been minimised, as the Board's remuneration consists of a fixed fee, which is, in any case, subject to approval by the shareholders in general meeting.

In connection with the formulation of the remuneration policy, the Governance, Nomination and Remuneration Committee has ensured that the total remuneration of the Executive Management and other employees, and the development thereof, does not deviate significantly from market standards.

## 3 Remuneration

### Remuneration of members of the Board of Directors

Members of Roblon's Board of Directors receive a fixed annual fee and are not covered by any incentive pay or pension schemes. Members may be remunerated on an *ad hoc* basis for performing specific tasks.

The remuneration of the chairman and the deputy chairman of the Board reflects their extended board duties. Members of board committees receive an additional fee for their duties on any such permanent

committees. Committee chairmen receive an additional fee in proportion to their extended responsibility.

These fees are subject to approval by the shareholders in general meeting and are disclosed in the remuneration report. The base fee is determined according to the scope and nature of the work and the competencies required of the board members. The agreed fees are paid quarterly in arrears.

The intention is to offer board members competitive, but not top-bracket, remuneration. Travel and accommodation expenses in connection with board meetings are refunded on presentation of receipts.

Board members' service agreements have a term of one year, as board members stand for election each year at Roblon's annual general meeting. Board members are not subject to any special terms of termination or any compensation on resignation. No special retention or severance schemes apply for board members.

## **Remuneration of members of the Executive Management**

The remuneration paid to members of the Executive Management consists of a fixed and a variable component. Members of the Executive Management do not receive share-based remuneration.

The Board of Directors seeks to ensure that both fixed remuneration and incentive pay components correlate with Roblon's growth strategy and long-term financial targets and sustainability.

### Fixed remuneration, pension and employee benefits

The fixed remuneration consists of a salary negotiated annually and pension contributions and other usual, non-cash employee benefits. Executive Management members are comprised by the Group's general pension and insurance scheme, and the employer-paid pension contribution for members of the Executive Management is 8-10%. Other usual, non-cash employee benefits include company car, broadband at home, mobile phone, newspaper subscription, education and skills development. The value of the remuneration is disclosed in the remuneration report.

Members of the Executive Management do not receive any remuneration for serving on the boards and committees of Roblon's subsidiaries.

### Incentive pay

In addition to their fixed remuneration, Executive Management members may receive a variable remuneration component in the form of a variable annual cash bonus. KPIs for the following year's Executive Management bonus awards are determined annually by the chairman and deputy chairman of the Board of Directors in connection with the budget process.

These KPIs all correlate closely with the short and long-term targets set out in Roblon's strategy.

The close correlation between the KPIs determining the Executive Management members' variable remuneration and Roblon's long-term strategy ensures that the remuneration policy, and the variable remuneration of Executive Board members in particular, effectively supports the achievement of Roblon's long-term interests and value creation and the related targets.

The execution of Roblon's overall strategy also serves to strengthen the Group's sustainability, in so far as the business strategy sets out to consolidate the stable core business and develop new products to support future growth.

Executive Management members may be awarded bonuses if the Executive Management reaches the Group's financial KPIs in terms of:

- budget performance; and
- revenue and pre-tax profit growth.

For any given year, bonuses may not exceed an amount corresponding to 3-4 monthly salary payments for each member of the Executive Management. The Group's auditors test measurability against KPIs annually as part of their audit of the annual report.

In certain circumstances, Roblon may claw back, in full or in part, variable remuneration awarded or paid to Executive Management members. Such circumstances include situations where the variable remuneration was awarded, vested or paid on the basis of information which subsequently proves to be misstated or if the basic assumptions have failed.

#### Terms of termination

The service contracts of members of the Executive Management are generally open-ended and without special severance schemes. Members of the Executive Management may terminate the employment relationship at six months' notice, and Roblon may terminate the employment relationship at 12 months' notice.

The remuneration report discloses any agreed severance payments/compensation on voluntary or non-voluntary resignation.

## **4 Derogation**

In exceptional circumstances, and based on objective and verifiable criteria, the Board of Directors may resolve to derogate from the remuneration policy if doing so is deemed to benefit the long-term interests of Roblon, its shareholders or its sustainability.

## **5 Publication**

The remuneration policy will, after approval at the company's ordinary general meeting, be published on the company's website: [www.roblon.com](http://www.roblon.com). Should the general meeting later adopt a change or a completely new remuneration policy, the amended or new remuneration policy will be published on the website accordingly.

The remuneration policy is presented for approval at the company's ordinary general meeting at least every four years and otherwise with all significant changes. After approval, remuneration of the company's management members can only take place in accordance with the guidelines in the remuneration policy.

Approved by the board of directors September 21, 2023