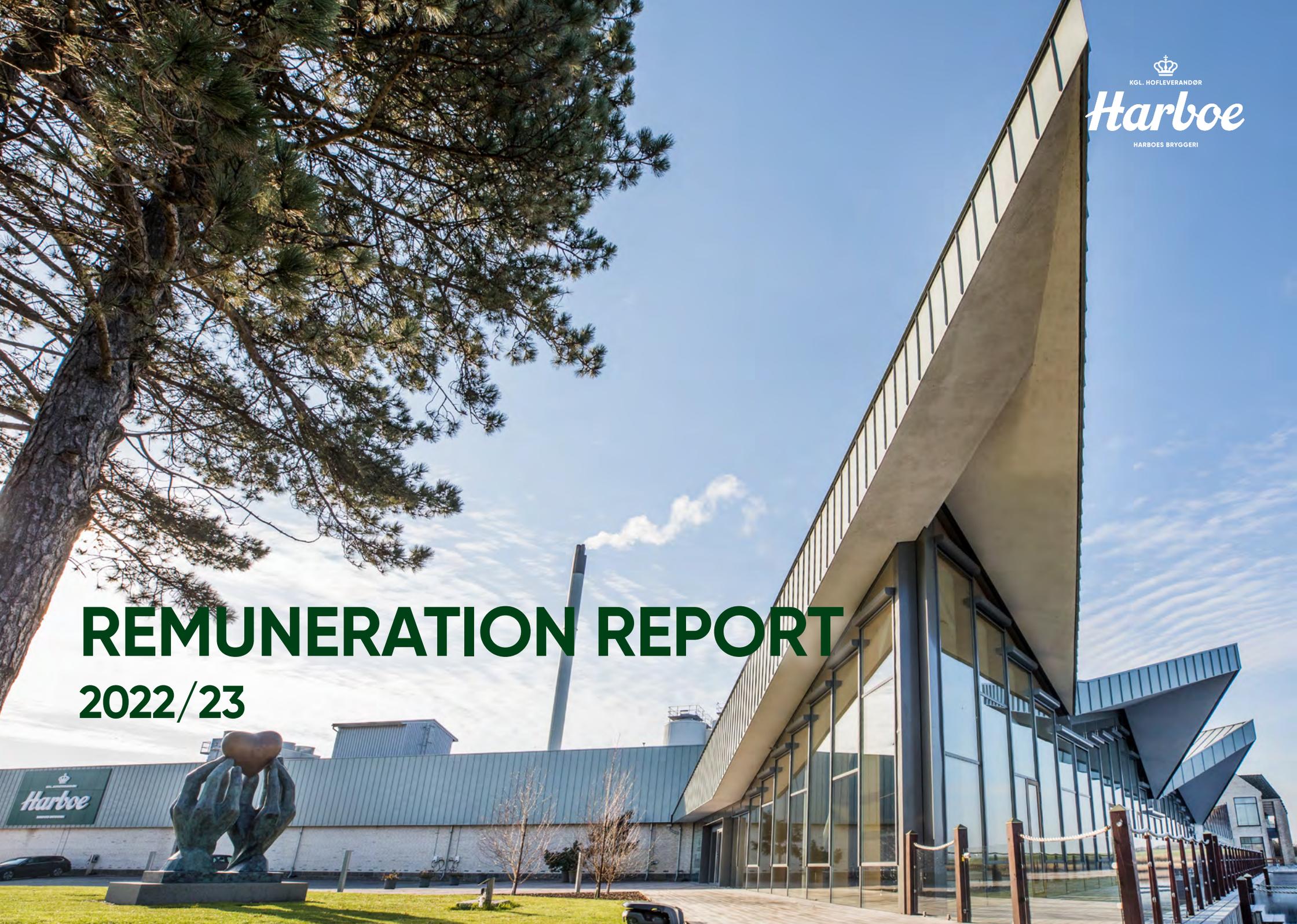


REMUNERATION REPORT

2022/23



REMUNERATION REPORT FOR THE BOARD OF DIRECTORS AND EXECUTIVE BOARD

This remuneration report provides an overview of the total remuneration received by each member of the Board of Directors and the Executive Board of Harboes Bryggeri A/S during the 2022/23 financial year compared with last year. The Executive Board includes the members who are registered with the Danish Business Authority.

The remuneration of the Board of Directors and the Executive Board in the completed financial year has been awarded in accordance with the company's remuneration policy approved by the Annual General Meeting on 19 August 2022, which is available on Harboe's website:

[Remuneration policy 2022/23](#)

The overall purpose of the remuneration policy is to attract, motivate and retain qualified members of the Board of Directors and the Executive Board, and to ensure an alignment of interests between the management and the company's shareholders. The remuneration policy must help to support Harboe's business strategy, long-term interests, sustainability and value creation by supporting Harboe's long-term and short-term goals.

Results for the year

Harboe's results in 2022/2023 were in line with the announced expectations. The results were once again impacted by extremely challenging market conditions with significant price increases for raw materials, packaging, transport and energy. Exports were particularly challenged which resulted in lost volumes. However, in the second half of the year, we saw a positive effect from implemented price increases, and combined with increased volumes, this helped secure positive results in the last two quarters of the year – although it was not quite enough to cover the losses in the first half of the year. However, an expected decline in the Group's underlying activities and earnings was taken into account.

Net revenue in 2022/23 totalled DKK 1,621 million, corresponding to an increase of 14%, primarily due to price increases and an increased business volume in domestic markets. EBITDA totalled DKK 85 million in 2022/2023, representing a 14% decline in earnings, driven primarily by the sharp rise in input prices. However, we are delighted that we succeeded in reversing the trend in the second half of the year, and we expect to deliver profits and value to our shareholders again in the coming year.

REMUNERATION TO THE BOARD OF DIRECTORS

Fixed annual fee

Members of the Board of Directors receive a fixed annual basic fee, which is approved at the general meeting.

The annual basic fee must be in accordance with market practice for comparable listed companies, taking into account the required competences, efforts and amount of work for Board members.

Members of the Board of Directors who also chair of a Board committee receive a fixed additional fee as remuneration for their committee work.

The following fees for the 2022/2023 financial year were approved at the Annual General Meeting on 19 August 2022:

No members of the Board of Directors receive share-based incentive payments, other variable remuneration or pension contributions

	Board of Directors	Chair of the Audit Committee	Chair of the Nomination and Remuneration Committee
Member	300,000		
Chair	600,000	60,000	60,000

FEES TO THE BOARD OF DIRECTORS

Name	Position	Year	Board fee	Committee fee	Total fee
Bernhard Griese	Chair	2022/2023	600,000	0	600,000
		2021/2022	500,000	0	500,000
Claus Bayer	Stood down in 2022	2022/2023	0	0	0
	Deputy Chair/Chair of the Remuneration Committee	2021/2022	375,000	50,000	425,000
Bettina Køhlert	Member	2022/2023	300,000	60,000	360,000
	Chair of the Nomination and Remuneration Committee	2021/2022	250,000	50,000	300,000
Ruth Schade	Member	2022/2023	300,000	60,000	360,000
	Chair of the Audit Committee	2021/2022	250,000	50,000	300,000
Jakob Skovgaard	Member	2022/2023	300,000	0	300,000
		2021/2022	250,000	0	250,000
Sabine Disse	Member	2022/2023	300,000	0	300,000
		2021/2022	250,000	0	250,000
Constantijn Antoine Josef Deelen	Joined in 2022	2022/2023	300,000	0	300,000
	Member	2021/2022	0	0	0
Jens Bjarne Søndergaard Jensen	Member	2022/2023	300,000	0	300,000
		2021/2022	250,000	0	250,000
Total fees		2022/2023	2,400,000	120,000	2,520,000
		2021/2022	2,125,000	150,000	2,275,000

REMUNERATION TO THE EXECUTIVE BOARD

The remuneration of members of the Executive Board is determined annually. The remuneration and its components are approved by the Board of Directors based on the recommendations given by the Nomination and Remuneration Committee.

Members of the Executive Board are entitled to an annual remuneration in accordance with the remuneration policy.

The total remuneration may consist of the following fixed and variable remuneration components:

- fixed basic salary,
- defined pension contribution,
- short-term incentive programme consisting of an annual cash bonus,
- termination and severance pay, and
- non-monetary staff benefits.

The composition of the remuneration of each individual member of the Executive Board is determined with a view to attracting and retaining competent key employees, while ensuring that the Executive Board has an incentive to create additional value to the benefit of Harboe's shareholders.

The Executive Board's short-term incentive schemes are directly linked to the financial objectives that support Harboe's strategy and aim to ensure an alignment of interests between the individual directors and Harboe's short-term objectives.

The ordinary notice period on the part of Harboe may not exceed 24 months. In the event that control of the company changes, the notice period can be extended by six months. A member of the Executive Board may resign from their position with an ordinary notice period of at least six months.

The Executive Board also receives the usual work-related benefits in the form of a company car, computer and telephone.

Short-term incentives

The short-term incentive bonus for the Executive Board is determined at the discretion of the Board of Directors.

Board, corresponding to 25.6% of the fixed basic salary, and thus in line with the approved remuneration policy.

In the 2022/2023 financial year, a total cash bonus of DKK 1.5 million was paid to the Executive

The bonus is awarded according to the individual director's personal performance and developments in the company's operating results.

Total remuneration to the Executive Board

Name	Position	Year	Basic salary	Pension	Cash bonus	Total remuneration
Søren Malling	CEO	2022/2023	1,920,000	192,457	436,115	2,548,572
		2021/2022	1,920,000	201,600	485,710	2,607,310
Simon Andersson	CFO – Joined in October 2022	2022/2023	1,028,400	82,272	254,400	1,365,072
		2021/2022	0	0	0	0
Michael Møller Jensen	CFO – Stood down in July 2022	2022/2023	480,000	78,400	125,000	683,400
		2021/2022	1,920,000	193,600	500,000	2,613,600
Martin Schade	CCO	2022/2023	1,920,000	192,457	436,115	2,548,572
		2021/2022	1,920,000	201,600	485,710	2,607,310
Total		2022/2023	5,348,400	545,586	1,251,630	7,145,616
		2021/2022	5,760,000	596,800	1,471,420	7,828,220

OVERVIEW AND COMPARISON OF REMUNERATION

DKK	2022/2023	Changes	2021/2022
Executive Board			
Søren Malling	2,548,572	-2%	2,607,310
Simon Andersson	1,365,072		0
Michael Møller Jensen	683,400		2,613,600
Martin Schade	2,548,572	-2%	2,607,310
Board of Directors			
Bernhard Griese	600,000	20%	500,000
Claus Bayer	0		425,000
Bettina Køhlert	360,000	20%	300,000
Ruth Schade	360,000	20%	300,000
Jakob Skovgaard	300,000	20%	250,000
Sabine Disse	300,000	20%	250,000
Constantijn Antoine Josef Deelen	300,000		0
Jens Bjarne Søndergaard Jensen	300,000	20%	250,000
Financial results			
EBITDA (DKK thousand)	85,116	-14%	98,876
Profit (loss) before tax (DKK thousand)	-9,021	-32%	-6,957
Average remuneration of employees in the Group	489,119	5%	464,890

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