

Remuneration Policy

1. Introduction

This Remuneration Policy describes the principles and framework for the total remuneration of The Board of Directors and Executive Management of cBrain A/S (cBrain). The Executive Board shall be understood as the Directors who, are registered as directors of cBrain with the Danish Business Authority.

However, the general principles of the policy apply within cBrain, unless stated otherwise in the Remuneration Policy.

The Remuneration Policy has been developed in accordance with the principles of the

1.1. Purpose

The overall objectives of the Remuneration Policy are:

- To regulate the remuneration of the Board of Directors
- To attract, motivate and retain qualified members of the Board of Directors and Executive Board
- To ensure consistency between the interests of the Executive Board and those of cBrain and the shareholders' interests
- To help promote value creation in cBrain and thereby support cBrain's business strategy.

1.2. General Principles

The remuneration of the Board of Directors consists of a fixed fee without the addition of variable remuneration components, as further described in Section 4. The remuneration of the Executive Board consists of

- Fixed basic salary.
- Usual employee benefits.

Variable remuneration component. The fixed remuneration components are primarily motivated by a desire to ensure that cBrain can attract and retain qualified members of the Board of Directors and the Executive Management at competitive terms.

The variable remuneration component (bonus) shall ensure that the interests coincide so that a particularly positive development in relation to the strategy and the business result can be recognized. Thus, value creation is in line with cBrain's strategy and is given high priority.

As part of the determination of the Remuneration Policy, the Remuneration Committee has compared and assessed the relationship between the remuneration of the Executive Board and the remuneration and terms of employment of other employees, is proportional to the tasks and responsibilities of the Executive Board compared to the other employees.

2. Decision-Making Process and Conflicts of Interest

Review and determination of the Remuneration Policy is a central part of the Remuneration Committee tasks and the Remuneration Policy shall be reviewed at least once a year to ensure that the Board of Directors and Executive Board remuneration is competitive and in line with cBrain's short-term and long-term objectives and the interests of shareholders in general.

If the Remuneration Committee finds it necessary to revise the Remuneration Policy based on a careful review of the general market practices of similar companies in the field of the software industry and other listed Danish companies as well as to retain, engage and motivate the members of the Board of Directors and the Executive Management, the Remuneration Committee shall prepare a motion for a resolution to the Board of Directors in accordance with the usual decision-making procedure. If the Board of Directors adopts the Remuneration Committee's proposal to revise the Remuneration Policy, it is then submitted to shareholders for consideration and approval at cBrain's Annual General Meeting.

cBrain's Executive Board is consulted in connection with the Remuneration Committee's deliberations on a possible revision of the Remuneration Policy.

Since the remuneration of the Executive Board constitutes the central element of the Remuneration Policy, the Executive Board does not have decision-making power in this respect.

The Board of Directors is of the opinion that there is no risk of conflicts of interest in connection with the work of the Board of Directors with the Remuneration Policy, as the remuneration of the Board of Directors is approved at cBrain's Annual General Meeting.

Any changes to the Remuneration Policy must be approved by cBrain's shareholders at the ordinary General Meeting.

3. Board

The Board of Directors receives a fixed annual fee but receives no variable remuneration and do not participate in stock-based incentive programs. As a starting point, all members are part of a selection. Members of Committees do not receive additional fees independently, as the fee is included in the total basic fee. The amount of basic fees for the future financial year is recommended for approval at cBrain's Annual General Meeting.

Board Members entrusted with special and onerous ad hoc tasks may receive separate fixed fees appropriate to the tasks they are asked to perform and subject to prior or subsequent approval by the General Meeting. All expenses in connection with Board Meetings abroad are covered by cBrain.

The Board Members are put up for election every year in connection with cBrain's ordinary General Meeting. If a member of the Board of Directors wishes to resign from the Board of Directors before the Annual General Meeting, a proportionate share of the fixed fee is paid. No member of the Board of Directors shall be entitled to further compensation upon resignation from the Board of Directors.

Executive Board Members who are members of the Board of Directors do not receive remuneration.

4. Executive Board

The remuneration of the Executive Management is determined by the Remuneration Committee based on an assessment of market levels of equivalent European software companies and equivalent listed Danish companies, cBrain's financial situation and market outlook as well as the individual competencies and achievements of the Executive Board member.

As described in section 1, the remuneration package consists of a fixed basic salary, usual employee benefits and a variable remuneration component.

Variable remuneration components are awarded based on achieved results. The Board of Directors shall be authorized, to the best of its discretion, to decide to award a discretionary variable remuneration component (cash bonus) to members of the Executive Board. Cash bonuses may be awarded based on the result of the execution of the company growth plan (excellent results measured on product, market, organization, financial performance and sustainability). When awarding a cash bonus, the amount and justification for the award for the person is included in the remuneration report for the financial year in question.

However, variable remuneration components can also be given as a retention bonus in situations where it is important to be able to retain a director for a period and where it is deemed to have a beneficial effect on the Company's value creation. Such bonuses shall also be included with justification for the award in the Remuneration Report for the financial year in question.

Bonus for a year is maximized to 100% of the fixed basic salary.

Termination and Severance Pay for the Executive Board

The general employment contracts of members of the Executive Board shall essentially be indefinite and shall include reciprocal termination rights. cBrain's notice of termination to members of The Executive Board may not exceed 12 months and the members of the Executive Board shall give notice of termination above to cBrain which cannot normally exceed 6 months.

Any severance paid to the Executive Management, including as a result of changes in the Company's Ownership, can amount to a maximum amount equivalent to 1/2 year's fixed basic salary.

4.1. Clawback

In special cases, clawback (withdrawal) of the Executive Management's variable remuneration, including where the variable remuneration has been paid based on information provided subsequently turns out to be erroneous or misleading.

5. Deviations from the Remuneration Policy

The Board of Directors of cBrain may, in exceptional circumstances and based on valid, objective, and verifiable criteria adopt to deviate temporarily from the Remuneration Policy if such deviation is deemed to benefit cBrain's long-term interests, cBrain's shareholders or cBrain's sustainability.

6. Approval and Publication

The Remuneration Policy can be found on cBrain's website www.cbrain.com if it is in force.

LOG

Version	Change log	Change by / Date	Approved by / Date
1.3	Arguments for variable remuneration elaborated and cap added. Election period adjusted according to the Articles of Association. Reference to website changed to .com	EJJ/2023.09.27	AGM/2024.04.24 The board/2024.02.21
1.2	Language changes to English. Loan scheme discontinued. Two minor editorial changes	EJJ/2023.06.12	The Board/2023.11.07
1.1	Policy updated due to European Parliament and Council Directive (EU) 2017/828 ('Shareholder Rights Directive II') as	EJJ/2020.02.19	AGM/2020.04.22

	implemented in Companies Act sections 139 and 139a.		
1.0	Policy created and approved by the board	EJJ	2018.10.12