

## Terms of Reference for the Audit Committee

cBrain's shares are listed for trading on NASDAQ-OMX, which is why cBrain is defined as a company of interest to the public (cf. section 1 a, subsection 1, no. 3 of the Danish Act on Approved Auditors and Audit Firms). cBrain is therefore covered by the rules on audit committees.

cBrain's board has determined a set of frameworks for the audit committee's work, including composition and tasks.

As part of the audit committee's tasks, the audit committee will annually assess and set the framework for the audit committee's terms of reference.

### Composition and remuneration the Audit Committee

The board appoints the members of the audit committee. This happens once a year at cBrain's board meeting.

The audit committee must consist of at least 2 members. However, if the board deems it appropriate, the board may appoint more members to the committee. When the members of the audit committee are appointed, the board must ensure that at least one of the members has appropriate qualifications in accounting or auditing.

The members of the audit committee will normally consist of members of the board, but the board may choose to supplement the committee with external members.

The board determines the remuneration of the audit committee.

### Purpose

The audit committee's tasks are determined by the Danish Act on Approved Auditors and Audit Firms (§31 subsection 3), and must therefore consist of the following themes:

1. Notification of the board  
The audit committee must inform the board of the results of the statutory audit, including the financial reporting process.
2. Monitoring the financial reporting process  
The audit committee must monitor the financial reporting process and make recommendations or proposals to ensure integrity.
3. Monitoring of the internal control system, internal audit, and risk management systems  
The audit committee must monitor whether the company's internal control system, any internal audit and risk management systems function effectively regarding the financial reporting in the company, without infringing its independence.
4. Monitoring the statutory audit  
The audit committee must monitor the statutory audit of the annual accounts, etc., taking into consideration the latest quality control report of the auditing firm.

5. Control and monitor the auditor's independence

The audit committee must control and monitor the auditor's independence in accordance with §§ 24-24c of the Danish Act on Approved Auditors and Audit Firms and Article 6 of the Auditor Regulation and approve the auditor's delivery of services other than audit, cf. Article 5 of the Auditor Regulation. For services that are not covered by the approved letter of agreement with the audit, a de minimis limit of DKK 50,000 has been set, which means that benefits of less than DKK 50,000 do not require prior approval by the audit committee. However, the audit committee must be informed of the service. Amounts over DKK 50,000 must be approved by the audit committee.

6. Selection and appointment of the auditor

The audit committee is responsible for the procedure for selecting and appointing an auditor for election in accordance with Article 16 of the Auditor Regulation.

## The Committee's tasks

cBrain's board of directors has, based on the above objectives, determined the audit committee's focus, effort, and annual work cycle according to the attached schedule.

The audit committee itself determines the need for any secretarial assistance. Meetings are held in the committee three times a year according to the plan set out in the schedule and in addition when deemed necessary. The committee works based on a fixed agenda, plus the special themes/focus areas that belong to the annual cycle.

Before each meeting, the chairman of the committee determines an agenda for the committee's meeting, including the need for any appendices that may be necessary.

In connection with the item AOB, the individual members of the committee are free to raise topics that the member may find relevant. Such subjects must be forwarded to the chairman of the committee, sent 5 days before the committee meeting with a description of the subject.

Before the meeting, a meeting notice with an agenda is issued. This task is carried out by the chairman of the committee or, after delegation, by the secretary of the committee.

## Fixed agenda

As a minimum, the agenda for all meetings contains the following items:

1. Minutes from the last meeting
2. Announcements from the chairman of the committee
3. Announcements from the management and CFO
4. Orientation on any new or changed statutory or accounting matters of importance to cBrain
5. Any reports to the CFO regarding the Code of Conduct
6. Any cases regarding deceptions
7. AOB

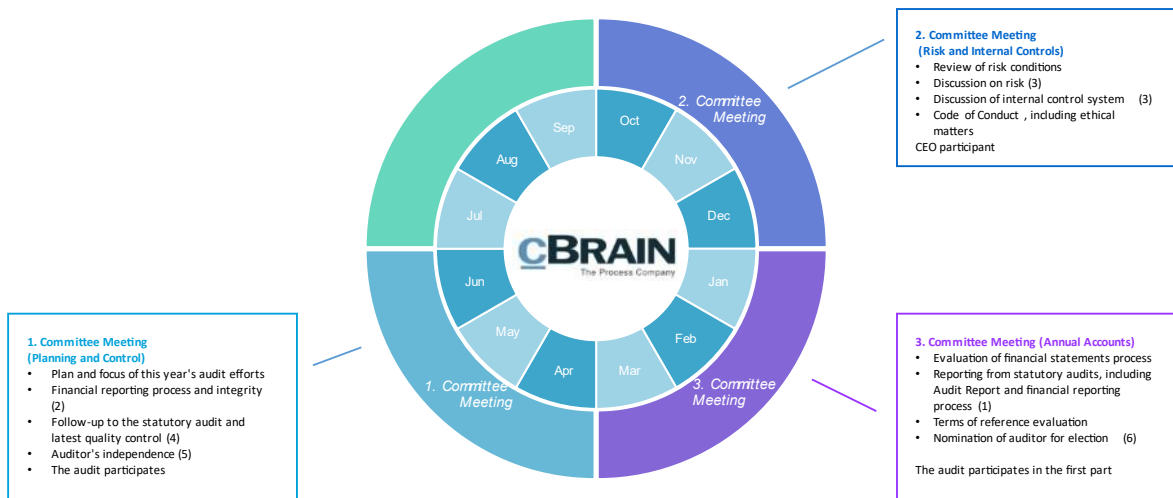
## Reporting

The audit committee prepares minutes from the committee's meetings. The minutes will then be considered at the next board meeting.

## Quarterly announcement and interim accounts

Processed on the ordinary board meeting during the year.

### Annual Cycle of the Work of the Audit Committee



## Log

Version	Date	Author	Description
1.0	Board/2019.02.25	EJJ/December 2018	Document created
2.0	Board/2021.02.25	EJJ/December 2021	Revised
2.1		EJJ/2023.06.23	Translated to English