

Remuneration Policy

Nustay A/S

1 Introduction

- 1.1** The Board of Directors of Nustay A/S, CVR no. 36 09 03 16 (“Nustay” or the “Company”) has adopted this remuneration policy (the “Remuneration Policy”) which describes the principles for payment of remuneration to the Board of Directors and the Executive Management and sets out the incentive guidelines for incentive-based remuneration to the Board of Directors and Executive Management in accordance with Section 139 of the Danish Companies Act.
- 1.2** The Remuneration Policy and the Incentive Guidelines provide the framework for remuneration paid to the members of the Board of Directors and the Executive Management of the Company. The Executive Management means the executive managers registered with the Danish Business Authority.

2 General principles

- 2.1** The overall objective of this Remuneration Policy is to attract, motivate and retain qualified members of the Board of Directors and the Executive Management.
- 2.2** The remuneration shall be designed to create a suitable alignment of the interests of the Board of Directors and the Executive Management with the interests of the Company and its shareholders, to support the achievement of strategic long and short-term goals of the Company as well as to promote value creation for the benefit of the shareholders.
- 2.3** In extraordinary circumstances and on an individual basis, the Board of Directors may decide to deviate from the specific requirements of the Remuneration Policy in order to attain the overall objectives of the Remuneration Policy.

3 Remuneration of the Board of Directors

- 3.1** Members of the Board of Directors shall receive fixed annual fees. Additionally, Nustay is open to the practice of share-based remuneration for the members of the Board of Directors as is common among international tech start-up companies and the Company believes that share-based incentives may be beneficial to the shareholders’ long-term interests. Any share-based incentives for the members of the Board of Directors and the remuneration paid to the Board of Directors shall as an overriding principle be presented for approval by the Company’s shareholders at the annual general meeting.
- 3.2** The Chairman (and the Deputy Chairman, if such is appointed by the Board of Directors) may receive an additional fee of up to one time the fixed annual base fee for their extended duties.
- 3.3** Expenses, such as travel and accommodation in connection with board meetings as well as relevant training, may be reimbursed by the Company. If members of the Board of Directors have to travel overseas to attend meetings of the Board of Directors, such members may receive a fixed travel allowance.
- 3.4** In the event a member of the Board of Directors is instructed to take on a specific task on an ad hoc basis outside the scope of ordinary duties of the Board of Directors, the member may be offered an additional fixed fee, determined by the Board of Directors, for the work

carried out related to such task. The additional fixed fee shall be disclosed in the annual report and approved at the following annual general meeting.

4 Remuneration of the Executive Management

4.1 General principles

4.1.1 Terms and conditions on the remuneration of the members of the Executive Management are determined by the Board of Directors.

4.1.2 In addition to a fixed base salary, members of the Executive Management may receive variable remuneration based on certain Key Performance Indicators (“KPIs”) on the individual performance and responsibility of the respective member as well as the performance of the Company, including inter alia EBITDA growth, total shareholder return, cash, profit, or equity value creation.

4.1.3 The variable remuneration, which includes incentive-based remuneration, may consist of any form of variable components, including inter alia

(a) non share-based incentives, such as cash bonus, which may include ongoing as well as single or event-based bonus; or

(b) share-based incentives, such as free shares, stock options, restricted share units (“RSUs”), warrants or phantom shares.

4.1.4 The Board of Directors may lay down specific terms governing the lapse of the scheme or repayment of the incentive-based remuneration (claw-back) as well as accelerated vesting or exercise and adjustment of the incentive-based remuneration, exercise price, performance targets, etc. in accordance with the Incentive Guidelines.

4.1.5 With the aim of avoiding undesired incentives for the Executive Management, the Board of Directors shall carefully consider the overall principles of this Remuneration Policy when determining the size and composition of the variable incentive-based remuneration and the split between the total awarded incentive-based remuneration and the fixed base fee.

4.1.6 To the extent the remuneration consists of share-based incentives, including inter alia shares, warrants or a convertible bond, the suggested share-based incentives shall be presented for approval by the Company’s shareholders at the annual general meeting.

4.2 Fixed base salary

4.2.1 Each member of the Executive Management receives an annual fixed base salary. The fixed base salary shall be in line with market practice and based on the scope of the work required, and the performance and responsibilities of the individual member. The fixed base salary is subject to annual reassessment.

4.2.2 The members of the Executive Management may be granted customary non-monetary benefits such as company car, insurance, free telephone, internet access, newspaper subscription, etc.

4.2.3 The members of the Executive Management shall be entitled to receive a pension contribution to be determined by the Board of Directors.

4.3 Short-term incentives

4.3.1 Members of the Executive Management may receive cash based bonus up to a maximum of 25% of their annual fixed base salary excluding pension contribution based on pre-determined KPIs.

4.4 Share based incentives

4.4.1 Members of the Executive Management may be offered to participate in share-based incentive program entitling the respective members to receive share-based incentives, such as free shares, stock options, restricted share units (“RSUs”), warrants and phantom shares. As stated in section 4.1.6 such share-based incentive programs shall be approved by the Company’s shareholders at the annual general meeting.

4.4.2 The Board of Directors shall ensure that the variable remuneration not only consist of short-term remuneration components.

4.4.3 Share-based incentives, including inter alia warrants, convertible bonds, and any other right to acquire shares or to be remunerated on the basis of share price movements, shall have a vesting period of no less than three years from the relevant grant date after which time they vest, subject to fulfilment of certain pre-determined KPIs. The Board of Directors may decide that the grant will vest gradually over a period of three years, however, if shares, warrants or convertible bonds are granted before the total vesting period has lapsed there has to be an exercise time or a lock up corresponding to a minimum of the above described three-year period.

4.4.4 The value of share-based incentives granted to a member of the Executive Management in a given financial year may not exceed 25% of that individual member’s annual fixed base salary excluding pension contribution at the time of grant.

4.4.5 The Company can acquire treasury shares to cover the obligations under the incentive program.

4.4.6 The time of grant of incentives, the size hereof, form of payment and any other relevant matters in relation to the incentive program, including any restrictions, postponement or determination of KPIs are to be decided by the Board of Directors. As stated in section 4.1.6, any share-based incentive programs shall, however, be approved by the Company’s shareholders at the annual general meeting.

4.4.7 The Board of Directors may decide to grant a cash bonus or similar extraordinary incentive, e.g. retention bonus, severance payment, sign-on bonus. Such extraordinary bonus may be in cash or share based and may be conditional upon KPIs.

4.4.8 The Board of Directors may lay down specific terms governing the lapse of the scheme or repayment of the incentive-based remuneration (claw-back) as well as accelerated vesting or exercise and adjustment of the incentive-based remuneration, exercise price, performance targets, etc. in accordance with the Incentive Guidelines.

4.4.9 The Board of Directors may decide to accelerate vesting of the incentives granted or effect other appropriate adjustments under certain extraordinary circumstances, e.g. in case of merger, demerger, public takeover bid for the shares of the Company or a significant divestment.

4.5 Termination and severance payment

4.5.1 The terms regarding termination and resignation of members of the Executive Management is determined by the Board of Directors.

4.5.2 Any termination and/or severance payments cannot exceed the aggregate remuneration paid to the member of the Executive Management during the last two years.

4.6 General remuneration policy

4.6.1 The general remuneration policy for the Company follows the guidelines and principles laid down in this Remuneration Policy. The Group Executive Team may be eligible to participate in short and long-term incentive programmes of the Company.

4.7 Publication

4.7.1 This Remuneration Policy has been approved by the Board of Directors of Nustay and was adopted by the shareholders at the Company's extraordinary general meeting on 30 January 2019. The Remuneration Policy is available on the Company's website, www.nustay.com.