

# Maj Invest Holding A/S

Updated as at 16 January 2025

MS/ALU/MFM/SBM

## Remuneration Policy

with guidelines for the allocation of variable remuneration, and for special payments and the pension policy

### 1. Background

This Remuneration Policy has been prepared in accordance with Section 77 d(1) of the Danish Financial Business Act (FIL). The Remuneration Policy – and in particular the guidelines for the allocation of variable remuneration and for the pension policy – is furthermore prepared in accordance with Section 77 a of FIL. The policy sets a framework for the terms of remuneration of all employees and significant risk takers, including the Executive Board and Board of Directors, in Maj Invest Holding A/S (“Maj Invest Holding”) in accordance with the remuneration regulations in FIL and the Remuneration Policy Order<sup>1</sup>.

The Remuneration Policy also implements the ESG Disclosure Regulation concerning sustainability-related disclosures. Maj Invest Holding does not have a separate sustainability risk policy. Remuneration principles and practice in Maj Invest Holding are therefore solely intended to take account of principles for integration of sustainability risks at subsidiary level. This is taken into account in Maj Invest Holding’s respective subsidiaries.

### 2. Overall objective

Maj Invest Holding’s Remuneration Policy and practice contribute to supporting the company’s business strategy, values, goals and long-term interests by:

- ensuring competitive remuneration to be able to recruit and retain qualified and performance-oriented employees;
- promoting business development by giving opportunities for allocation of variable remuneration that supports responsible conduct and rewards performance and initiatives in accordance with the Maj Invest Group’s strategy goals;
- giving management and employees opportunities for co-ownership, to strengthen value creation;
- promoting sound and effective risk management by ensuring an appropriate balance between fixed and variable remuneration elements and ensuring compliance with the limitations to the use of variable remuneration as set out in Section 77 a of FIL;

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<sup>1</sup> Order concerning remuneration policy and remuneration in banks, mortgage institutes, asset management companies, investment management companies, mutual funds and certain holding companies.

- ensuring that remuneration does not reduce Maj Invest Holding's opportunities to strengthen its capital base;
- supporting gender neutrality by ensuring equal pay for the same work, or work of the same value, irrespective of gender and gender identity; and
- preventing conflicts of interest and ensuring that remuneration, including the determination of variable remuneration elements, is in harmony with the principles of protection of customers and investors by ensuring that remuneration does not create incentives to achieve specific sales targets, and by supporting responsible and appropriate conduct in relation to customers.

The current remuneration structure does not aim to achieve a correlation between remuneration and integration of sustainability risks.

### **3. Organisation and area of application of the Remuneration Policy**

The general principles apply to all employees of Maj Invest Holding.

The Remuneration Policy also sets out specific principles and limitations for the company's principle risk takers:

- The Board of Directors, including members elected by the employees (but not deputies) concerning their Board positions, but not their employment as such.
- The Executive Board.
- Other employees whose activities have a significant influence on the company's risk profile ("other significant risk takers"). This group is determined by the Board of Directors, which makes a reassessment at least once a year. Other significant risk takers are designated on the basis of a recommendation from Legal & Compliance, which must consider qualitative (the employee's function) and quantitative (the employee's salary) criteria.

Individual elements of the Remuneration Policy also apply to:

- Employees in special functions: Employees involved in control functions, including employees who work with compliance. Besides the Head of Finance in Accounting & Risk Management, who is part of the group of "other significant risk takers", this is currently limited to employees in Accounting & Risk Management, employees in Legal & Compliance, and employees in IT.

In accordance with the requirements in Section 77 c of FIL, as a consequence of the company's size, Maj Invest Holding has not appointed a remuneration committee<sup>2</sup>.

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<sup>2</sup> The criterion in Section 77 c of FIL is: Banks, mortgage institutes, asset management companies, investment management companies and financial holding companies whose capital units are admitted to trading in a regulated market, or which in the last two financial years as of the balance sheet date have

#### 4. The Remuneration Policy's general remuneration principles and limitations for selected groups

##### *a. General remuneration principles for all employees of Maj Invest Holding:*

###### Fixed salary:

- The employee's manager considers the fixed salary on their appointment and on an ongoing basis during the term of employment.
- Employees are allocated a fixed salary which is based on and must reflect the individual role, performance and position, including professional experience, seniority, education, competences and responsibility.
- Employees must receive equal pay for the same work, or work of the same value, irrespective of gender and gender identity. Employees may not be subject to discrimination on the basis of gender and gender identity concerning their career opportunities, including promotion, work tasks, and education and training. Any infringement of the discrimination prohibition on the basis of gender and gender identity must be included in the annual assessment of the determination of the fixed salary of each employee.
- Determination of an employee's salary must take account of whether the employee has acted in the clients' best interest.

###### Variable salary:

- Performance-based bonus comprising between 0 and 12 months' salary. The performance-based bonus is discretionary and is determined by the management on an annual basis, typically based on an assessment of the results achieved by the person concerned, the results of their department, and the company's results. Examples of results of long-term earnings and initiatives that contribute to the Group's strategy. In individual special cases within selected business areas subject to growth, a bonus in addition to 12 months' salary may be agreed, whereby the bonus is based on the business development within a specific area. This bonus may be non-discretionary and independent of the company's results.
- Conduct-oriented criteria are also included in the management's assessment. Such criteria might be compliance with internal rules and procedures, and contribution to cooperation.
- Bonus schemes must reflect existing and future risks.

##### *b. Board of Directors*

###### Fixed remuneration:

- There is fixed remuneration of the Board of Directors. The fixed remuneration of the overall Board of Directors at Group level is subject to approval by the annual general meeting and is disclosed in the Notes to the Annual Report for Maj Invest Holding. Any

changes are proposed by the Board of Directors, represented by the chairmanship, for approval by the annual general meeting.

- There is no remuneration for committee membership.

Other salary benefits:

- The Chairman of the Board of Directors has a paid mobile phone, internet connection, parking at Maj Invest, and possibly also health insurance.

Variable remuneration:

- No variable remuneration elements are allocated to members of the Board of Directors.

***c. Executive Board***

The remuneration of the Executive Board may consist of several elements:

Fixed salary:

- The fixed remuneration reflects responsibility, competences and project-related contribution. The fixed remuneration must furthermore reflect whether the Executive Board has contributed to integrating the general *remuneration principles for all employees*. The fixed remuneration of the Executive Board at Group level is disclosed in the Notes to the Annual Report for Maj Invest Holding. The remuneration paid is disclosed in the Annual Report under Management Positions.

Other salary benefits:

- Other salary benefits such as free telephone, internet connection, newspaper, personal accident and life insurance, health insurance, etc.

Variable salary:

- Bonus scheme based on results at Group and department level, and the individual's performance, as decided annually by the Chairman of the Board of Directors. The total variable remuneration of the Executive Board at Group level is disclosed in the Notes to the Annual Report.
- Bonus schemes are discretionary and are determined according to the same variable remuneration principles as stipulated under clause a.
- The evaluation of the Executive Director's results is based on discussions between the CEO and the chairmanship.
- Bonus schemes are in practice below or at maximum DKK 100,000 (besides any preferential yield), where the Board of Directors finds, according to an annual concrete assessment, that based on a proportionality consideration a specific exemption can be made from the requirements in Section 77 a(1) paras (4) and (5), and subsection (3) of FIL: cf. Section 12 of the Remuneration Policy Order. This means that the Board of Directors may decide that payment may only take place in cash, and not in instruments,

and that the employee can be paid the full bonus in the allocation year, without any deferral. This also means that employees are not obliged to retain the instruments for a period after allocation. The maximum variable remuneration element will also apply at Group level, so that in the event of split employment, the variable remuneration element for an executive director may amount to a maximum of DKK 100,000 annually.

- Performance bonus/equity incentives related to performance in specific equity funds and to specific investment undertakings in the same funds (see the Notes to the Annual Report) are either variable remuneration agreed before 1 January 2011 or non-variable remuneration agreed before the Act on Alternative Investment Fund Managers (AIFM) entered into force on 22 July 2013. New agreements on performance bonus/equity incentives will be drawn up in accordance with AIFM, including the requirements of preferential yields in Section 20 of AIFM.
- Bonus allocation must fulfil the requirements concerning backtesting and clawback in accordance with Section 77 a(4) and (5) of FIL.

Salary during an agreed notice period:

- Salary during an agreed notice period, for which there is no equivalent customary work obligation, will be paid out on a monthly basis during the notice period, in accordance with Section 77 k of FIL.

***d. Other significant risk takers and employees in special functions***

The remuneration of other significant risk takers and employees in special functions may consist of several elements:

Fixed salary:

- Fixed remuneration, which is determined on the basis of the general remuneration principles under clause a.

Other salary benefits:

- Other salary benefits such as free telephone, internet connection, newspaper, personal accident and life insurance, health insurance, etc.

Variable salary:

- The Executive Board annually considers variable salary elements for other significant risk takers and employees in special functions. The Board of Directors exercises control of the remuneration.
- Bonus scheme based on the results of Maj Invest Holding and an assessment of the individual's performance and results at Group and department level. Variable salary is allocated according to the same principles as for variable remuneration, as stipulated under clause a.
- Bonus schemes are in practice below or at maximum DKK 100,000, where the Board of Directors finds, according to a concrete assessment, that based on a proportionality

consideration an exemption can be made from the requirements in Section 77 a(1) paras (4) and (5), and subsection (3) of FIL: cf. Section 12 of the Remuneration Policy Order. This means that the Executive Board may decide that payment may only take place in cash, and not in instruments, and that the employee can be paid the full bonus in the allocation year, without any deferral. This also means that the employee is not obliged to retain the instruments for a period after allocation.

- The maximum variable remuneration element will also apply at Group level, so that in the event of split employment, the variable remuneration element for a significant risk taker may amount to a maximum of DKK 100,000 annually.
- Performance bonus/equity incentives related to performance for specific equity funds and to specific investment undertakings in the same funds are either variable remuneration agreed before 1 January 2011 or non-variable remuneration agreed before the Act on Alternative Investment Fund Managers (AIFM) entered into force on 22 June 2013. New agreements on performance bonus/equity incentives will be drawn up in accordance with AIFM, including the requirements of preferential yields in Section 20 of AIFM.

The aforementioned restrictions may not be circumvented for significant risk takers by split employment.

*For employees in special functions*, the following limitations will apply:

- Variable remuneration elements must be independent of the results of the activities or the services controlled by the employee.

## **5. Guidelines for special payments, including severance payments**

For the Executive Board, members of the Board of Directors elected by the employees, and other significant risk takers, agreed severance payments may not exceed two years' fixed salary including pension and must otherwise fulfil the requirements in Section 15 of the Remuneration Policy Order, and with regard to the Executive Board, Sections 77 j and 77 l of FIL. Non-solicitation clauses may have been agreed, which may lead to a payment in connection with severance. A severance payment may also be required in accordance with the Danish Salaried Employees Act.

No new appointment payments, retention payments or other special payments are awarded.

## **6. Guidelines for pensions**

The Executive Board, members of the Board of Directors elected by the employees, and other significant risk takers, like the other employees, are subject to a pension scheme whereby Maj Invest Holding currently pays in up to 10 per cent of the gross monthly salary as a monthly pension contribution. No discretionary pension contributions may be agreed or paid out.

## **7. Remuneration Report**

The Board of Directors prepares an annual Remuneration Report in accordance with Section 77 d(5) and (6) of FIL. The Remuneration Report must include:

- Details of the total remuneration that each member of the Board of Directors and the Executive Board has earned, in that position, from Maj Invest and other undertakings within the same Group during the last three years, including details of the key elements of retention and severance schemes.
- An account of the relation between the management's remuneration and the undertaking's strategy and relevant goals for this.

The Remuneration Report is subject to approval by the annual general meeting and is thereafter published. See clause 9 below.

## **8. Preparation and updating, and control of compliance with the Remuneration Policy**

To ensure that the Remuneration Policy fulfils its purpose and the regulatory requirements, and that the policy is adjusted to the company's development, the Board of Directors reviews the Remuneration Policy once a year, and ensures that it is approved by the annual general meeting. The Remuneration Policy is also reviewed on any significant change in accordance with Section 77 d(2) of FIL.

The Board of Directors ensures that once a year there is control of compliance with the Remuneration Policy. Guidelines for the Executive Board for control of the Remuneration Policy are laid down by the Board of Directors, which receives annual reports on the results of this control. The control is planned to ensure the greatest possible independence of the departments of Maj Invest Holding that are controlled, with due consideration of Maj Invest Holding's limited size, organisation and activities.

The Board of Directors, Executive Board and Legal & Compliance were involved in the preparation of the updating of the Remuneration Policy, which the Board of Directors has assessed to be responsible, taking due account of the company's limited size, and the organisation, scope and complexity of the activities of Maj Invest Holding, and in particular the limited extent of variable remuneration.

## **9. Publication of Remuneration Policy, etc.**

The Executive Board ensures that the employees who are subject to the Remuneration Policy are familiar with this policy and with the other documents describing how their remuneration is determined, and how their performance is evaluated.

Details of the Remuneration Policy and practice will be published in accordance with Sections 19, 20 and 22 of the Remuneration Policy Order, as well as Section 77 d(2) of FIL. Selected

details of the Remuneration Policy and practice will be published in the Annual Report published on the company's website [www.majinvest.com](http://www.majinvest.com).

The total remuneration of each member of the Board of Directors and Executive Board received by the person concerned on the basis of his or her duties for the company, and which the person concerned has received during the same year as a member of the Board of Directors or Executive Board of a company within the same Group, will be published in the Annual Report in accordance with Section 77 d(3) of FIL.

The Remuneration Report will be published on Maj Invest Holding's website as soon as possible after the annual general meeting is held, in accordance with Section 77 d(7) of FIL. The Remuneration Report will remain publicly available on the website for a period of ten years. The Remuneration Report may be available for a longer period than ten years, provided that it no longer contains personal data.

*Questions concerning Maj Invest's Remuneration Policy and Remuneration Report can be addressed to CEO Jeppe Christiansen. Last approved at the meeting of the Board of Directors on 4 March 2025. To be approved at an ordinary general meeting of the company.*

Adopted by the Board of Directors at the meeting of the Board of Directors on 4 March 2025.

Board of Directors:

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Chairman of the Board  
Henrik Parkhøi

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Board member  
Jørgen Tang-Jensen

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Board member  
Karsten Dybvad

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Board member  
Gitte Lillelund Bech

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Board member  
Kirsten Slot

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Board member  
Søren Krag Jacobsen

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Board member  
Tomas Munksgard Hoff