

Remuneration Report

2022

NNIT A/S

CVR no. 21 09 31 06

2023-03-23

NNIT

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Content

CONTENT	2
1 INTRODUCTION	3
2 BUSINESS PERFORMANCE IN 2022	3
2.1 Performance under the Short-Term Incentive Program	4
2.2 Performance under the Long-Term Incentive Program	4
3 TOTAL REMUNERATION FOR EXECUTIVE MANAGEMENT IN 2022	5
4 SHARE BASED INCENTIVES	7
4.1 Long-Term Incentive Program	7
5 REMUNERATION TO THE BOARD OF DIRECTORS IN 2022	8
6 COMPARISON BETWEEN REMUNERATION OF EXECUTIVE MANAGEMENT AND AVERAGE REMUNERATION OF EMPLOYEES	11
7 DEVIATIONS FROM THE REMUNERATION POLICY	13
8 STATEMENT OF THE BOARD OF DIRECTORS ON REMUNERATION REPORT	14
9 INDEPENDENT AUDITOR'S STATEMENT ON REMUNERATION REPORT	15

1 Introduction

In 2018 NNIT A/S' (NNIT or the Company) Board of Directors established a Remuneration Committee with responsibility to oversee the remuneration structure of the Executive Management and the Board of Directors. The Remuneration Committee is committed to ensure that the total remuneration offered provides appropriate incentives to meet and promote the interests and long-term sustainability of NNIT and NNIT's strategy. The total remuneration must be reasonable and competitive to relevant benchmarks.

The Remuneration Committee makes recommendations to the NNIT Board of Directors who is overall responsible for the remuneration structure and actual remuneration.

The Remuneration Committee is committed to maintain a high level of transparency of remuneration paid to the Board of Directors and the Executive Management and how remuneration is linked to the performance of the Company and the interests of its shareholders in conformance with the Company's Remuneration Policy.

The Remuneration Report for 2022 is based on the Remuneration Policy, adopted at the Annual General Meeting in March 2020. Minor adjustments have been approved by the Board of Directors on June 24, 2021 and the updated version has been publicized. The principles for and overall level of remuneration to Executive Management remain largely unchanged. The Remuneration report for 2022 was approved on the Annual General Meeting without any remarks.

2 Business Performance in 2022

Our Q1 results were unsatisfactory with significant declines in both revenue and earnings. By Q2 we began to see modest improvement primarily due to the effect from acquisitions and increased utilization following the capacity adjustment that were made in Q2. This positive trend continued in Q3 and Q4 with further improvements in revenue and earnings in both our Life Sciences and Cloud & Digital Solutions businesses. Hybrid Cloud Solutions was impacted directly and significantly by higher energy prices in the second half of the year.

Nevertheless, as a result of our below par performance combined with widespread market uncertainties due to ongoing global crises, our share price declines throughout the year.

The negative financial performance has affected the variable remuneration elements awarded to Executive Management. Most notably, the Long-Term Incentive Program resulted in a zero allocation of shares in 2022, as the Program exclusively comprises financial performance (Operating Profit and Revenue) compared to budgeted targets. Consequently, the decline in the overall business performance, which affects shareholders, has also had substantial impact on the total remuneration earned by Executive Management in 2022.

In 2023, NNIT will be more asset light, and we expect to report improved revenue and earnings as a result of the initiatives rolled out in 2022 and by executing on our revised strategy in support for NNIT's new, focused business.

2.1 Performance under the Short-Term Incentive Program

The targets set out in the Short-Term Incentive Program for 2022 are, as in 2021, based on a Balanced Score Card. The Balanced Score Card comprises four Common Objectives and one Individual Objective. The Common Objectives are weighted 70% and the Individual Objective 30%. Each objective has defined sub-targets to be achieved. The four Common Objectives focus on Customers (15% weight), Financial (25% weight), Business Processes (15% weight) and ESG (15% weight), whereas the Individual Objective focuses on targets more personal to each member of the Executive Management, with specific focus on targets that will underpin and support the strategy.

A number of sub-targets and Key Performance Indicators are defined under the Common and Individual Objectives. These sub-targets are designed to achieve company performance with a short-term perspective in line with principles of the Company Remuneration Policy.

Fulfillment of targets in the Balanced Score Card is assessed by the Remuneration Committee and approved by the Board of Directors. In 2022, the performance on sub-targets set for Customers and Financials were not met while the sub-targets set for Business Processes and ESG was partly met, but both below target.

The total performance under the STIP including the individual objectives for the CEO and the CFO is between 17% and 32%. For the two CFO's the STIP is calculated pro rata based on the shift on 1 December 2022. The previous CFO being eligible for 11/12 months and the new CFO being eligible for 1/12 of the full year allocation.

2.2 Performance under the Long-Term Incentive Program

In 2022, the allocation under the Long-Term Incentive Program (EBIT and Revenue) was significantly affected by continued overall decline in the financial performance.

Realized EBIT, weighting 70% in calculating bonus allocation under the LTIP, was behind target and revenue, weighting 30%, was also behind target. None of the targets contributed to the total allocation meaning that no allocation will be made to Executive Management or other participants.

Target	Weight	Allocation
Operating profit after special item	70%	0 %
Revenue	30%	0 %
Final allocation compared to target allocation		0 %

3 Total remuneration for Executive Management in 2022

Total remuneration of Executive Management for the financial year 2022 and the four preceding financial years is detailed below.

In June 2021 Pär Fors replaced Per Kogut as CEO of NNIT. Per Kogut left the position as CEO on 13th June, 2021 but remains under contract with NNIT until the end of May 2022. On December 1, 2022 Carsten Ringius replaced Pernille Fabricius as CFO. The numbers shown below show the remuneration for Carsten Ringius for December 2022 and for January.– November 2022 for Pernille Fabricius. As the reporting requirements in the financial statements in the Company's Annual Report are slightly different than the requirements for the Remuneration Report, a difference in numbers when comparing the Annual Report with the Remuneration Report will occur.

Numbers shown in tDKK

Component	Pär Fors (CEO) (from 14 June 2021)		Per Kogut (former CEO until 13 June 2021)				
	2022	2021	2022****	2021	2020	2019	2018
Base Salary	4,872	2,627	1,842	4,395	4,322	4,262	4,062
STIP (cash bonus)	1,535	1,300	921	2,210	1,926	1,619	1,949
One-off Bonus	1,216	-	-	-	1,081	-	-
IPO LIP Shares*	-	n/a	-	-	-	-	454
LTIP Share value	0	178	1,381**** *	3,315	628	325	2,467
Severance Payment	-	n/a	-	6,629	-	-	-
Retention Program Shares**	-	n/a	-	-	1,419	877	2,200
Pension	0	0	1,289	1,928	1,562	1,471	1,503
Benefits	208	91	79	186	170	170	169
TOTAL	7,831	4,196	5,512	18,663	11,108	8,725	12,818

Numbers shown in tDKK

Component	Carsten Ringius (CFO from December 1, 2022)	Pernille Fabricius (CFO until November 30, 2022)		
	2022	2022	2021	2020
Base Salary	200	2,510	2,685	1,100
STIP (Cash Bonus)	31	369	729	299
One-off Bonus		909	-	660
IPO LIP Shares*			n/a	n/a
LTIP Share value	0	0	185	123
Retention Program Shares**			n/a	n/a
Sign-on shares***				1,980
Pension	30	502	537	220
Benefits	13	169	165	71
TOTAL	274	4,459	4,301	4,453

* The value of IPO LIP Shares is based on the original share price of 125 DKK when the program was launched.

** The share price used to show the value of Shares of the Retention Program is the share price at year end of the respective financial years, which in 2020 was 122.10 DKK. Shares deriving from the Retention Program will be released in January 2021.

*** The value of the Sign-on Shares is shown as the value representing 9 months base salary, which was granted in 2020.

**** Compensation to Per Kogut cannot directly be reconciled to the Annual Report as different principles have been applied regarding allocation of compensation to the different financial years.

***** Per Kogut receives LTIP for 2022 as this is part of the agreement made when he left as CEO.

The total remuneration earned by Pär Fors, who was appointed CEO on 14th June 2021, was 7.8 mDKK. The base salary amounted to DKK 4.8mDKK (62 % of the total remuneration in 2022) and the cash bonus (STIP) amounted to 1.5mDKK (20 % of the total remuneration in 2022). The fixed remuneration accounts for 65 % of the CEO's total remuneration, and the variable for 35 %.

The total remuneration earned by Per Kogut as CEO in 2022 was 4.6 mDKK (excluding severance pay and pension contribution of severance pay). The base salary amounted to 1.8mDKK (39.3 % of the total remuneration in 2022) and the cash bonus (STIP) amounted to 0.9mDKK (19.7 % of the total remuneration in 2022) based on agreement upon termination of contract. The fixed remuneration accounts for 51 % of the CEO's total remuneration, and the variable for 49 %.

The total remuneration earned by Carsten Ringius, who was appointed CFO on 1 December 2022, was 0.3 mDKK. He is eligible to participate in both STIP and LTIP in 2022 with a pro rate share of the full year allocation based on his employment as per 1st December 2022, corresponding to 1/12 of the full year allocation for 2022. The base salary amounted to DKK 0.2mDKK (73 % of the total remuneration in 2022) and the cash bonus (STIP) amounted to 0.03mDKK (11 % of the total remuneration in 2022). The fixed remuneration accounts for 89 % of the CFO's total remuneration, and the variable for 11 %.

The Total remuneration earned by Pernille Fabricius in 2022 for the 11 months as CFO, was 4.4 mDKK. The base salary amounted to DKK 2.5mDKK (56 % of the total remuneration in 2022) and the cash bonus (STIP) amounted to 0.4 mDKK (8 % of the total remuneration in 2022). The fixed remuneration accounts for 71 % of the CFO's total remuneration, and the variable for 29 %.

In connection with the appointment of Pernille Fabricius as CFO, the Board of Directors approved a grant of restricted shares in NNIT totaling a value of 9 months fixed base salary. The shares will vest over a 3-year period in 2021, 2022 and in 2023 at the publication of the annual report for the preceding year subject to continued employment.

Sign-on share allocation and vesting, subject to continued employment	Pernille Fabricius (CFO)			
	2020	2021	2022	2023
Original Share allocation	18,283	-	-	-
Vesting shares	-	6,094	6,094	6,095
Allocation price (DKK)	108.30	108.30	108.30	108.30

No payment from other group related companies has been made to members of Executive Management.

4 Share based incentives

4.1 Long-Term Incentive Program

Below is an overview of shares/cash allocated for performance in 2022 under the Long-Term Incentive Program for Executive Management and the four preceding years. The bonus will vest and be released to the participants after expiry of the 3-year vesting period.

Consequently, shares/cash allocated under LTIP2022 will be released to the participants in 2026 upon publication of the annual report for 2025. Shares/cash allocated under the Long-Term Incentive Program is subject to claw-back during the vesting period. Claw back has not been applied to shares under the Long-Term Incentive Program released in 2022.

Share allocation under LTIP	Pär Fors (CEO from 14 June 2021)		Per Kogut (former CEO till 13 June 2021)				
	2022	2021	2022	2021	2020	2019	2018
Number of shares	0	1,942**	15,114	30,457	5,801	1,740	13,649
Share price at allocation (DKK)	n/a	91,38**	91,38	108,83	108,30	187,26	180,73
Value at allocation (tDKK)	0	178	1,381	3,315	628	325	2,467

Share allocation under LTIP	Carsten Ringius (CFO from December 1, 2022)	Pernille Fabricius (CFO)		
	2022	2022	2021	2020
Number of shares	0	0	2,016**	1,133
Share price at allocation (DKK)	n/a	n/a	91,38**	108,3
Value at allocation (tDKK)	0	0	185	123

*Share price from beginning of period. The actual allocation share price is defined as the average trading price of NNIT shares on Nasdaq Copenhagen across the first open trading window after announcement of the annual report for 2022.

** Former year updated with actual share price and actual amount of shares granted.

Allocated shares have a vesting period of 3 years, starting on the day of the announcement of the annual report for the year of the allocation.

The table below show the number of shares vested in 2022 under the Long-Term Incentive Program and thus released to Executive Management after the expiry of the 3-year vesting period.

Shares released in 2022 originates from an allocation based on performance in 2018.

Shares released under LTIP program in 2022	Per Kogut (CEO)
	2022 (2018)
Number of shares	13,649
Value at vesting (tDKK)*	1,358

* The share price at vesting and release of shares to share custody accounts on 28 January 2022 was 99,51 DKK.

5 Remuneration to the Board of Directors in 2022

In March 2022, the general meeting approved to keep the Board of Directors' fixed annual base fee unchanged at DKK 300,000. The Chairmanship and the members of the various Board committees receive a multiple of the base fee for their extra work in addition to the above-mentioned base Board fee. Employee-elected board members' remuneration pursuant to their employment is not covered by this report.

Remuneration of the Board of Directors:

Chairman (3 * base fee)	DKK 900,000
Deputy chairman (1.5 * base fee)	DKK 450,000
Ordinary members (base fee)	DKK 300,000
Chairman of the Audit Committee (additional 0.5 * base fee)	DKK 150,000
Member of the Audit Committee (additional 0.25 * base fee)	DKK 75,000
Chairman of the Remuneration Committee (additional 1/3 *base fee)	DKK 100,000
Member of the Remuneration Committee (additional 1/6*base fee)	DKK 50,000
Travel allowance (for members residing outside Denmark)	DKK 18,500

Total remuneration of the Board of Directors for the financial year 2022 and the four preceding financial years is detailed below.

In addition to the fees below, the Company may pay social security duties and other taxes imposed by authorities outside of Denmark in relation to the Board members' fees. No such duties were paid in 2022.

No payment by other group related companies has been made to member of the Board of Directors in their capacity as board member in NNIT.

Numbers shown in tDKK

Board of Directors	2022				2021			
	Base Fee	Fee for Committee work	Travel	Total	Base Fee	Fee for ad hoc tasks and Committee work	Travel	Total
Carsten Dilling (Chairman)	900	50	-	950	900	50	-	950
Peter H.J. Haahr (Vice Chairman) (resigned)	112.5	12.5	-	125	450	50	-	500
Anne Broeng (Chairman of AC)	300	150	-	450	300	150	-	450
Eivind Kolding (Vice Chairman and Chairman of RC)	412.5	118.5	-	531	300	125	-	425
Christian Kanstrup	300	113	-	413	300	75	-	375
Caroline Serfass	300	-	74	374	300	-	18.5	318.5
Nigel Govett	225	56	-	281	-	-	-	-
Anders Vidstrup	300	-	-	300	300	-	-	300
Trine lo Bjerregaard	300	-	-	300	300	-	-	300
Kenn Kikkenborg Jensen	175	-	-	175	-	-	-	-
Camilla Kongsted (resigned)	125	-	-	125	300	-	-	300
Brankica Markovic (resigned)	-	-	-	-	-	-	-	-
Henrik Andersen (resigned)	-	-	-	-	-	-	-	-
John Beck (resigned)	-	-	-	-	-	-	-	-
René Stockner (resigned)	-	-	-	-	-	-	-	-
TOTAL	3,450	500	74	4,024	3,450	450	18.5	3,918.5

Board of Directors	2020				2019				2018			
	Base Fee	Fee for ad hoc tasks and Committee work	Travel	Total	Base Fee	Fee for ad hoc tasks and Committee work	Travel	Total	Base Fee	Fee for ad hoc tasks and Committee work	Travel	Total
Carsten Dilling (Chairman)	750	50	-	800	750	50	-	800	750	-	-	750
Peter H.J. Haahr (Vice Chairman) (resigned)	450	50	-	500	450	50	-	500	450	-	-	450
Anne Broeng (Chairman of AC)	300	150	-	450	300	150	-	450	300	150	-	450
Eivind Kolding (Vice Chairman and Chairman of RC)	300	125	-	425	300	125	-	425	300	75	-	375
Christian Kanstrup	300	75	-	375	300	87,5	-	387,5	300	56	-	356
Caroline Serfass	300	-	37	337	300	12,5	92,5	405	300	-	74	374
Nigel Govett	-	-	-	-	-	-	-	-	-	-	-	-
Anders Vidstrup	300	-	-	300	300	-	-	300	300	-	-	300
Trine lo Bjerregaard	300	-	-	300	250	-	-	250	-	-	-	-
Kenn Kikkenborg Jensen	-	-	-	-	-	-	-	-	-	-	-	-
Camilla Kongsted (resigned)	125	-	-	125	-	-	-	-	-	-	-	-
Brankica Markovic (resigned)	175	-	-	175	250	12,5	-	262,5	-	-	-	-
Henrik Andersen (resigned)	-	-	-	-	75	-	-	75	300	-	-	300
John Beck (resigned)	-	-	-	-	-	-	-	-	75	19	37	131
René Stockner (resigned)	-	-	-	-	-	-	-	-	75	-	-	75
TOTAL	3,300	450	37	3,787	3,275	487,5	92,5	3,855	3,150	300	111	3,561

6 Comparison between remuneration of Executive Management, the Board of Directors and average remuneration of employees

Pursuant to the corporate governance regulation a comparison between i) the yearly change in the remuneration of Executive Management and of the Board of Directors, ii) the yearly change in the company's results and iii) the yearly change in the average remuneration of employees of the company must be made.

The comparison and year-on-year changes for Executive Management and the Board of Directors is made using annualized numbers. Consequently, if a member of Executive Management or the Board of Directors has been appointed during the year – the comparison is made on the basis of annualized full year remuneration and annualized fixed fees in order to make it comparable.

The average remuneration per employee is shown as the average salary per FTE (Full Time Equivalent Employee) in Denmark (NNIT A/S) as the Executive Management is employed in NNIT A/S and paid in DKK.

The average remuneration of FTEs in the company includes salary, bonuses, and all other benefits paid by NNIT A/S.

Yearly change in Remuneration for the Executive Management***					
	2022	2021	2020	2019	2018
	Change	Change	Change	Change	Change
Pär Fors (CEO)	1%	n/a	n/a	n/a	n/a
Per Kogut (former CEO)	0,3%	8%	27%	-32%	14%
Carsten Ringius (CFO)	n/a	n/a	n/a	n/a	n/a
Pernille Fabricius (former CFO)	10%	-38%*	n/a	n/a	n/a

* Change from 2020 to 2021 is due to Sign On shares being granted in relation to hire in 2020 (equal to 9 months' salary) as well as a one-off bonus of 3 months' salary.

** Change from 2020 to 2021 is due to low performance for LTIP in 2021

*** Yearly change is calculated on the basis of annualized amount

Yearly change in Remuneration (annual fee) for the Board of Directors					
	2022	2021	2020	2019	2018
	Change	Change	Change	Change	Change
Carsten Dilling (Chairman)*	0%	19%	0%	7%	0%
Peter H.J. Haahr (Vice Chairman) (resigned)**	0%	0%	0%	11%	0%
Anne Broeng (Chairman of AC)	0%	0%	0%	0%	0%
Eivind Kolding (Vice Chairman and Chairman of RC)***	25%	0%	0%	13%	25%
Christian Kanstrup****	10%	0%	0%	9%	n/a
Caroline Serfass	0%	0%	0%	4%	n/a
Nigel Govett	n/a	n/a	n/a	n/a	n/a
Anders Vidstrup	0%	0%	0%	0%	0%
Trine Iø Bjerregaard	0%	0%	0%	n/a	n/a
Kenn Kikkenborg Jensen	n/a	n/a	n/a	n/a	n/a
Camilla Kongsted (resigned)	0%	0%	n/a	n/a	n/a
Brankica Markovic (resigned)	n/a	n/a	0%	n/a	n/a
Henrik Andersen (resigned)	n/a	n/a	n/a	0%	n/a
John Beck (resigned)	n/a	n/a	n/a	n/a	0%
René Stockner (resigned)	n/a	n/a	n/a	n/a	0%

* Change from 2016 to 2017 is related to the appointment from Vice Chairman to Chairman. Change from 2018 to 2019 is related to appointment as member of Remuneration Committee. Changes from 2020 to 2021 is due to Chairman receiving 3 times base fee, up from 2,5 time base fee previously.

** Change from 2018 to 2019 is related to appointment as member of Remuneration Committee.

*** Change from 2017 to 2018 is related to appointment as member of Audit Committee. Change from 2018 to 2019 is related to appointment as Chairman of Remuneration Committee. Change from 2021 to 2022 is due to change in fee for Chairman of Remuneration committee and appointment to Vice Chairman.

**** Change from 2018 to 2019 is related to appointment as member of Audit Committee. Change from 2021 to 2022 is due to appointment as member of remuneration committee.

Yearly change in average remuneration of FTEs in NNIT A/S					
	2022	2021	2020	2019	2018
	Change	Change	Change	Change	Change
FTEs in NNIT A/S	-3%	1%	-1%	6%	-3%

Results of the Company				
2022	EBIT (mDKK)*	Yearly change	Revenue (mDKK)**	Yearly change
	61	-57%	2951	2,6%
2021	142	-14%	2.877	1,7%
2020	174	-19%	2.816	-8%
2019	215	-30%	3.058	2%
2018	307	11%	3.007	5%

* EBIT is calculated before special items and M&A corrections plus eventual gains/losses from hedging

** Revenue is calculated with M&A corrections

7 Deviations from the Remuneration Policy

There have been no deviations from the Remuneration Policy in 2022.

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8 Statement of the Board of Directors on Remuneration Report

The Board of Directors has today considered and adopted the Remuneration Report of NNIT A/S for financial year 2022.

The Remuneration Report is prepared in accordance with section 139 b of the Danish Companies Act.

The Remuneration Report is submitted to the General Meeting for an indicative vote.

Copenhagen, 23 March 2023

Board of Directors



Carsten Dilling
(Chairman)



Eivind Kolding




Caroline Serfass



Christian Kanstrup



Anne Broeng



Nigel Govett



Kenneth Jensen



Trine Bjerregaard



Anders Vidstrup

9 Independent Auditor's Statement on Remuneration Report

To the Shareholders of NNIT A/S

According to section 139 b of the Danish Companies Act, Management is responsible for preparing a Remuneration Report in accordance with the Remuneration Policy adopted at the General Meeting.

Our opinion on the audit of the Consolidated Financial Statements and the Parent Company Financial Statements does not include the Remuneration Report, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements and the Parent Company Financial Statements for 2022, it is, however, our responsibility pursuant to section 147 of the Danish Companies Act to verify that all disclosures required under section 139 b(3) of the Danish Companies Act are included in the Company's Remuneration Report for 2022.

We found no reason to point out any omissions with respect to the disclosures included in the remuneration report for 2022.

Copenhagen, 23 March 2023

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31



Søren Ørjan Jensen

State Authorised Public Accountant

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Kim Danstrup

State Authorised Public Accountant

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