

Remuneration Report 2021



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Basis for the Remuneration Report and compliance with the Remuneration Policy

This Remuneration Report provides an overview of the total remuneration received by each member of the Board of Directors and of the Executive Management of Royal Unibrew A/S, CVR no. 41956712, ("Royal Unibrew" or the "Company") during the 2021 financial year with comparative figures for the previous four financial years. The Executive Management comprises executives registered with the Danish Business Authority.

The remuneration of the Board of Directors and the Executive Management during the past financial year has been provided in accordance with Royal Unibrew's Remuneration Policy adopted by the Annual General Meeting on 15 April 2020 and available on the Company's website, www.royalunibrew.com.

The Remuneration Report for 2021 is compliant with the Danish Companies Act (section 139b). It is subject to an advisory vote at the Annual General Meeting in 2022.

The Remuneration Report for 2020 was subject to an advisory vote at the Annual General Meeting in April 2021 and was approved by 63.32% of votes casted.

In order to provide transparency, we have in the 2021 report included reporting of granted pay according to market practice. The report has also been audited.

The information included in the Remuneration Report for 2021 has primarily been derived from the audited annual reports of the Company for the financial years 2017-2021, available on the Company's website, www.royalunibrew.com.

Overview financial performance

In 2021, Royal Unibrew continued to deliver increasing financial results despite the Covid-19 pandemic. At the same time, Royal Unibrew acquired six companies of which five had closing during 2021. Net revenue increased by 20% to DKK 8,746 million, EBIT grew by 9% to DKK 1,652 million, and free cash flow amounted to DKK 1,296 million.

The financial performance in 2021 is directly reflected in the granted cash bonus for the financial year. Bonuses for the financial year 2021 are payable in Q1 2022.

Financial Key Figures 2017-2021

mDKK	2021	2020*	2019	2018	2017
Net revenue	8,746	7,315	7,692	7,298	6,384
EBIT	1,652	1,515	1,469	1,339	1,069
Free cash flow	1,296	1,414	1,140	813	950
Share price	737.2	706.6	610.0	449.0	371.8

* 2020 was restated according to IFRS-15, and net revenue were adjusted as some sales costs were reclassified to rebates.

Remuneration and Nomination Committee and Remuneration Policy

Remuneration and Nomination Committee

The Board of Directors has established a Remuneration and Nomination Committee (Remuneration and Nomination Committee or the Committee) to assist the Board of Directors in meeting its responsibilities with respect to establishing, implementing and executing the Remuneration Policy for the members of the Board of Directors, its committees and the Executive Management. The Remuneration and Nomination Committee consists of the Chairman (Walther Thygesen) and Deputy Chairman (Jais Valeur) of the Board of Directors.

The Committee recommends and prepares Royal Unibrew's Remuneration Policy for approval by the entire Board of Directors prior to the approval at the Annual General Meeting, and it supervises the preparation of the Remuneration Report.

The Remuneration Policy forms the basis for the framework governing the remuneration of the Board of Directors and the Executive Management, and the Committee ensures that the remuneration complies with the Remuneration Policy.

Furthermore, the Committee evaluates and makes recommendations for the remuneration of the Board of Directors and the Executive Management to the Board of Directors.

More information about the charter of the Remuneration and Nomination Committee is available on: www.royalunibrew.com/remuneration.

Committee activities in 2021

9 meetings were held in 2021 in the Remuneration and Nomination Committee and all members attended all meetings.

In 2021, the primary activities of the Remuneration and Nomination Committee were the assessment and recommendation of remuneration of the Board of Directors and the Executive Management. Based on the assessment, the elements in the remuneration of the Executive Management were changed. A non-financial target (ESG) was added to the short-term incentive program and the weight of financial targets were changed to 85% and the non-financial target (ESG) to 15%, respectively. A new long-term incentive program was granted to the Executive Management, with a weighted split of financial target of 60%, share price development of 25% and non-financial (ESG) performance of 15%, respectively.

More information about the key matters handled by the Remuneration and Nomination Committee in 2021 is available on: www.royalunibrew.com/remuneration.

Remuneration Policy

Royal Unibrew's Remuneration Policy for the Board of Directors and the Executive Management is designed to:

- Attract, motivate and retain qualified members of the Board of Directors and the Executive Management
- Align the interests of the Board of Directors and the Executive Management with the interests of the shareholders and other stakeholders
- Support Royal Unibrew's strategic goals and promote value creation to the benefit of the shareholders

According to the Remuneration Policy, the remuneration of Royal Unibrew's Board of Directors and Executive Management comprises the following elements:

Board of Directors

- Fixed fee

Executive Management

- Fixed remuneration
- Short-term cash bonus
- Long-term share-based bonus
- Customary employment benefits

The Remuneration Policy is reviewed at least annually by the Remuneration and Nomination Committee.

The current Remuneration Policy was approved by the annual general meeting held in April 2020. It will be proposed at the Annual General Meeting in 2022 to remove the right to grant extraordinarily discretionary bonuses in the remuneration policy.

Both the Remuneration Policy and the Remuneration Report comply with the current Danish legislation and the Danish Corporate Governance Recommendations. The Remuneration Policy is available on: www.royalunibrew.com/remuneration.

Remuneration of the Board of Directors

Board of Directors

At the Annual General Meeting in April 2021, Peter Ruzicka and Torben Carlsen were elected as new board members.

As per 31 December 2021, the Board consisted of:

- Walther Thygesen, Chairman of the Board
- Jais Valeur, Deputy Chairman of the Board
- Martin Alsø, elected by the employees
- Torben Carlsen, member of the Board
- Einar Esbensen Nielsen, elected by the employees
- Heidi Kleinbach-Sauter, member of the Board
- Claus Kærgaard, elected by the employees
- Peter Ruzicka, member of the Board
- Christian Sagild, member of the Board
- Catharina Stackelberg-Hammarén, member of the Board

Remuneration composition

The Remuneration Policy aims to provide the Board of Directors a remuneration which matches the level of peer companies and accommodates the requirements relating to the board members' competences, responsibility, performance and the scope of the board work.

The members of the Board of Directors receive a fixed cash remuneration and a multiplier of the fixed cash remuneration for their extended duties as Chairman, Deputy Chairman and members of the Board Committees. The remuneration is approved by the Annual General Meeting for the current financial year. The Board of Directors does not receive variable or share-based remuneration with the exception from members elected by the employees, who may be included in the

company's bonus or share-based programs as part of their position as employees.

The following fees for the financial year 2021 were approved at the Annual General Meeting in April 2021:

Table 1: Board Fee (audited)

DKK '000	Board	Audit Committee	Remuneration and Nomination Committee
Member	380 (base fee)	125 (0.33 x base fee)	125 (0.33 x base fee)
Chairman	1,140 (3 x base fee)	190 (0.5 x base fee)	190 (0.5 x base fee)
Deputy Chairman	665 (1.75 x base fee)		

In case the Board of Directors instructs a Board member to perform specific tasks outside the scope of ordinary tasks of the Board of Directors, the Board of Directors may determine to entitle such member a supplementary fee based on the scope of the tasks.

Expenses incurred in connection with travelling to meetings, etc. are reimbursed by Royal Unibrew. Foreign social taxes and other taxes related to the remuneration and paid to foreign authorities within EU may be reimbursed.

The remuneration of the Board of Directors for 2021 was approved at the Company's Annual General Meeting in April 2021 by 99.98% of votes cast.

Board fees are evaluated annually against relevant benchmarks of e.g., the level of companies in the OMX C25 index at Nasdaq Copenhagen.

Fees to Board members for 2021

In 2021, fees to Board members amounted to DKK 5,479 thousand (2020: DKK 5,352 thousand). The fixed annual fees were unchanged from 2020, and the main reason for the increase in total fee to the Board is election of additional two board members at the Annual General Meeting in April 2021. On the other hand, less travel activity due to COVID-19 led to a decrease in expenses related to traveling. The fees are specified in the table below.

Except for board members elected by the employees, members of the Board did not receive any performance or share-based remuneration in 2021.

During 2021, Peter Ruzicka received a supplementary fee for his participation in meetings with the Chairmanship and the Nomination and Remuneration Committee.

Shareholder-elected Board members do not receive remuneration from subsidiaries of Royal Unibrew A/S.

It will be proposed at the Annual General Meeting in 2022 to keep Board of Directors' fees unchanged for 2022.

Remuneration of the Board of Directors

Table 2: Remuneration of the Board of Directors (DKK '000) (audited)

Name	Position	Joined / Resigned	Board fee	Committee fee	Other	Travel allowances	Total remuneration 2021	Total remuneration 2020	Total remuneration 2019	Total remuneration 2018	Total remuneration 2017
Walther Thygesen	Chairman of the Board and the Remuneration and Nomination Committee	2010	1,140	190			1,330	1,335	1,333	868	525
Jais Valeur	Deputy Chairman of the Board and member of the Remuneration and Nomination Committee	2013	665	125			790	790	791	604	300
Martin Alsø	Employee representative	2014	380				380	380	380	304	300
Torben Carlsen	Member of the Board	Apr. 2021	253				253				
Einar Esbensen Nielsen	Employee representative	2018	380				380	380	381	210	
Heidi Kleinbach-Sauter	Member of the Board	2019	380			2	382	384	260		
Claus Kærgård	Employee representative	Apr. 2018	380				380	380	380	209	
Peter Ruzicka	Member of the Board	Apr. 2021	253	84	123	5	465				
Christian Sagild	Member of the Board and Chairman of the Audit Committee	2018	380	169			549	505	505	244	
Catharina Stackelberg-Hammarén	Member of the Board	2019	380				380	385	265		
Resigned Board members											
Floris van Woerkom		2018/2021					190	563	404	226	
Lars Vestergaard		2018/2020						143	571	260	
Karsten Matthias Slotte		2013/2020						107	434	349	300
Jørgen-Anker Molt Ipsen		2014/2018								95	300
Ingrid Jonasson Blank		2013/2018								95	300
Kåre Schultz		2010/2017									752
Jens Due Olsen		2010/2018								95	300
Søren Lorentzen		2010/2018								95	300
Kirsten Wendelboe Liisberg		2006/2018								95	300
Hemming Van		2004/2018								304	300
Total			4,591	568	123	7	5,479	5,352	5,704	4,053	3,977
Increase/decrease							2.4%	-6.2%	40.7%	1.9%	0.0%

Remuneration of the Board of Directors

Shareholdings by the Board

There is no policy requirement or guidelines for board members to hold Royal Unibrew shares.

As of 31 December 2021, the Board held shares in Royal Unibrew as follows:

Table 3: Shares held by members of the Board of Directors (DKK '000) (audited)

Name	Role	Beginning of the year	Purchases 2021	Sold 2021	End of year
Walther Thygesen	Chairman of the Board	15,000			15,000
Jais Valeur	Deputy Chairman of the Board	536	440		976
Martin Alsø	Employee representative	2,400			2,400
Torben Carlsen	Member of the Board	0	1,500		1,500
Einar Esbensen Nielsen	Employee representative	119			119
Heidi Kleinbach-Sauter	Member of the Board	0			0
Claus Kærgård	Employee representative	180			180
Peter Ruzicka	Member of the Board	0	1,000		1,000
Christian Sagild	Member of the Board	3,000			3,000
Catharina Stackelberg-Hammarén	Member of the Board	450			450
Total		21,685	2,940	0	24,625



Remuneration of the Executive Management

Executive Management

There were no changes to the Executive Management in 2021 and as per 31 December 2021, the Executive Management consisted of:

- Lars Jensen, President & Chief Executive Officer (CEO)
- Lars Vestergaard, Chief Financial Officer (CFO)

Remuneration composition

The remuneration of the Executive Management comprises a base salary, a short-term cash-based bonus, a long-term share-based incentive plan and other customary benefits.

The Board of Directors believes that a well-balanced combination of fixed and performance-driven remuneration to the Executive Management will ensure that Royal Unibrew can attract and retain the right executives as well as it supports long-term sustainability and value creation for Royal Unibrew. The fixed remuneration enables the Executive Management to take decisions with a long-term sustainable perspective, and the variable remuneration is designed to promote performance in line with Royal Unibrew's strategy and financial targets, and to align the interests of the Executive Management and shareholders.

Members of the Executive Management are employed on individual service contracts on terms decided by the Remuneration and Nomination Committee and in accordance with the approved Remuneration Policy.

The Remuneration and Nomination Committee evaluates the Executive Management's remuneration annually against relevant benchmarks e.g., against the level of companies in the OMX C25 index at Nasdaq Copenhagen.

In 2021, the remuneration of the Executive Management was in line with the Remuneration Policy.

The remuneration elements are summarized in the table on the next page.

No members of the Executive Management receive additional remuneration from subsidiaries of Royal Unibrew A/S.

Termination and severance payments

In connection with Lars Jensen's accession to his position as CEO of Royal Unibrew A/S in 2020, his termination notice period was prolonged to mutually 18 months' notice during the first 24 months after his accession. This replaced a severance payment in case of a termination from the Company's side.

In connection with Lars Vestergaard's accession to his position as CFO of Royal Unibrew A/S in 2020, his termination notice period was prolonged to mutually nine months' notice during the first 24 months after his accession. Lars Vestergaard receives a severance payment of six months' salary in the case of the company's termination of his employment.

In the event of death of an Executive, spouse, partner or close relatives are entitled to receive full salary for current month plus 12 months.

The CEO and CFO have a non-competition clause of 12 months upon resignation.

In accordance with the Remuneration Policy, the total value of the remuneration during the notice period and the severance pay cannot exceed two years' remuneration, including all remuneration components.

In case of a full or partial takeover of Royal Unibrew A/S, the Executive Management will receive no compensation. However, a member of the Executive Management may choose to consider him- or herself dismissed in such event.

Claw-back

If, following the allocation of bonus to the Executive Management, it turns out that the bonus was paid on misstated information, the Company may in exceptional cases reclaim the bonus in part or in full.

The claw-back has not been applied for 2021 nor for any preceding years.

Remuneration of the Executive Management

Table 4: Executive Management Remuneration Elements

Elements	Remuneration policy	Award level	Performance targets
Fixed remuneration (“base salary”)	The fixed base remuneration is intended primarily to attract and retain members of the Executive Management with the professional and personal competences required.	According to the Remuneration Policy, the intended relative proportion of the base salary is 44.0% of the total annual remuneration.	
Ordinary bonus (“short-term”)	The ordinary cash bonus is intended to secure that the Company achieves its short-term objectives. Cash bonus is granted subject to achievement of financial and non-financial targets measured annually.	According to the Remuneration Policy, the target and maximum of the cash bonus is 26.5% of the total annual remuneration. An ordinary cash bonus may not exceed 60% of the base salary.	The weighted financial and non-financial KPIs for 2021: <ul style="list-style-type: none"> - EBIT (70%) - Free cash flow (15%) - ESG rating (15%)
Share-based incentive plan (“long-term”)	The long-term bonus is intended to ensure the achievement of the Company’s long-term targets. The long-term cash bonus is earned over a multi-year period, typically over a three-year period.	According to the Remuneration Policy, any long-term cash bonus and the value of conditional shares at the time of granting combined may not for the multi-year period in question exceed two thirds of the annual base salary per year of the person in question. The target and maximum of the share-based incentive program is 29.5% of the total annual remuneration.	Performance conditions are measured over a three-year period. The number of shares granted depends on four KPIs: <ul style="list-style-type: none"> - Organic EBIT (45%) - Accumulated Free cash flow (15%) - ESG performance (15%) - Share price development (25%)
Other benefits	A number of work-related benefits are made available to the Executive Management including a company car, phone, newspaper etc. and the Executive Management members are covered by Royal Unibrew’s usual insurance schemes such as accident and life insurance.		

Remuneration of the Executive Management

The total granted remuneration of the Executive Management is described in the table below, where an overview of the actual remuneration for 2018–2021 is provided. The reporting practice has been changed from 'Total expensed remuneration' to 'Total Granted Value' and that comparative information has been restated for this element only. This means that LTIP is now reported at granted LTIP value in the remuneration report.

Table 5: Remuneration of Executive Management 2018–2021 (DKK '000) (audited)

2021									
Name	Position	Base salary	Cash bonus	Benefits	Granted LTIP*	Total granted remuneration 2021	Fixed %	Variable%	Total expensed remuneration 2021
Lars Jensen	CEO	7,825	3,913	204	4,560	16,502	49%	51%	14,521
Lars Vestergaard	CFO	4,925	2,463	197	2,820	10,405	49%	51%	9,180
Total		12,750	6,375	401	7,380	26,906	49%	51%	23,700

* 'Granted LTIP value' is defined as the expected value of PSUs at target performance level and is calculated as granted fair value at the point of award based on an award percentage of the base salary.

2020									
Name	Position	Base salary	Cash bonus	Benefits	Granted LTIP	Total granted remuneration 2020	Fixed %	Variable %	Total expensed remuneration 2020
Lars Jensen*	CEO	5,867	2,933	156	0	8,956	67%	33%	12,935
Lars Vestergaard**	CFO	3,525	3,563	151	0	7,239	51%	49%	9,891
Resigned Executive Management members									
Johannes F.C.M. Savonije***	CEO (retired)	9,867	4,933	4	0	14,804	67%	33%	14,804
Total 2020		19,259	11,429	311	0	30,999	63%	37%	37,630

* CEO from September 2020, COO from April–August 2020 and CFO until April 2020

** Lars Vestergaard joined the company after the grant of share scheme and therefore the Long-Term Incentive was earned as a cash bonus for the year 2020

*** Cf. agreement regarding severance payment the remuneration for 2020 includes DKK 7.4 million

Remuneration of the Executive Management

Table 5: Remuneration of Executive Management 2018–2021 (DKK '000) – continued (audited)

2019						Total granted remuneration 2019	Fixed %	Variable %	Total expensed remuneration 2019
Name	Position	Base salary	Cash bonus	Benefits	Granted LTIP				
Johannes F.C.M. Savonije	CEO	7,400	3,700	3	0	11,103	67%	33%	14,496
Lars Jensen	CFO	4,400	2,200	209	0	6,809	68%	32%	9,407
Total 2019		11,800	5,900	212	0	17,912	67%	33%	23,903

2018						Total granted remuneration 2018	Fixed %	Variable %	Total expensed remuneration 2018
Name	Position	Base salary	Cash bonus	Benefits	Granted LTIP				
Johannes F.C.M. Savonije	CEO	6,000	3,000	3	3,979	12,982	46%	54%	13,363
Lars Jensen	CFO	4,000	2,000	200	2,652	8,852	47%	53%	9,540
Total 2018		10,000	5,000	203	6,631	21,834	47%	53%	22,903

Remuneration of the Executive Management

Base salary

In 2021, the total base salary decreased compared to 2020. The base salary was affected by normal salary increase, only two members in the Executive Management team compared to three during 2020, as well as severance payment to Johannes F.C.M. Savonije in 2020.

Cash bonus (short-term)

Short-term cash bonus targets, KPIs and their weight are described in the table below.

Table 6: Cash Bonus (Short-term Bonus) (audited)

Targets (KPIs)	Weight	Achievement 2021
EBIT	70%	100%
Free cash flow	15%	100%
ESG rating	15%	100%

The Board has concluded that the 2021 performance, cf. the defined financial targets, for both the CEO and the CFO was above targets, and therefore they were both granted the maximum cash bonus.

Table 7: Cash Bonus achieved 2021 (audited)

Name and position	Amount (DKK '000)	% of base salary
Lars Jensen - CEO	3,913	50%
Lars Vestergaard - CFO	2,463	50%
Total	6,375	

Long-term share-based programs

2022-2024 program

In February 2022, the Board of Directors launched a new long-term incentive plan for the Executive Management for the 2022-2024 period.

According to the 2022-2024 program, the Executive Management is offered estimated 18,576 shares at a theoretical fair market value of the program of DKK 8.2 million.

The value is calculated using historical performance and market development assumptions to project the performance of the different KPIs under different expected scenarios. The value is then calculated as the average expected award multiplied by the market value of the total number of shares.

The vesting period is three years and vesting is subject to fulfillment of four ambitious targets:

- 45% Organic EBIT 2024
- 15% Accumulated free cash flow over 2022 to 2024
- 15% ESG performance relative to peer group
- 25% Share price development until year end 2024

The maximum value of the grant is transferred into conditional shares. Each conditional share entitles the holder to receive one Royal Unibrew share of a nominal value of DKK 2 for no consideration.

The number of shares will be adjusted to reflect the average price of five working days after release of the annual report 2021 and any dividend payment in the period.

2021-2023 program

On 3 March 2021, estimated 19,081 shares were granted at a theoretical fair market value of the program of DKK 7.4 million based on a shareprice on the day of 645. The value is calculated using historical performance and market development assumptions to project the performance of the different KPIs under different expected scenarios. The value is then calculated as the average expected award multiplied by the market value of the total number of shares.

As part of Royal Unibrew's continued efforts to retain key staff and to align interest with shareholders, the Executive Management has been offered to participate in a Long Term Incentive Plan. The vesting period is three years and vesting is subject to fulfillment of 4 ambitious targets. The maximum value of the annual grant is transferred into conditional shares. Each conditional share entitles the holder to receive one Royal Unibrew share of a nominal value of DKK 2 for no consideration. The number of shares will be adjusted to reflect the average price of 5 working days after release of the annual report.

- 45% Organic EBIT 2023
- 15% Accumulated free cash flow over 2021 to 2023
- 15% ESG performance relative to peer group
- 25% Share price development until year end 2023

2020 program

On 6 March 2018:

Max. 17,921 shares were granted at a value of DKK 7 million based on the share price on the day of 370.

Remuneration of the Executive Management

2017-2019 program

On 17 January 2017:

Estimated max. 64,200 shares were granted at a value of DKK 17 million based on the share price on the day of DKK 264.

On 6 March 2018:

Further estimated max. 8,250 shares were granted at a value of DKK 3 million based on the share price on the day of DKK 370.

Table 8: Grant of Share-Based Programs 2017-2021

Program	Performance period	KPIs
2022 (audited)	2022-2024	Organic EBIT 2024 (45%) Accumulated free cash flow (15%) ESG performance relative to peer group (15%) Share price development until 2024 (25%)
2021 (audited)	2021-2023	Organic EBIT 2023 (45%) Accumulated free cash flow (15%) ESG performance relative to peer group (15%) Share price development until 2023 (25%)
2018	2020	EBIT (80%) Free cash flow (20%)
2017	2017-2019	EBIT (80%) Free cash flow (20%)

Remuneration of the Executive Management

Table 9: Restricted (conditional) Share Programs for the Executive Management

Name and position	Program	Performance period	Grant date	Vesting date	Granted shares	Adj. for dividend and share price	Vested shares	Value at grant date (DKK '000)	Maximum number of shares	Minimum number of shares
Lars Jensen – CEO	2017-2019	2017-2019	17.01.2017	31.12.2019	25,185	1,832	27,017	7,132		
	2017-2019	2017-2019	06.03.2018	31.12.2019	3,250	146	3,396	1,256		
	2020	2020	06.03.2018	31.12.2020	7,168	0	7,168	2,652		
	2021*	2021-2023	03.03.2021	31.12.2023		0		4,560	11,790	0
	2022*	2022-2024	01.03.2022	31.12.2024				5,027	11,458	
Lars Vestergaard – CFO	2021*	2021-2023	03.03.2021	31.12.2023		0		2,820	7,291	0
	2022*	2022-2024	01.03.2022	31.12.2024				3,123	7,118	
Johannes F.C.M. Savonije CEO (retired)	2017-2019	2017-2019	17.01.2017	31.12.2019	31,852	2,317	34,169	9,021		
	2017-2019	2017-2019	06.03.2018	31.12.2019	5,000	224	5,224	1,933		
	2020	2020	06.03.2018	31.12.2020	10,753	0	10,753	3,979		

* Audited

Remuneration of the Executive Management

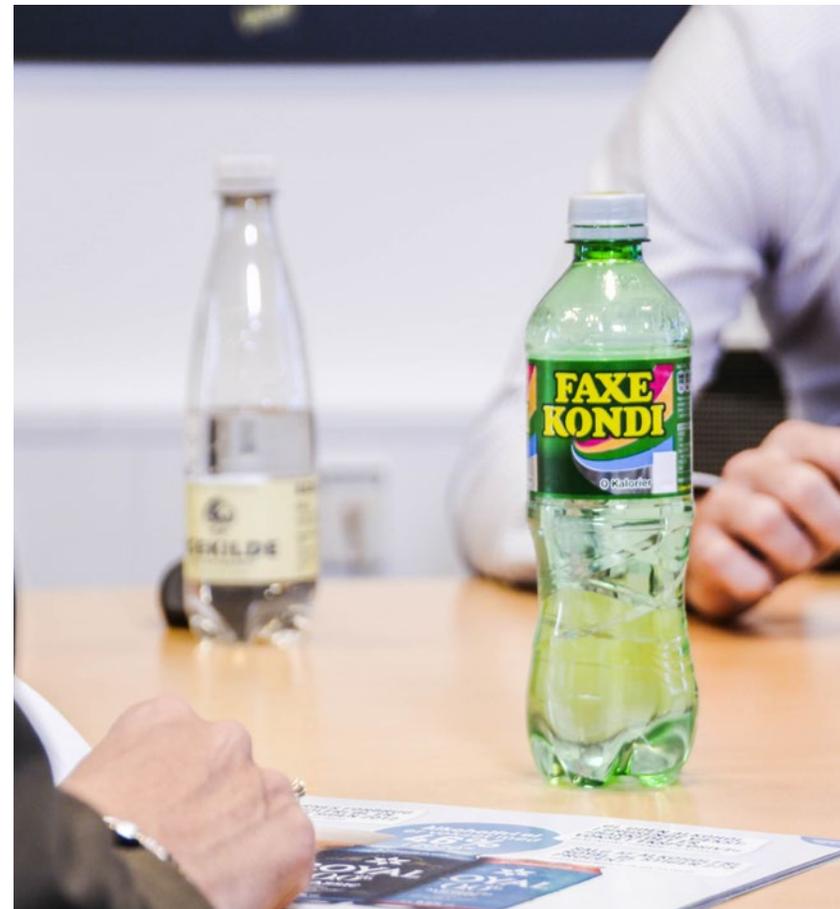
Shareholdings by the Executive Management

There is no policy requirement or guidelines for members of the Executive Management to hold Royal Unibrew shares.

As of 31 December 2021, the Executive Management members held shares in Royal Unibrew as follows:

Table 10: Shares held by Executive Management (audited)

Name	Role	Beginning of the year	Purchases 2021	Sold 2021	End of year
Lars Jensen	CEO	71,988	7,168	0	79,156
Lars Vestergaard	CFO	1,183	850	0	2,033
Total		73,171	8,018		81,189



Remuneration, comparative overview

Table 11: Comparison of Remuneration of the Board of Directors over the past five years (audited)

DKK '000	Position	2021	change	2020	change	2019	change	2018	change	2017
Board of Directors										
- Total remuneration										
Walther Thygesen	Chairman	1,330	0%	1,335	0%	1,333	54%	868	65%	525
Jais Valeur	Deputy Chairman	790	0%	790	0%	791	31%	604	101%	300
Martin Alsø	Employee representative	380	0%	380	0%	380	25%	304	1%	300
Torben Carlsen (from April 2021)	Member of the Board	253								
Einar Esbensen Nielsen	Employee representative	380	0%	380	0%	381	81%	210		
Heidi Kleinbach-Sauter	Member of the Board	382	-1%	384	48%	260				
Claus Kærgård	Employee representative	380	0%	380	0%	380	82%	209		
Peter Ruzicka (from April 2021)	Member of the Board	465								
Christian Sagild	Member of the Board	549	9%	505	0%	505	107%	244		
Catharina Stackelberg-Hammarén	Member of the Board	380	-1%	385	45%	265				
Resigned Board members										
Floris van Woerkom	Board member	190	-66%	563	39%	404	79%	226		
Lars Vestergaard	Board member			143	-75%	571	120%	260		
Karsten Matthias Slotte	Board member			107	-75%	434	24%	349	16%	300
Jørgen-Anker Molt Ipsen	Employee representative							95	-68%	300
Ingrid Jonasson Blank	Board member							95	-68%	300
Kåre Schultz	Chairman									752
Jens Due Olsen	Board member							95	-68%	300
Søren Lorentzen	Employee representative							95	-68%	300
Kirsten Wendelboe Liisberg	Employee representative							95	-68%	300
Hemming Van	Board member							304	1%	300
Total		5,479	2%	5,352	-6%	5,704	41%	4,053	2%	3,977

Remuneration, comparative overview

Table 12: Comparison of Remuneration of Executive Management over the past five years (audited)

DKK '000	Position	2021	change	2020	change	2019	change	2018	change	2017
Executive Management										
- Total granted remuneration										
Lars Jensen	CEO	16,502	84%	8,956	32%	6,809	-23%	8,852	-34%	13,349
Lars Vestergaard (from Apr. 2020)	CFO	10,405	44%****	7,239						
Johannes F.C.M. Savonije*	Former CEO			14,804	33%	11,103	-14%	12,982	-28%	18,136
Jesper B. Jørgensen** (from Apr. 2017-Sep. 2017)	Former CEO									7,473
Henrik Brandt (until Mar. 2017)***	Former CEO									7,131
Total		26,906	-13%	30,999	73%	17,912	-18%	21,834	-53%	46,089

* Cf. agreement regarding severance payment the remuneration for 2020 includes DKK 7.4 million

** Cf. agreement regarding severance payment the remuneration for 2017 includes DKK 5.0 million

*** Cf. agreement regarding severance payment the remuneration for 2017 includes DKK 5.3 million

**** Lars Vestergaard was only employed 9 months in 2020

Remuneration, comparative overview

Table 13: Comparison of Remuneration and Company Performance over the past five years (audited)

DKK '000	2021	change	2020	change	2019	change	2018	change	2017
Financial performance (Royal Unibrew AS)									
Net revenue (mDKK)	4,197	16%	3,517	-1%	3,675	5%	3,487	10%	3,168
EBIT (mDKK)	861	20%	720	4%	689	0%	692	15%	602
Employees (average FTEs)	1,100	13%	973	0%	969	7%	907	0%	906
Average remuneration of employees (DKK '000)	555	2%	546	1%	542	0%	542	11%	489
Financial performance (Group)									
Net revenue (mDKK)*	8,746	20%	7,315	-5%	7,692	5%	7,298	14%	6,384
EBIT (mDKK)	1,652	9%	1,515	3%	1,469	10%	1,339	25%	1,069
Organic EBIT growth		6%	3%						
Free cash flow (mDKK)	1,296	-8%	1,414	24%	1,140	40%	813	-14%	950
Employees (average FTEs)	2,890	10%	2,631	2%	2,567	6%	2,416	5%	2,299
Average remuneration of employees (000' DKK)	433	6%	409	-1%	415	0%	414	9%	380
CEO pay-ratio**	1:38		1:22		1:27		1:31		1:47

* 2020 was restated according to IFRS-15, and net revenue were adjusted as some sales costs were reclassified to rebates.

** Total CEO remuneration divided with average remuneration of employee

The Board of Directors' Statement on the Remuneration Report

The Board of Directors has today considered and adopted the Remuneration Report of Royal Unibrew A/S for the financial year 1 January – 31 December 2021.

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

In our opinion, the remuneration report is in accordance with the remuneration policy adopted at the Annual General Meeting, and is free from material misstatement and omissions, whether due to fraud or error.

The Remuneration report will be presented for an advisory vote at the annual general meeting on 28 April 2022.

Faxe, 1 March 2022

Board of Directors

Walther Thygesen
Chairman

Jais Valeur
Deputy Chairman

Martin Alsø

Torben Carlsen

Einar Esbensen Nielsen

Heidi Kleinbach-Sauter

Claus Kærgaard

Peter Ruzicka

Christian Sagild

Catharina Stackelberg-Hammarén

Independent Auditor's Statement on the Remuneration Report

To the shareholders of Royal Unibrew A/S

We have examined whether Management has fulfilled its obligations to disclose the information required by section 139b(3) of the Danish Companies Act in the company's remuneration report for 2021, and whether the disclosures presented as 'audited' in the remuneration report are accurate and complete.

Management's responsibility

Management is responsible for the preparation of the remuneration report in accordance with section 139b of the Danish Companies Act and the remuneration policy adopted at the Annual General Meeting.

Furthermore, Management is responsible for the internal control that the Board of Directors considers necessary to prepare the remuneration report so that it is free from material misstatement and omissions, whether due to fraud or error.

Auditor's responsibility

It is our responsibility to express a conclusion on whether Management has fulfilled its obligations to disclose the information required by section 139b(3) of the Danish Companies Act in the company's remuneration report, and whether the disclosures presented as 'audited' in the remuneration report are accurate and complete.

We have conducted our examinations in accordance with ISAE 3000, Assurance Engagements Other than Audits or Reviews of Historical Financial Information, and additional requirements under Danish audit regulation to obtain reasonable assurance about our conclusion.

Deloitte Statsautoriseret Revisionspartnerselskab is subject to International Standard on Quality Control (ISQC) 1 and, accordingly, applies a comprehensive quality control system, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our examinations included an examination of whether the remuneration report, to the extent relevant, includes the disclosures required by section 139b(3), items 1–6, of the Danish Companies Act for the remuneration of each member of Management.

As part of our examinations, we have in addition performed these procedures:

- We have verified that the disclosures in the remuneration report, which are presented as 'audited', are in accordance with the remuneration policy, reporting practice for the remuneration report, agreements entered into, actual grants, pay-outs, and other underlying documentation, including key figures and ratios, and other relevant financial information stated in the annual report for the financial year 2021, as we have recalculated the average remuneration on the basis of full-time equivalents of employees other than the Executive Management, and verified that the comparative information

has been calculated according to the same reporting practice and, subject to this, has been reconciled to the remuneration report for 2020 and underlying documentation.

- We have assessed Management's process for gathering, aggregating and presenting disclosures on remuneration of the Board of Directors and the Executive Management, including determination of the fair value of granted share-based remuneration for the Executive Management, and the holdings of the Company's shares by the Board of Directors and Executive Management, which we have reconciled to the Company's calculations and registrations hereof.

Conclusion

It is our opinion that Management has fulfilled its obligations to disclose, in all material respects, the information required by section 139b(3) of the Danish Companies Act in the company's remuneration report for 2021 and that the disclosures presented as 'audited' in the remuneration report are accurate and complete.

Copenhagen, 1 March 2022

Deloitte

Statsautoriseret Revisionspartnerselskab
Business Registration No 33 96 35 56

Lars Siggaard Hansen
State-Authorised
Public Accountant
MNE no 32208

Eskild Nørregaard Jakobsen
State-Authorised
Public Accountant
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