

Remuneration Policy

HusCompagniet A/S, CVR-no. 36972963

1. Introduction

- 1.1** This remuneration policy (the “Remuneration Policy”) describes the principles for the remuneration of the members of the Board of Directors and of the members of Executive Management of HusCompagniet A/S (the “Company” or “HusCompagniet”). “Executive Management” means the members of executive management of the Company registered as such with the Danish Business Authority.
- 1.2** The Remuneration Policy has been prepared pursuant to sections 139 and 139a of the Danish Companies Act and based on the recommendations published by the Danish Committee on Corporate Governance and implemented by Nasdaq Copenhagen A/S.
- 1.3** The Remuneration Policy aims to attract, retain and motivate members of the Board of Directors and Executive Management. The remuneration shall be designed with a view to:
- Attract and retain qualified members of the Board of Directors and Executive Management;
 - Retain and motivate the Executive Management by providing financial incentives based on their performance and results achieved in an appropriate alignment of interests with the shareholders;
 - Incentivize the Executive Management to achieve the Company’s strategic long-term and short-term targets;
 - Align the interests of the Board of Directors and Executive Management with those of the shareholders; and
 - Provide a clear and transparent remuneration framework through which shareholders can assess the basis on which the Board of Directors and Executive Management are compensated.
- 1.4** The actual remuneration paid to the Board of Directors and Executive Management in a financial year is decided by the Board of Directors based on recommendations from the Remuneration and Nomination Committee. The Board of Directors shall ensure that the remuneration is in compliance with this Remuneration Policy and that the remuneration does not exceed what is considered usual taking into account the nature and extent of the work and the Company’s financial position.

2. Remuneration of the members of the Board of Directors

Remuneration of the members of the Board of Directors

Purpose	<ul style="list-style-type: none"> The fee offered to the members of the Board of Directors shall be designed to be able to attract and retain competent members to the Board of Directors and motivate the members to ensure the implementation of the company strategy and achieve the Company's long-term and short-term targets. The fee shall reflect the experience and knowledge of the members of the Board of Directors. 																
Fee structure	<ul style="list-style-type: none"> The members of the Board of Directors are offered a fixed annual base fee (the "Base Fee"). The Base Fee shall reflect the scope and complexity of the work and be reasonable when compared with other listed companies of the same size and complexity. The members of the Board of Directors will not be offered incentive pay, including share-based remuneration. As set out in the table below, all members of the Board of Directors receive the same Base Fee, however the Chairperson and the Vice Chairperson of the Board of Directors shall receive three times and two times, respectively, the Base Fee. Members of board committees may receive an additional fee based on an individually determined proportion of the Base Fee, as set out below: <table border="1" data-bbox="316 1272 1433 1547"> <thead> <tr> <th></th> <th>Board of Directors</th> <th>Audit Committee</th> <th>Remuneration and Nomination Committee</th> </tr> </thead> <tbody> <tr> <td>Chair</td> <td>3x</td> <td>2/3</td> <td>1/3</td> </tr> <tr> <td>Vice chair</td> <td>2x</td> <td>N/A</td> <td>N/A</td> </tr> <tr> <td>Board of Directors</td> <td>1x</td> <td>1/3</td> <td>1/4</td> </tr> </tbody> </table>		Board of Directors	Audit Committee	Remuneration and Nomination Committee	Chair	3x	2/3	1/3	Vice chair	2x	N/A	N/A	Board of Directors	1x	1/3	1/4
	Board of Directors	Audit Committee	Remuneration and Nomination Committee														
Chair	3x	2/3	1/3														
Vice chair	2x	N/A	N/A														
Board of Directors	1x	1/3	1/4														
Ad hoc tasks	<ul style="list-style-type: none"> In the event a member of the Board of Directors in agreement with the Board of Directors takes on ad hoc tasks, such member may be offered an ad hoc fee for the work carried out. The value of an ad hoc fee may not exceed 50% of the total remuneration paid to a member of the Board of Directors, including any additional fees to the Chairperson, Vice Chairperson and board committee members. Any ad hoc fees paid to the members of the Board of Directors will be disclosed in the remuneration report. 																

Remuneration of the members of the Board of Directors

Expenses and benefits

- Reasonable expenses such as travel and accommodation relating to board and committee meetings and relevant training may be reimbursed by the Company if approved by the Board of Directors or the Chairperson.
- In addition, the Company may offer to cover social security contributions within the EU to the extent imposed by foreign national authorities in relation to board fees and reimbursable expenses.

D&O insurance

- The Company has taken out customary D&O insurance covering the Board of Directors and Executive Management. To the extent the insurance coverage should prove insufficient, the Company may in certain cases decide to indemnify members of the Board of Directors for claims and expenses that a member of the board may personally incur.
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3. Remuneration of the members of the Executive Management

Remuneration of the members of the Executive Management

<p>Fee structure</p>	<ul style="list-style-type: none"> • The remuneration of the members of the Executive Management consists of a fixed annual salary and variable remuneration. The variable remuneration is comprised by a short-term incentive program and a long-term incentive program. • The fixed salary serves the purpose of being able to attract and retain high-performing members of the Executive Management with the ability to implement the Company's strategy and deliver long-term shareholder value. Furthermore, the fixed salary enables the members of the Executive Management to make decisions with a long-term perspective in mind without undue considerations for short- or long-term incentives. • The variable remuneration is designed to promote performance in line with the Company's strategy. The variable remuneration is based on a number of targets, which must be achieved before the remuneration is released to the member of the Executive Management. Targets are aligned with strategic priorities in the Company's strategy and thereby ensure that the interests and the sustainability of the Company are considered, and short- and long-term goals are achieved. Furthermore, the variable remuneration is designed to encourage retention of members of the Executive Management with a view to ensure continuity and serve the long-term interests and sustainability of the Company and its shareholders.
<p>Fixed salary</p>	<ul style="list-style-type: none"> • The fixed salary level is set annually by the Board of Directors on the basis of a recommendation of the Remuneration and Nomination Committee. • The compensation level is generally reviewed annually and compared to the market standard of management compensation among comparable listed companies of similar size and complexity. • When determining the fixed salary, a range of factors are taken into consideration, including: <ul style="list-style-type: none"> ○ the individual's skills, performance and experience; ○ the market practice of comparable listed companies; ○ the scope and responsibilities of the role; ○ the strategic direction of the Company; and ○ other factors at the Board's discretion, such as the performance of the Company (i.e. performance vs. budget).
<p>Pension</p>	<ul style="list-style-type: none"> • The members of the Executive Management are covered by a pension scheme to which they contribute a part of their annual fixed salary.

Remuneration of the members of the Executive Management

<p>Shareholding requirement</p>	<ul style="list-style-type: none"> Members of the Executive Management are required to hold shares corresponding to at least one year's fixed salary. The shareholding may be built up over time by retaining share-based instruments granted as part of the Company's long-term incentive program from time to time. The shareholding requirement serves the purposes of aligning members of the Executive Management's interests with those of the shareholders as well as the long-term development and sustainability of the Company.
<p>Short-term incentive</p>	<ul style="list-style-type: none"> Members of the Executive Management will as part of the Company's short-term incentive program be eligible to receive an annual performance-based cash bonus, which will be subject to certain predefined financial targets and non-financial targets as well as individual targets being met. The program is designed to incentivize members of the Executive Management to achieve short-term targets supporting the Company's strategy and development and reward individual performance within each member's functional area. The specific targets linked to the short-term incentive program, including the weighting of each target, are determined by the Board of Directors on an annual basis. The targets are closely aligned with the Company's strategy and will typically include targets relating e.g. to EBITDA, houses sold and houses delivered as well as ESG related targets as deemed relevant by the Board of Directors. The size of the cash bonus will be determined by the Board of Directors based on the level of achievement of the pre-defined targets and may include a discretionary element further to the specific targets. The cash bonus under the short-term incentive program may have a maximum value of up to 80 % of the annual fixed salary with a target bonus around 40 % of the annual fixed salary.
<p>Long-term incentive</p>	<ul style="list-style-type: none"> Members of the Executive Management participate in a long-term incentive program in the form of a share-based scheme, which may comprise of restricted share units ("RSUs") or stock options as determined by the Board of Directors. The long-term incentive program is designed and structured around the concept of retaining members of the Executive Management and giving each member a significant interest in the share price development over a longer period of time. The total aggregate value of annual grants under the long-term incentive program(s), including both RSUs and/or stock options, may not exceed 50% of the fixed annual salary at the time of grant. The value at the time of grant shall be calculated using a recognized valuation method as determined by the Board of Directors. Members of the Executive Management are subject to customary "good leaver" and "bad leaver" provisions in respect of unvested awards and will not be eligible to receive any new grants. In "good leaver" situations, any

Remuneration of the members of the Executive Management

unvested awards will vest on a pro rata basis based on the period of employment and the vesting period applicable to long-term incentive awards that have been granted. In “bad leaver” situations, any unvested awards will be forfeited.

Restricted share units

- The participants will be eligible to receive a number of RSUs, as determined by the Board of Directors. RSUs are expected to be granted annually and shall be granted at the sole discretion of the Board of Directors.
- Subject to continued employment, the RSUs will vest after a period determined by the Board of Directors of at least three years from the date of grant. Upon vesting, the participants will be entitled to receive one share pr. RSU at no cost or subscribe for one share pr. RSU at par value. Vesting is not conditional upon achievement of any financial or non-financial targets.

Stock options

- If so decided by the Board of Directors, members of the Executive Management may be offered stock options.
- Stock options will vest over a period determined by the Board of Directors of at least three years from the date of grant after which the stock options may be exercised during a period of three years (the “Exercise Period”), subject to such exercise of stock options being carried out during an open trading windows. Stock options that have not been exercised within the Exercise Period will lapse.
- Each vested stock option entitles the participant to subscribe for one share in the Company at an exercise price to be determined by the Board of Directors at the time of grant. The exercise price to be determined by the Board of Directors cannot be lower than the share price quoted on Nasdaq Copenhagen at the time of grant.

Amendment of incentive program

- The Board of Directors may decide:
 - that specific terms shall apply for accelerated vesting as well as for adjustment of the incentive program in case of a takeover in whole or in part, significant divestiture of activities, demerger, merger or other amalgamation of the Company;
 - to lay down terms governing adjustment of e.g. the number of RSUs or the exercise price of stock options in the event that the Company’s capital structure is changed, or in the event of other material events, which would otherwise adversely influence the value or effect of the incentive programmes; and
 - to shorten the vesting period of RSUs or stock options for newly appointed members of the Executive Management in order for such member to participate in already established long-term incentive programmes.

Remuneration of the members of the Executive Management

Benefits	<ul style="list-style-type: none"> Members of the Executive Management may receive non-monetary customary benefits such as phone, computer and internet, insurances, etc., as well as other benefits, such as company car or company car contributions.
Extraordinary remuneration	<ul style="list-style-type: none"> The Board of Directors may extraordinarily, if deemed necessary to achieve the long-term interest of the Company, decide to award individual members of the Executive Management with one-off bonuses, such as sign-on bonuses, retention bonuses or bonuses for extraordinary performance. Such extraordinary incentive may consist of a cash-based bonus and/or share-based grants. The value of an extraordinary incentive may not exceed 100 % of the fixed annual salary. Any extraordinary remuneration will be described in the Company's remuneration report.
Claw back	<ul style="list-style-type: none"> Any variable remuneration from the Company earned, awarded or paid out may be reduced, lapse or be reclaimed by the Company if and to the extent the variable remuneration has been earned, awarded or paid out on the basis of fraud, wilful misconduct, gross negligence, incorrect or misleading information or that the conditions for earning, award or payment of variable remuneration have not been fulfilled, provided it is documented accordingly by the Company. Any variable remuneration already paid shall in such situations upon request from the Company be repaid by the members of Executive Management in part or in full.
D&O insurance	<ul style="list-style-type: none"> The Company has taken out customary D&O insurance covering the Board of Directors and Executive Management. To the extent the insurance coverage should prove insufficient, the Company may in certain cases decide to indemnify members of Executive Management for claims and expenses that a member of Executive Management may personally incur.

4. Deviations from the Policy

- 4.1** If deemed necessary in order to ensure the long-term interests of the Company and to meet the overall objectives of this Remuneration Policy, the Board of Directors may in individual special cases deviate from the principles set out herein. Deviations may include changes to the relative proportion of the remuneration components of the Board of Directors and the Executive Management, respectively, changes to the maximum value of short-term incentives, changes to the long-term share-based program, including maximum value and duration of the program, and changes to the term of and termination provisions in agreements entered into with members of the Executive Management.
- 4.2** Any deviation must be discussed and approved by the Board of Directors on the basis of a written proposal.
- 4.3** The remuneration report shall include a description of any deviations that have been effectuated during the past financial year along with an explanation of the reasons behind such deviations.

5. Termination and severance pay

- 5.1** The notice period applicable to the Executive Management is up to twelve months for the Company and up to six months for the executive.
- 5.2** The total payments relating to the notice period, including any severance payment, shall not exceed two years' total remuneration, including all remuneration components.

6. Relationship to remuneration and terms of other employees

- 6.1** The Remuneration Policy has been established taking into consideration the remuneration and other terms of employment of the Company's employees.
- 6.2** Taking into account the market practice for remuneration in comparable companies, the size, complexity, geographic scope and industry of the Company, and considering the responsibilities and duties of the members of the Board of Directors and the Executive Management compared to other employees of the Company, the Board of Directors believes there is an appropriate balance between remuneration to employees of the Company and remuneration to the Board of Directors and the Executive Management.
- 6.3** As determined by the Board of Directors, a selected number of employees of the Company in key positions may be eligible to participate in long-term incentive programs on terms similar to those of the Executive Management.

7. Procedure for adoption and conflicts of interest

7.1 The Remuneration and Nomination Committee is responsible for preparing the Remuneration Policy and submitting it to the Board of Directors for review and approval. The Remuneration Policy shall ultimately be approved by the shareholders at a general meeting.

The Remuneration Policy is reviewed once a year by the Board of Directors based on recommendations from the Remuneration and Nomination Committee. In making its recommendations, the Remuneration and Nomination Committee will among other things consider the need to revise the Remuneration Policy due to changes in market practice, specific circumstances as well as any feedback received from shareholders and other stakeholders.

7.2 The Remuneration and Nomination Committee will review this Remuneration Policy annually while any change hereto is subject to approval by the Board of Directors.

7.3 The Remuneration Policy shall be presented to the general meeting of the Company for approval at least every fourth year and upon any proposed material amendments.

7.4 The risk of conflicting interests is remedied as the Remuneration Policy and all material changes must be approved by the general meeting. Remuneration to the members of the Board of Directors is approved annually by the general meeting. The Board of Directors is responsible for determining and approving remuneration to members of the Executive Management within the framework of the Remuneration Policy.

8. Approval and publication

8.1 This Remuneration Policy has been approved by the Board of Directors on 5 November 2020 and adopted by the Extraordinary General Meeting of the Company held on 5 November 2020.

8.2 Information on the remuneration, including the remuneration components, for the Board of Directors and Executive Management granted by the Company, including any Group Company, shall be disclosed on an individual basis in the Company's remuneration report for the relevant financial year.

8.3 The Remuneration Policy shall be described in the remuneration report and compliance therewith shall be explained and motivated by the Chairperson at the annual general meeting.

8.4 The Remuneration Policy is made available on the Company's website.