

Remuneration report 2021/22

Introduction

Glunz & Jensen is a supplier of innovative, high-quality plate making equipment and solutions for the global prepress industry. In addition to developing and producing processors for the Offset and Flexo printing industries, we also offer R&D services plus a full-range of spare- and wear parts. Our product portfolio also includes exposure units, dryers, light finishers, mounting tables, plate stackers and software for monitoring and controlling complete prepress processes.

Glunz & Jensen has been a recognized leader in prepress for more than 45 years. We have long-standing relations with major players such as Agfa, Asahi, DuPont, Flint, FujiFilm, Heidelberg, Kodak and MacDermid. We market our products through a comprehensive and worldwide network of distributors and dealers and have approx. 106 employees in our facilities in Denmark, Slovakia, and the USA.

We strive to be the most innovative high-end equipment and services provider, delivering outstanding value for money in our product areas, and thereby growing our market share with our global partners. Simultaneously, we seek to strengthen our earnings through improved efficiency and optimization of sourcing and supply chain.

This remuneration report has been prepared in accordance with the requirements in section 139b of the Danish Companies Act and contains an overview of the total remuneration paid by each member of the Board of Directors and the Executive Management of Glunz & Jensen Holding A/S (Glunz & Jensen), CVR no. 10239680, has received during the financial year 2021/22. The Executive Management includes the members of Glunz & Jensen's Executive Management who are registered with the Danish Business Authority.

The remuneration of the Board of Directors and the Executive Management in the financial year 2021/22 has been allocated in accordance with the Glunz & Jensen's remuneration policy, which was approved at the Annual General Meeting held on June 30, 2021, and which is available on the Glunz & Jensen website. The remuneration policy covers the requirements in sections 139 and 139a of the Companies Act.

The overall purpose of the remuneration is to attract, motivate and retain qualified members of the Board of Directors and the Executive Management, and to align the interests of the Board of Directors and the Executive Management with the interests of the Glunz & Jensen and the Glunz & Jensen shareholders.

The policy of the remuneration composition is to support the company's business strategy and long-term interests including financial results. The chosen criteria as KPI for measuring the accomplished result in support of the strategy and long-term interests has – in 2021/22 been the profit before tax only. Prior to 2021/22 the chosen criteria as KPI for measuring the accomplished result in support of the strategy and long-term interests was EBITDA before non-recurring items and fair value adjustment on the investment properties.

TDKK	Fiscal year		
	2021/22	2020/21	2019/20
Profit before tax	14.621	855	-18.400
EBITDA	23.858	19.022	14.854

The information contained in this remuneration report is derived from the audited annual report of Glunz & Jensen for the financial years 2021/22, which is available on the Glunz & Jensen website. All amounts are stated in TDKK (thousands of kroner), gross.

Board of Directors' endorsement

The Board of Directors has today reviewed and approved the remuneration report for Glunz & Jensen for the financial year April 1, 2021 - March 31, 2022. The remuneration report is presented in accordance with section 139b of the Danish Companies Act. It is our opinion that the remuneration report is in accordance with the company's remuneration policy, which was approved at the company's annual general meeting, and is free of material misstatement and deficiencies, whether due to fraud or error. The remuneration report is submitted for an indicative vote at the company's annual general meeting.

Copenhagen, June 8, 2022

The Board of Directors:

Flemming Nyenstad. Enevoldsen
Chairman

Randi Toftlund Pedersen
Vice Chairman

Maximilian Rid

Rolf Pfiffner

Thomas Haase

Søren Andersen

Remuneration | Board of Directors

In accordance with the Glunz & Jensen adopted remuneration policy, members of the Board of Directors are remunerated with a fixed annual fee, which is approved by the Annual General Meeting. No variable salary components are paid to the Board of Directors, either in the form of salary, shares, options, pension, or other similar scheme, including ad hoc or discretionary amounts granted during the year.

The aim is for the annual board fee to be in accordance with market practice for comparable listed companies, taking into account the required competencies, efforts and scope of work for the board members.

The chairman and vice-chairman receive greater remuneration for their extended duties.

The following fees for 2021/22 for the Glunz & Jensen's Board of Directors were approved at the Annual General Meeting June 30, 2021.

TDKK	Board member fee	Audit committee	Product committee	Nomination committee	Risk committee	Remuneration Committee	Total	Total	Total
	2021/22	2021/22	2021/22	2021/22	2021/22	2021/22	2021/22	2020/21	2019/20
Chairman	250	0	0	0	0	0	250	250	250
Vice chairman	150	0	0	0	0	0	150	150	150
Member	100	0	0	0	0	0	100	100	100

The remuneration composition to the Board of Directors was unchanged from 2020/21 to 2021/22.

Remuneration of the Board of Directors for the financial year 2021/22

TDKK	Board member	Audit committee	Product committee	Nomination committee	Risk committee	Remuneration committee	Compensation	Benefits	Total	Total	Total
	2021/22	2021/22	2021/22	2021/22	2021/22	2021/22	2021/22	2021/22	2021/22	2020/21	2019/20
Flemming Nyenstad. Enevoldsen Chairman (current)	250	0	0	0	0	0	9	0	259	260	261
Randi Toftlund Pedersen Vice chairman (current)	150	0	0	0	0	0	7	0	157	151	0
Maximilian Rid Board member (current)	100	0	0	0	0	0	40	0	140	114	0
Rolf Pfiffner Board member (current)	100	0	0	0	0	0	30	0	130	120	100
Thomas Haase Board member (current)	100	0	0	0	0	0	0	0	100	0	0
Søren Andersen Board member (current)	50	0	0	0	0	0	0	0	50	0	0
Stig Nedergaard Member (former)	50	0	0	0	0	0	2	0	52	123	100
Kristian Kvistgaard Member (former)	0	0	0	0	0	0	0	0	0	81	100
Total	800	0	0	0	0	0	88	0	888	849	561

The difference in annual board fee is due to the resignation of one Board of Directors during 2020/21 and one in 2021/22.

The annual board fee is paid in cash in month that follows the annual general meeting.

Compensation includes mileage and other employee benefits.

Remuneration | Executive Management

Glunz & Jensen's Executive Management is employed on a contractual basis and an annual assessment of the terms of the contracts is made, including remuneration.

The purpose of the annual fixed base salary is to attract and maintain a competent Executive Management in order to support Glunz & Jensen's ability to achieve its short- and long-term objectives.

The aim is for the Executive Management's remuneration to be based on the following criteria:

- be market compliant
- match time consumption, responsibilities, and complexity as well
- be simple and transparent

The Executive Management members' total salary package is sought by the Board of Directors, based on market practice and at a level that enables Glunz & Jensen to attract and retain competent Executive Management. The Executive Management's remuneration consists of a fixed salary and pension, as well as an access to a company car and telephone, and the Executive Management has the opportunity to receive variable salary in the form of cash bonuses. The Executive Management usually has a notice period of 3-6 months.

The bonus amount was previously (until 2020/21) based on the annual EBITDA before non-recurring items and fair value adjustment on the investment properties. In 2021/22 the bonus amount is based on profit before tax. The target is in the budget for the year. A realized annual figure higher than in the budget will trigger a higher bonus. Maximum cap is at 50% of the annual salary. A realized annual profit before tax lower than in the budget will trigger a lower bonus – and the cutoff point is 75% meaning that a realized annual profit before tax less than 75% of the budget will not trigger a bonus. The bonus plan does not contain any non-fiscal KPI's.

The bonus provision amount is determined by the amount (profit before tax) as stated in the annual report.

The timeline for bonus payment is normally in the month that follows the annual general meeting.

The Executive Management members are entitled to receive a pension contribution of 8%.

The remuneration of members of the Executive Management from internal board positions is set off in the salary.

TDKK	Salary	Pension contribution	Bonus provision	Non-monetary goods*	Total
	2021/22	2021/22	2021/22	2021/22	2021/22
Martin Overgaard Hansen	2.135	174	969	282	3.560
Henrik Blegvad Funk	1.695	128	520	8	2.351
Total 2021/22	3.830	302	1.489	290	5.911

TDKK	Salary	Pension contribution	Bonus provision	Non-monetary goods*	Total
	2020/21	2020/21	2020/21	2020/21	2020/21
Martin Overgaard Hansen	2.100	183	394	316	2.993
Henrik Blegvad Funk	1.668	126	295	36	2.125
Total 2020/21	3.768	309	689	352	5.118

TDKK	Salary	Pension contribution	Bonus provision	Non-monetary goods*	Total
	2019/20	2019/20	2019/20	2019/20	2019/20
Martin Overgaard Hansen	1.226	107	0	152	1.485
Henrik Blegvad Funk	1.983	141	0	60	2.184
Total 2019/20	3.209	248	0	212	3.669

*The Executive Management has non-monetary benefits, including company cars and other usual non-monetary employee benefits such as insurance, newspapers, telephone, and Internet access, as approved by the Board of Directors.

The difference in salary from 2019/20 to 2020/21 is due to Martin Overgaard Hansen commencing as CEO on September 1, 2019. Henrik Blegvad Funk received an additional pay as interim CEO during April 1, 2019, to August 2019. The salary of the Executive Management was not adjusted during 2020/21.

A total of 82.409 warrants remained unallocated and remained available until March 8th, 2022. No warrants have been awarded during 2019/20, 2020/21 or during 2021/22.

The table below shows the composition of the 2021/22 remuneration of members of Executive Management by category, i.e. the fixed remuneration (base salary, pension and other benefits) and variable remuneration (cash bonus).

TDKK, 2021/22	Fixed component	Variable component
Martin Overgaard Hansen	73%	27%
Henrik Blegvad Funk	78%	22%

Glunz & Jensen has no claw-back instrument attached to the bonus program but will consider including it in the 2022/2 bonus program.

The bonus program is current for one year at the time only.

The bonus program is administered and monitored by the chairman of the Board of Directors as an assigned-on behalf of the Board of Directors.

Remuneration | Comparison information

The fiscal year 2020/21 is the first reporting year for Glunz & Jensen. By 2023/24 the remuneration report will reach the maximum requirement of 5-year figures.

Compliance with pay policy

The remuneration of the Board of Directors and the Executive Management for the financial year 2021/22 is in line with the guidelines in remuneration policy by contributing to Glunz & Jensen's business strategy, long-term interests, sustainability, and value creation. There is no deviation from the guidelines prescribed by the remuneration policy.

Additional requirements for the remuneration policy

Glunz & Jensen wants the Group's remuneration level and principles to be market-adapted, so that the Group can constantly attract and retain the right employees. Thus, remuneration is considered to be one of several parameters that have an impact on the efforts to be an attractive workplace.

The actual remuneration to the individual employee is determined according to individual agreement where possible, and the starting point is based on job content as well as the employee's skills and performance. Remuneration to the company's employees must not encourage risk-taking that exceeds the company's risk profile.

The total salary for covered employees follows the agreement for Dansk Industri. The salary is regulated in accordance with the provisions of the agreement.

For the Group, there must be clear and well-known criteria for the efforts and results that can lead to step increases and lump sum payment. Any appointment must be justified by the responsible Director.

The employees are covered by a pension scheme, either through Industriens Pension or through Velliv Pension, and thus pay part of the salary for a pension savings. In addition, Glunz & Jensen 8% pays contribution to the employees' pension scheme.

The Group's employees have access to a number of staff benefits.

Upon resignation, severance pay is paid in accordance with the Salaried Employees Act and the provisions of the agreement.

Discretionary pension benefits are not paid to Group Management (the Board of Directors and the Executive Management).

Retention bonus is not used.

The Executive Management members are employed in Glunz & Jensen Holding A/S. The number of FTE was 2 in 2021/22 compared to 2 in 2020/21. The Glunz & Jensen group employed approx. 106 FTE in 2021/22 compared to approx. 119 FTE in 2020/21.

Remuneration of the Senior Managers

Glunz & Jensen's Senior Managers are employed on salaried contracts, and an annual assessment of the terms of the contracts is made, including remuneration. The remuneration of senior managers consists of fixed salary and in some cases senior managers have the opportunity to receive variable remuneration in the form of bonuses. Some of the senior managers have the option of a free company car.

Resignations and retirement

Employees and senior managers receive settlements as described on the Civil Servants Act. There are no individually agreed settlements.

The Executive Management members are employed on directors' contracts. The Executive Management members are not embedded in the Civil Servants Act, or Holiday Law – and there are no agreements tied to resignation or retirement of the Executive Management.