

# Remuneration Report 2023

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This Remuneration Report (the "Report") provides an overview of the total remuneration for the financial year 2023 received by each member of the board of directors (the "Board") and of the executive management registered as such with the Danish Business Authority (the "Executive Management") of NTG Nordic Transport Group A/S, CVR no. 12546106 (the "Company"). The Board and the Executive Management will be jointly referred to as the "Management" in this Report and the Company including all its subsidiaries will be referred to as the "Group".

The remuneration of the Management during the financial year 2023 is consistent with the Company's remuneration policy approved by the annual general meeting on 30 March 2023 (the "Remuneration Policy") which is available on the Company's website, [investor.ntg.com](https://investor.ntg.com). There has been no deviation from the Remuneration Policy in the remuneration for the financial year 2023.

The overall objective of the remuneration is to attract, motivate and retain qualified members of the Board and the Executive Management and to align the interests of the Board and the Executive Management with the interests of the Company and its shareholders. In this context, remuneration should contribute towards promoting the strategy, long-term sustainability and creation of value in the Company and thereby delivering results by supporting the Company's long-term and short-term objectives.

The Report includes information from the audited annual reports of the Company available on the Company's website, [investor.ntg.com](https://investor.ntg.com).

As the Company until 7 October 2019 was an inactive company with the name "Neurosearch A/S" that had operated within another industry than the Company's current line of business, inclusion in this Report of comparisons with remuneration paid in the Company prior to 7 October 2019 would not be consistent with the purpose of the Report and Section 139 b of the Danish Companies Act. Therefore, the information in this Report includes a) remuneration paid to the Management after Nordic Transport Group A/S' reverse acquisition of NTG Nordic Transport Group A/S (formerly: Neurosearch A/S) on 7 October 2019 and b) remuneration paid to members of the Management who were part of the management in Nordic Transport Group A/S before 7 October 2019. Reference is made to the Company's 2019 Annual Report and the Prospectus of 24 September 2019, available at [investor.ntg.com](https://investor.ntg.com).

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

## **Advisory vote on the Company's remuneration report for 2022**

At the Company's annual general meeting held on 30 March 2023, the Company's remuneration report for 2022 was submitted for advisory vote. The annual general meeting approved the report with no remarks.

# Financial Performance and changes to the Management in 2023

## Financial performance in 2023

During 2023, the Group delivered results in line with the updated expectations announced on 3 August 2023. Macroeconomic slowdown provided challenging conditions in 2023 with downward pressure on freight rates and lower volumes in the Road & Logistics and Air & Ocean divisions. Reference is made to the Company's 2023 Annual Report, which is available on the [Company's website](#).

## The Board of Directors

Louise Knauer was elected as a new board member at the annual general meeting held on 30 March 2023.

As per 31 December 2023, the Board consisted of:

- Eivind Drachmann Kolding (Chairman)
- Jørgen Hansen (Deputy Chairman)
- Karen-Marie Katholm (Board member)
- Jesper Præstengaard (Board member)
- Finn Skovbo Pedersen (Board member)
- Carsten Krogsgaard Thomsen (Board member)
- Louise Knauer (Board member)

## The Executive Management

No changes were made to the Executive Management during 2023.

As per 31 December 2023, the Executive Management consisted of:

- Michael Larsen (Group CEO)
- Christian D. Jakobsen (Group CFO)

## Management's remuneration in 2023

Remuneration to the Board was subject to an increase of 25% compared to the fees paid in 2022 in order to align fees with market levels. In line with the Remuneration Policy, no variable remuneration was paid to any of the Board members.

Remuneration to the Executive Management in 2023 comprised a fixed salary and a variable salary. Both members of the Executive Management are covered by a share option program granted in the spring of 2023. One member of the Executive Management (Christian D. Jakobsen) is covered by a warrant scheme granted in the autumn of 2019 in connection with the listing of Nordic Transport Group.

The Remuneration Committee performed an assessment of the Management's remuneration comparing the remuneration of the Management with listed companies of a comparable size

and other peers to ensure that the Management's remuneration package strikes the right balance between not being excessive and ensuring incentive and attraction of the right talent. The remuneration paid to Management in 2023 is in line with these objectives and supports the long-term performance and achievement of the Company's strategic goals.

The Management's remuneration package complies with the Company's Remuneration Policy as well as the Corporate Governance recommendations announced on 2 December 2020.



# Board of Directors' remuneration

The remuneration of the Company's Board shall be in line with market practice of comparable listed companies considering the required competencies, effort, scope of work and responsibility of the members of the Board. The remuneration of the Board primarily aims to support execution of NTG's business strategy, including long-term and short-term objectives, and sustainability of NTG and its business.

The remuneration of the Board is composed of the following components:

- Fixed annual fee
- Additional fixed fee
- Additional ad hoc fee

## Board of Directors' remuneration in 2023:

(DKK'000)	Positions (current)				Fixed annual fee					Additional fixed fee					Additional ad hoc fee					Total remuneration				
	Board	Audit Committee	Nomination Committee	Remuneration Committee	2023	2022	2021	2020	2019	2023	2022	2021	2020	2019	2023	2022	2021	2020	2019	2023	2022	2021	2020	2019
					CM	ME	ME	CM	ME	ME	ME	ME	ME	ME	ME	ME	ME	ME	ME	ME	ME	ME	ME	ME
Eivind Kolding	CM	ME	ME	CM	713	600	600	600	413	0	0	0	0	0	0	0	0	0	0	713	600	600	600	413
Jørgen Hansen	DC		CM	ME	475	400	400	400	175	0	0	0	0	0	0	0	0	0	0	475	400	400	400	175
Jesper Præstengaard	ME		ME	ME	238	200	200	200	63	119	93	50	50	50	0	0	0	0	0	356	293	250	250	63
Finn Skovbo Pedersen	ME	ME			238	200	200	200	125	59	50	19	0	0	0	0	0	0	0	297	250	219	200	125
Carsten Krogsgaard Thomsen	ME	CM			238	200	200	142	N/A	119	100	69	35	35	0	0	0	N/A	356	300	269	177	N/A	
Karen-Marie Katholm	ME				238	200	200	142	N/A	0	0	0	0	0	0	0	0	N/A	238	200	200	142	N/A	
Louise Knauer (member from 30-03-2023)	ME				188	N/A	N/A	N/A	N/A	0	N/A	N/A	N/A	N/A	0	N/A	N/A	N/A	N/A	188	N/A	N/A	N/A	N/A
Ulrik Ross Petersen (stepped down 31-08-2021)					N/A	N/A	133	200	150	N/A	N/A	67	100	100	N/A	N/A	0	0	0	N/A	N/A	200	300	150
Peter Grubert (stepped down 30-09-2020)					N/A	N/A	N/A	150	138	N/A	N/A	N/A	38	38	N/A	N/A	N/A	0	0	N/A	N/A	N/A	188	138
Stefan Pettersson (stepped down 16-04-2020)					N/A	N/A	N/A	59	50	N/A	N/A	N/A	0	0	N/A	N/A	N/A	0	0	N/A	N/A	N/A	59	50
Michael Larsen (stepped down 16-04-2020)					N/A	N/A	N/A	59	50	N/A	N/A	N/A	0	0	N/A	N/A	N/A	0	0	N/A	N/A	N/A	59	50
<b>Total</b>					<b>2,325</b>	<b>1,800</b>	<b>1,933</b>	<b>2,151</b>	<b>1,164</b>	<b>297</b>	<b>243</b>	<b>205</b>	<b>223</b>	<b>223</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2,622</b>	<b>2,043</b>	<b>2,138</b>	<b>2,374</b>	<b>1,164</b>

CM = Chairman, DC = Deputy chairman, ME = Member

The **fixed annual fee** is a multiple of the **base fee** paid quarterly. The quarterly base fee increased 25% in Q2 2023 from DKK 50,000 to DKK 62,500 (DKK 200,000 to DKK 250,000 on an annualised basis) as approved at the annual general meeting on 30 March 2023. Members of the Board receives 1x the base fee for their duties. The Chairman and the Deputy Chairman each receive a multiplier of the annual base fee of 3x and 2x, respectively, for their extended duties.

Members of the Board who are also members of a Board committee receive an additional fixed fee as remuneration for their committee work (0.5x base fee for Chairman of the Audit Committee and 0.25x base fee for other committee members in any committee). The Chairman and the Deputy Chairman of the Board are not entitled to additional fees for their work in a Board committee.

Members of the Board may be entitled to additional fees as set out in the Remuneration Policy, including for undertaking specific ad hoc tasks outside the scope of the ordinary tasks of the Board (maximum 1x base fee), travel allowance and participation in relevant training. The Company reimburses social security contributions in respect of members of the Board not residing in Denmark. No social security contributions have been reimbursed in 2023.

The Company does not have any requirements on Board members' shareholdings.

## Incentive-based remuneration

No Board member received any incentive-based (cash or share-based) remuneration in 2023.

# Executive Management's remuneration

Remuneration to the Company's Executive Management shall always be in line with and competitive to comparable companies and shall be based on NTG's financial position and determined individually based on qualifications, performance, and responsibilities of the individual members of the Executive Management. It shall ensure attraction and retention of top qualified executives.

The remuneration of the Executive Management is determined by the Board based on recommendation of the Remuneration Committee.

Members of the Executive Management are entitled to an annual remuneration in accordance with the Remuneration Policy, which may consist of the following fixed and variable remuneration components:

- Fixed annual salary
- Pension and benefits
- Incentive-based remuneration (short-term and long-term incentive remuneration)
- Extraordinary variable remuneration
- Termination and severance payments

Any grant of incentive-based remuneration is based on a number of targets/key performance indicators ("KPI") which must be fulfilled before variable remuneration can be received. In accordance with the Remuneration Policy, KPIs must always in-

clude the following: Consider the Company's business strategy, have clear and measurable goals, include financial targets and include non-financial targets.

The composition of the remuneration of each individual Executive Management member is designed to encourage the Executive Management to take ownership and care for the Company's business to the benefit of the shareholders.

The Company is, in special circumstances, entitled to reclaim any incentive-based remuneration (both cash-based and share-based) granted to members of the Executive Management. This possibility was not used in 2023. Below is a specification of the Executive Management's remuneration and components for the financial year 2023, including comparative figures for the previous year.

## Executive Management's remuneration in 2023:

(DKK'000)		Fixed remuneration							Variable remuneration					Total			
Member	Position	Fixed annual salary		Pensions		Other benefits		% of total	STIP		LTIP*		Extraordinary		% of total	2023	2022
		2023	2022	2023	2022	2023	2022	2023	2023	2022	2023	2022	2023	2022	2023	2022	
Michael Larsen	Group CEO	2,677	2,599	81	79	154	165	63%	370	1,203	1,339	2,600	0	0	37%	4,621	6,646
Christian D. Jakobsen	Group CFO	2,368	2,344	72	71	312	227	58%	327	1,064	1,184	2,300	500	0	42%	4,763	6,006
<b>Total</b>		<b>5,045</b>	<b>4,943</b>	<b>153</b>	<b>150</b>	<b>466</b>	<b>392</b>	<b>60%</b>	<b>697</b>	<b>2,267</b>	<b>2,523</b>	<b>4,900</b>	<b>500</b>	<b>0</b>	<b>40%</b>	<b>9,384</b>	<b>12,652</b>

\* Grant is shown at target value, which is the intended value of the 2023 LTIP, based on KPI fulfillment. See the next page for further details. The actual value of the grant at the eventual grant date in accordance with IFRS2 principles may vary, as will the recognition of the LTIP expense over the period in which the service is provided. In accordance with section 5.8.5 of the Remuneration Policy, the fixed annual salary relevant for determining the LTIP is the fixed annual salary at the time of the grant, which is after the 10-day trading period following the publication of the NTG's annual report.

The value of presented share-based payments is calculated using the Black-Scholes method. It represents the fair value of share-based remuneration in the grant year for all equity-settled share-based remuneration schemes.

### Fixed annual salary including pension and other benefits

The fixed annual salary shall be in line with market practice and is subject to annual reassessment by the Board. Members of the Executive Management receive no remuneration for board positions or directorships held in the Company's subsidiaries or associated companies.

In addition to the fixed annual salary, members of the Executive Management are entitled to receive a pension contribution of up to 15% of the fixed annual salary.

The members of the Executive Management may be entitled to customary and appropriate monetary and non-monetary benefits, including memberships, company car, phone, and internet access of an aggregated value of up to 0.25 times the fixed annual salary of each member of the Executive Management.

### Ongoing incentive programs

#### Non-revolving IPO warrant program

Christian D. Jakobsen received a one-off grant of 34,555 warrants in connection with the listing of Nordic Transport Group in October 2019. The market value of the granted warrants was DKK 929 thousand on the grant date.

The program had a three-year vesting period which started on 7 October 2019 (ending 7 October 2022) and a subsequent three-year exercise period (ending 7 October 2025). The exercise price of the warrants equalled the Group's listing price of DKK 89 per share. Warrants vested at the end of the vesting period.

For further information on the structure and terms of the program, reference is made to the Prospectus of 24 September 2019. The one-off grant was fully exercised in 2023.

#### Short- and long-term incentive programs (STIP and LTIP)

The Executive Management is governed by a short-term incentive program (STIP) and a long-term incentive program (LTIP) respectively.

The STIP is a cash-based, variable incentive scheme entitling the Executive Management member to an annual cash bonus subject to fulfilment of certain KPIs for the preceding financial year. Once granted, no performance criteria other than performance of the Executive Management member's employment contract apply. For any given financial year, the total value granted under STIP cannot exceed 50 % of the Executive Management member's fixed annual salary at the time of grant.

The LTIP is a share-based, variable incentive scheme entitling the Executive Management member to an annual grant of share options subject to fulfilment of certain KPIs for the preceding financial year. The vesting period is three years from the grant date. Once granted, no performance criteria other than perfor-

mance of the Executive Management member's employment contract apply, provided that share options granted in one year may be reclaimed if targets in the following year(s) are not met. For any given financial year, the total value granted under the LTIP to each Executive Management member, calculated in accordance with the Black-Scholes formula, cannot exceed 100 % of the fixed annual salary at the time of the grant. The total aggregated number of share-based instruments granted to executives cannot exceed 5% of the total number of shares in the Company.

The KPIs for the STIP are set annually by the Board upon recommendation from the Remuneration Committee.

The KPIs for the LTIP spans over a period of three years. Targets are set annually by the Board upon recommendation from the Remuneration Committee. Grants are assessed and awarded annually by the Board, also upon recommendation from the Remuneration Committee. During the three-year-period, if a target is met in one year but not in the following year(s), the Board may decide to reclaim remuneration granted, and the Board may decide to compensate the Executive Management member for non-achievement in one year if targets are fulfilled in subsequent financial years.

As part of the ongoing LTIP programs for 2021 and 2022, Michael Larsen received grants of 38,777 and 21,991 share options on 5 April 2022 and 23 March 2023, corresponding to a market value at grant of DKK 2.6 million for each grant, whereas

Christian D. Jakobsen received grants of 34,302 and 19,454 share options on 5 April 2022 and 23 March 2023, corresponding to a market value at grant of DKK 2.3 million for each grant. The grants have a 3-year vesting period which started on 5 April 2022 (ending 5 April 2025) and 23 March 2023 (ending 23 March 2026) and a subsequent two-year exercise period (ending 5 April 2027 and 15 March 2028). The exercise price of the granted share options is DKK 376.7 and 356.0 per share, respectively, for the two programs. Granted share options will vest at the end of the vesting period, given the individual recipient is employed with the Company at this date.

Grants under the STIP and the LTIP for the financial year 2023 will be made in 2024.

For further information on the terms of the STIP and the LTIP, reference is made to the Remuneration Policy.

### **Incentive-based and extraordinary variable remuneration for 2023**

The Executive Management's variable, incentive-based remuneration for 2023 is determined in accordance with the LTIP and STIP scheme set out in the Remuneration Policy.

The STIP KPIs for the financial year 2023 are based on the Company's performance on EBIT (weight 35%), revenue (weight 35%), acquisition growth (weight 10%), strategy (weight 10%) and ESG (weight 10%). The performance in 2023 partly fulfilled the KPIs related to EBIT, acquisition growth, strategy and ESG

(net revenue was below the threshold) qualifying for an STIP score of 27.6%, leading to 13.8% payout of the annual fixed salary.

The LTIP KPIs are based on respectively the Company's net revenue growth (weight 50%) and EBIT margin (weight 50%). The performance in 2023 exceeded the EBIT margin target whereas the net revenue growth was below the threshold qualifying for an LTIP score of 50%, leading to a 50% payout of the annual fixed salary. Share options awarded under the 2023 LTIP will be granted in 2024. Pursuant to Section 5.8.5 of the Remuneration Policy, the exercise price relevant for establishing the actual number of share options granted for 2023 shall be determined as the average share price of the shares of the Company for the 10-day trading period following the publication of the Company's Annual Report for 2023. Using an estimated exercise price of DKK 293, based on the reference share price (being the average closing price in the last 10 days up to and including 27 February 2024), indicates that an estimated 29,753 options will be granted under the 2023 LTIP. The expected grant date is 15 March 2024 resulting in a 2-year exercise period starting on 15 March 2027.

Christian D. Jakobsen received a cash-based extraordinary variable remuneration of DKK 500,000, related to additional extraordinary executive tasks carried out in 2023.

### **Termination and severance payments**

Employment agreements with members of the Executive Management are without time limitation and the notice period can generally not exceed 12 months on the part of the Company and 6 months on the part of the individual member of the Executive Management. Severance payments in case of termination shall not exceed the aggregate sum of the individual member of the Executive Management's fixed annual salary and pension and benefits for the last 12 months.

# Comparative remuneration overview

The development in the remuneration of the Board and Executive Management from 2019 to 2023 is summarised in the tables below.

Development in the Board of Directors' remuneration from 2022 to 2023 reflects the increase in the base fee of 25% as approved at the general meeting 30 March 2023.

Development in the Executive Management's remuneration from 2022 to 2023 reflects the softer market conditions in 2023 compared to 2022.

## Development in remuneration:

### Board of Directors remuneration

(DKK '000)	2023	%*	2022	%*	2021	%*	2020	%*	2019
<i>Total remuneration Board of Directors</i>	2,622	25%	2,043	5%	2,138	2%	2,069	15%	926
Eivind Kolding	713	25%	600	0%	600	0%	600	20%	413
Jørgen Hansen	475	25%	400	0%	400	0%	400	33%	175
Jesper Præstengaard	356	25%	293	17%	250	0%	250	0%	63
Finn Skovbo Pedersen	297	25%	250	14%	219	10%	200	0%	125
Carsten Krogsgaard Thomsen	356	25%	300	12%	269	8%	177	100%	0
Karen-Marie Katholm	238	25%	200	0%	200	0%	142	100%	0
Louise Knauer (member from 30-03-2023)	188	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ulrik Ross (stepped down 31-08-2021)	N/A	N/A	N/A	N/A	200	0%	300	0%	150

### Executive Management remuneration

(DKK '000)	2023	%*	2022	%*	2021	%*	2020	%*	2019
<i>Total remuneration Executive Management</i>	9,408	-26%	12,652	3%	12,276	173%	3,705	-51%	4,405
Michael Larsen	4,621	-30%	6,646	2%	6,486	177%	1,560	100%	0
Christian D. Jakobsen	4,763	-21%	6,006	4%	5,790	170%	2,145	-51%	4,405
Net profit of NTG Nordic Transport Group (consolidated)**	406,728	-24%	535,187	39%	385,300	159%	148,776	1688%	8,322
Net Profit of the Company **	257,509	-12%	293,868	110%	139,685	284%	36,338	-204%	-35,083
Full Year average remuneration of employees in the Company	1,162	11%	1,048	-5%	1,098	13%	971	12%	870

\* Year-on-year development in percent, stated on an annualised basis

\*\* Reference is made to the Company's 2023 Annual Report for a definition

# The Board of Directors' statement on the Remuneration Report

The Board has today approved the Remuneration Report for the financial year 2023.

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

In our opinion, the Report provides an overall overview of the remuneration that the individual management members were awarded during or for the benefit of the financial year 2023, and the Report provides a comprehensive overview of the remuneration that the individual management members received during or for the benefit of the financial year 2023, and the Report explains how the overall remuneration is in accordance with the agreed Remuneration Policy, including how the remuneration contributes towards promoting the business strategy, long-term interests, sustainability and creation of value in the Company by supporting the Company's long-term and short-term objectives.

The Report has been submitted to the auditor with a view to ensure that information pursuant to section 139 b (3) of the Danish Companies Act appears in the Company's Report for the financial year 2023.

The Report will be presented to the annual general meeting to be held on 21 March 2024.

Hvidovre, 29 February 2024.

## Board of Directors

Eivind Kolding  
Chairman of the board

Jørgen Hansen  
Deputy chairman of the board

Finn Skovbo Pedersen  
Board member

Louise Knauer  
Board member

Carsten Krogsgaard Thomsen  
Board member

Jesper Præstengaard  
Board member

Karen-Marie Katholm  
Board member

# Independent auditor's statement on the Remuneration Report

## To the shareholders of NTG Nordic Transport Group 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 2023, 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 2023.

We found no reason to point out any omissions with respect to the disclosures included in the remuneration report for 2023.

Copenhagen, 29 February 2024

## PricewaterhouseCoopers

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