

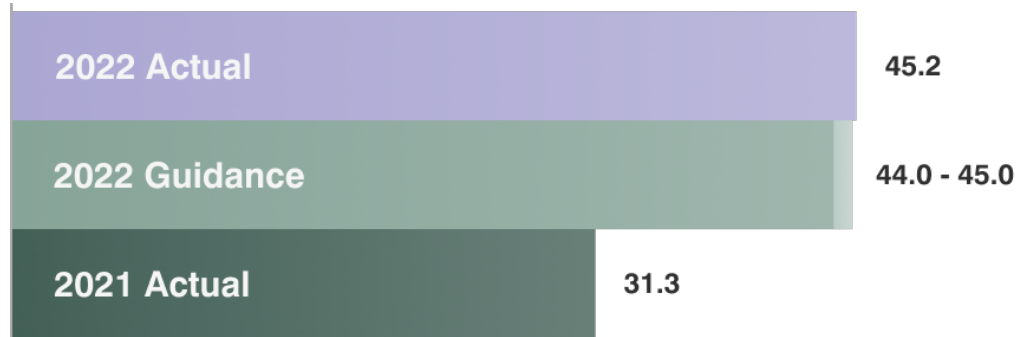
RELESYS REPORTS

Remuneration Report 2022



Highlights 2022

- Continued solid ARR growth of 44% year-on-year driven by strong growth in ARR from foreign markets of 83% year-on-year.
- Strong NRR of 116% driven by high ARR net uplift of 21% and low ARR churn of 5%.
- Free cash flow of DKKm -23.2 resulting in a FCF multiple of -1.7.
- End-of-year cash balance of DKKm 31.3, which is sufficient to take Relesys to positive cash flow.

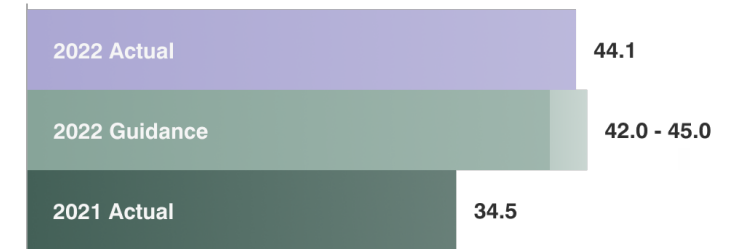


ANNUAL RECURRING REVENUE

ARR was up 44% year-on-year, which was in line with Relesys' latest guidance for the year. Furthermore, ARR of DKKm 45.2 was a significant improvement compared to the expectations prepared in the IPO prospectus (DKKm 40-42).

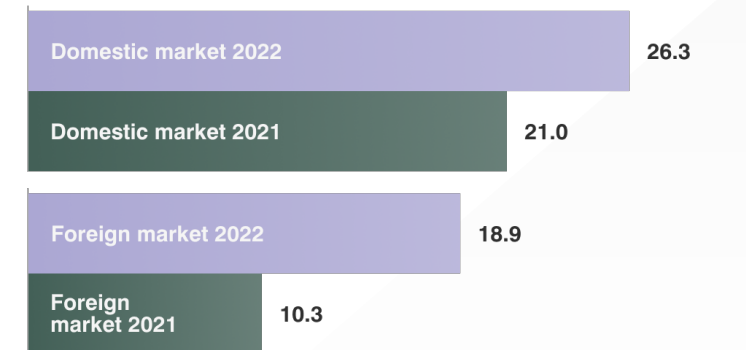
REVENUE

Revenue grew by 28% in 2022 which was in line with Relesys' latest guidance for the year. SaaS share of revenue was 87%.



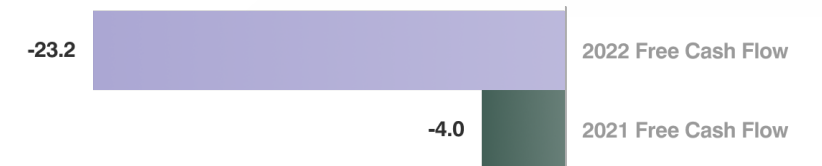
MARKETS

ARR growth of 44% year-on-year was compiled by ARR from foreign markets growing from DKKm 10.3 to DKKm 18.9 corresponding to 83% year-on-year growth. At the same time, ARR from the domestic market of Denmark grew by 25% year-on-year.



FREE CASH FLOW

Free cash flow was negatively impacted by the operating loss. Relesys' FCF multiple was -1.7 in 2022 compared to -0.4 in 2021. The negative free cash flow and FCF multiple were in accordance with the financial plan and growth strategy.



Remuneration 2022

Introduction

This remuneration report (the “Report”) provides an overview of the total remuneration received by each member of the board of directors (“Board”) and of the executive management (“Executive Management”) of Relesys A/S, CVR no. 36432772, (the “Company”) for the financial year 2022 with comparative figures for the past five financial years. The Executive Management includes the members of the executive management of the Company registered as such with the Danish Business Authority.

The remuneration of the Board and Executive Management during the past financial year has been provided in accordance with the remuneration policy of the Company approved by the annual general meeting on 1. November 2021, which is available on the Company’s website, <https://www.relesys.net/investors>, (the “Remuneration Policy”).

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 by supporting the Company’s long-term and short-term objectives.

The information included in the Report has been derived from the audited annual reports of the Company for the financial years 2022 available on the Company’s website, www.relesys.net/investors. All amounts are included in DKK.

Statement by the board

The Board has today approved the Company’s Report for the financial year 2022. The Report has been prepared in accordance with section 139 b of the Danish Companies Act and section 4.2.3 in Recommendations on Corporate Governance (“Recommendations”) issued by the Danish Corporate Governance Committee. 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 2022, 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 2022, 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 is submitted for an advisory vote at the annual general meeting to be held on April 27, 2023.

Nordhavn, 30 March 2023

Board of Directors:



Alexander T. Martensen-Larsen
Chairman



Thor Skov Jørgensen
Board Member



Lars Kristian Runov
Board Member



Claus Jul Christiansen
Board Member

Board of directors



Alexander Thomas Martensen-Larsen

CHAIRMAN

Gender: Male
Member since: 2021
Up for re-election: Yes
Born: 1975
Independency: Considered Independent
Number of shares: 80,000 shares

Skills and experience:

- Management experience from Managerial Duties and Directorships
- Strategy, business development and financial management
- Organizational transformation

Other Managerial duties and Board positions:

Chairman	NS Give Elementer A/S
Chairman	Lundsby Industri A/S
Chairman	GIVE ELEMENTFABRIK A/S
Chairman	The Jewellery Room ApS
Chairman	Give Elementer A/S
Vice chairman	Tiger of Sweden Denmark A/S
Vice chairman	BY MALENE BIRGER A/S
Vice chairman	Gubra ApS
CEO	AML ApS



Lars Kristian Runov

BOARD MEMBER

Gender: Male
Member since: 2021
Up for re-election: Yes
Born: 1970
Independency: Considered Independent
Number of shares: 160,000 shares

Skills and experience

- General international management experience
- Digital Business Development
- Go-to-market strategies, revenue growth, inbound marketing
- Vice President at Unity Technologies Inc. 2012-2016
- Chief Marketing Officer at Siteimprove A/S 2016-2018

Other Managerial duties and Board positions:

Member	T-Bone K/S
Member	Innoflow ApS
CEO	Presence ApS
CEO	CAS Presence ApS
CEO	CL Presence ApS



Claus Jul Christiansen

BOARD MEMBER

Gender: Male
Member since: 2021
Up for re-election: No
Born: 1966
Independency: Considered Independent
Number of shares: 93,868 shares

Skills and experience

- General international management experience
- Product Management, direct client sales and partnership management
- Various directorships within Microsoft Denmark 2010-2021

Other Managerial duties and Board positions:

Member	Acies A/S
Member	KONSOLIDATOR A/S
Member	UNIT IT A/S
CEO	WORKPOINT A/S



Thor Skov Jørgensen

BOARD MEMBER

Gender: Male
Member since: 2021
Up for re-election: Yes
Born: 1982
Independency: Considered Independent
Number of shares: 32,000 shares

Skills and experience:

- General international management experience
- Strategy, commercial excellence and change management
- Extensive knowledge of digital transformation in the retail industry

Other Managerial duties and Board positions:

Member	SKAGENFOOD A/S
CFO	OK a.m.b.a.



Resigned Jan 1, 2023

Camilla Simonsen

BOARD MEMBER

Gender: Female
Member since: 2021
Up for re-election: No
Born: 1981
Independency: Considered Independent
Number of shares: 80,000 shares

Skills and experience:

- General international management experience.
- Extensive sales experience and international expansion
- COO of Siteimprove A/S 2015 - 2021

Other Managerial duties and Board positions:

Member	Pleaz ApS
Member Chief of Staff	Siteimprove A/S

Board of directors (Continued)

FIXED ANNUAL FEE

Members of the Board receive a fixed annual base fee approved by the annual general meeting. This annual base fee shall be in line with market practice of comparable listed companies taking into account the required competencies, effort and scope of work of the members of the Board. The Chairman receives a multiplier of the annual base fee of 2.4, for his extended duties.

The following fees for the financial year 2022 were approved at the ordinary general meeting on April 27, 2022:

Board of directors	
Member	100,000 (base fee)
Chairman	240,000 (2.4 x base fee)

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, travel allowance and participation in relevant training. The Company pays social security contributions in respect of members of the Board not residing in Denmark.

TOTAL BOARD REMUNERATION 2022

Name and position	Annual remuneration
Alexander Thomas Martensen-Larsen, Chairman	210,000
Lars Kristian Runov, Board member	95,000
Claus Jul Christiansen, Board member	95,000
Thor Skov Jørgensen, Board member	95,000
Camilla Simonsen, Board member (resigned January 2023)	95,000
Total	590,000

CHANGES TO BOARD OF DIRECTORS

On September 2022, Relesys A/S announced a change to the Board of Directors, when Relesys A/S signed with the former member of the Board of Directors, Camilla Simonsen, to take on the role of Chief Commercial Officer (CCO). When Camilla resumed the role as CCO on January 1, 2023, Camilla simultaneously stepped down from her assignment as a member of the Board of Directors of Relesys A/S.

SHAREHOLDING REQUIREMENT

With a shared view to align the interests of the Company and its shareholders and the members of the Board, each member of the Board elected by the general meeting chose to invest in Company shares for an amount of no less than DKK 200,000 which is the equivalent of 2 times the annual base fee paid to an ordinary member of the Board according to the most recent annual report.

Executive management

The Board of Directors reviews Relesys A/S's remuneration policy, including remuneration of Executive Management on a yearly basis. The review must be based on market practice, the scope and nature of the work, the qualifications required and the performance of each individual executive. In addition, the Company's interest in attracting, motivating and maintaining qualified members of the Executive Management must in general be considered.

Members of the Executive Management may also be granted certain non-monetary benefits such as company car as well as other customary non-monetary employee benefits such as insurance, newspaper, telephone and internet access as approved by the Board.

The Board determines the terms governing pension and resignation based on the Remuneration Committee's recommendations. The ordinary notice period on the part of the Company cannot exceed 24 months. An executive may terminate his/her employment subject to at least an ordinary notice period of 12 months. The total value of remuneration relating to the notice period, including any severance pay, cannot exceed one year of remuneration, including all remuneration components, of the relevant member of the Executive Management.

The remuneration of the members of the Executive Management is assessed on an annual basis. The remuneration and the remuneration components are approved by the Board.

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 remuneration

- Base salary
- Pension contribution
- Benefits

Variable remuneration

- Bonus program
- Warrant program

Severance payment

The choice of these components creates a well-balanced remuneration package reflecting (i) individual performance and responsibility of the members of the Executive Management in relation to established goals and targets, both in the short and the longer term, and (ii) the Company's overall performance.

CHANGES TO MANAGEMENT

On February 1, 2022, Relesys A/S announced a change to the Executive Management Team, where Mads Stoffer Larsen entered to assist for the execution of the strategy, the objectives set for the business and the overall day-to-day management of the organization.

FIXED REMUNERATION

Base salary

The Executive Board's annual fixed salary is determined with a view to offering competitive remuneration to attract and retain qualified members of the Executive Board.

The Executive Board's annual fixed salary must be based on the individual member's responsibility, results and status within the Company.

Pension contribution

Every member of the Executive Management receives an annual fixed salary. The Company pays up to 7% of the fixed salary in pension contribution. Any additional payments shall be made on the own account of the members of the Executive Management.

Benefits

Members of the Executive Management are offered non-monetary benefits such as a company car as well as other customary nonmonetary employee benefits such as insurance, newspaper, telephone and internet access as approved by the Board.

VARIABLE REMUNERATION

The variable remuneration of the Executive Management is determined for the purpose of ensuring common interests between the Executive Management and the company's shareholders, including that both the company's short-term and long-term goals are met. The variable remuneration can consist of warrants and non-share-based bonus agreements.

Jesper Roesgaard and Jens Ole Lebeck are both major shareholders in Relesys A/S. It is considered that their financial interests are completely aligned with the company, and therefore no variable salary component has been offered. The terms of employment and remuneration for each member of Executive Management are agreed between the individual executive and the Board.

Bonus program

Mads was enrolled to a bonus plan where the KPI's measured were the company's total Annual Recurring Revenue (ARR) and cash position as of December.

The following KPI's were used in the program ended 31-12-2022:

- Total ARR at the end of the period
- Cash position at the end of the period

Warrant program

Granted warrants give a right but not a duty to subscribe for new shares in the company at an exercise price given in advance for a given exercise period.

The warrants mature by 1/48 every month over a period of four years after the date of grant, and must be exercised no later than five years after that date.

All granted warrants will lapse without further notice and compensation if the manager is summarily dismissed by the company.

In other resignation situations, all immature warrants will lapse immediately and without further compensation.

Executive management (Continued)

The value of the total annual grant to a member of the Executive Management under the company's long-term share-based incentive schemes can, at the time of the grant date, constitute up to 30% of the fixed annual salary of the individual member. The value of warrants is calculated by means of the Black-Scholes model.

SEVERANCE PAYMENT

The duration of contracts of employment with current members of the Executive Management is generally not limited and is subject to a term of notice for the Company of 24 months. However, for the CFO the term of notice for the Company is 8 months.

A Redundancy package may be offered to the members of the Executive Management. The aggregated value of remuneration for the individual member of the Executive Management regarding the period of notice including severance payment, cannot exceed the equivalent of 12 months fixed salary.

Total executive management remuneration 2022

Name and position	FIXED REMUNERATION				VARIABLE REMUNERATION			TOTAL	RATIO
	Base salary	Pension contribution	Benefits	Total	Cash bonus	Warrants	Total	Total remuneration	Proportion of fixed and variable remuneration
Jesper Roesgaard, CEO	1,680,000	117,600	316,294	2,113,894	-	-	-	2,113,894	100% / 0%
Jens Ole Lebeck, CCO	1,680,000	117,600	286,403	2,084,003	-	-	-	2,084,003	100% / 0%
Mads Stoffer Larsen, CFO ¹	1,075,901	78,400	2,750	1,157,051	275,000 ²	209,906 ³	484,906	1,641,957	70% / 30%
Total 2022	4,435,901	313,600	605,446	5,354,948	275,000	209,906	484,906	5,839,853	92% / 8%

¹ Entered the Executive Management in February 2023. The amounts that are disclosed represents eleven months of remuneration.

² Earned cash value of bonus based on 2022 performance to be paid out in 2023.

³ Stated in the Annual Report (note 6). In the Annual Report 2022, DKK'000 210 was expensed as total share-based payments. Expenses are amortised over the vesting period in accordance with IFRS 2. The Remuneration Report shows the value recognised in the year of the grant only.

Executive management (Continued)

Bonus program executive management 2022

Mads Stoffer Larsen, CFO ¹	KPI weight	Fulfilled?	Percentage fulfilled	Bonus payout (DKK) ²
Total ARR at the end of the period	75%	Fulfilled	100%	206,250
Cash position at the end of the period	25%	Fulfilled	100%	68,750

¹ Entered the Executive Management in February 2023. The amounts that are disclosed represents eleven months of bonus payout.

² Earned cash value of bonus based on 2022 performance to be paid out in 2023.

Warrant program executive management 2022

Name and position	Granted date	Vesting period	Exercise period	Number of warrants granted	Exercise price (DKK)
Mads Stoffer Larsen, CFO	7 November 2021	7 November 2021 to 7 November 2025	7 November 2025 to 7 November 2030	510,400	6.25

Granted warrants are valued using the Black-Scholes, cf. the valuation principles as laid down in the remuneration policy. The fair value at the time of grant amounts to DKK 1.025 per warrant for the grant made on November 7, 2021.

When calculating the value of the granted warrants, the following assumptions were used:

- Exercise price (DKK): 6.25
- Expected volatility rate (% p.a.): 20
- InterRisk-free interest rate (% p.a.): 0.23
- Expected warrant life (no. years): 4
- Average share price (DKK): 6.25

Overview and shares

COMPARATIVE OVERVIEW

The development of remuneration to the Board of Directors and Executive Management can be seen in the table below.

	2022	2021	Change in %
Net result before taxes for the Parent (DKK'000)	(28,699)	(4,045)	609%
Net result after taxes for the Parent (DKK'000)	(27,411)	(3,347)	719%
Net result before taxes for the Group (DKK'000)	(27,529)	(4,184)	558%
Net result after taxes for the Group (DKK'000)	(26,228)	(3,626)	623%

	2022	2021	Change in %
Annual recurring revenue (DKKm)	45.2	31.3	44%
Jesper Roesgaard, CEO	2,113,894	1,222,800	73%
Jens Ole Lebeck, CCO	2,084,003	1,504,083	39%
Mads Stoffer Larsen, CFO	1,641,957	n/a ¹	n/a ¹
Alexander Thomas Martensen-Larsen, Chairman	210,000	160,000 ²	31%
Lars Kristian Runov, Board member	95,000	40,000 ²	138%
Claus Jul Christiansen, Board member	95,000	40,000 ²	138%
Thor Skov Jørgensen, Board member	95,000	40,000 ²	138%
Average remuneration of Parent Employees (FTE)	526,561	408,111	29%
Average remuneration of Group Employees (FTE)	510,924	357,732	43%

¹ Entered the Executive Management in February 2023. Therefore, no comparison is applicable.

² The Board of Directors was established in 2021. The amount represents six months of remuneration.

BOARD'S AND EXECUTIVE MANAGEMENT'S AMOUNT OF SHARES

Amount of shares in the Company owned by members of the Board and Executive Management:

Name and position	SHARES			MARKET VALUE (DKK) ³	
	1. Jan 2022	Purchased	Sold	31. Dec 2022	End of year
Jesper Roesgaard, CEO	17,664,000	-	-	17,664,000	86,641,920
Jens Ole Lebeck, CCO	16,864,000	-	-	16,864,000	82,717,920
Mads Stoffer Larsen, CFO	-	-	-	-	-
Alexander T. Martensen-Larsen, Chairman	80,000	-	-	80,000	392,400
Lars Kristian Runov, Board member	160,000	-	-	160,000	784,800
Claus Jul Christiansen, Board member	80,000	13,868	-	93,868	460,423
Thor Skov Jørgensen, Board member	32,000	-	-	32,000	156,960

³ The market value at the end of the year is based on the official closing price on 30 December 2022.

COMPLIANCE WITH THE REMUNERATION POLICY

The remuneration of the Board and Executive Management for the financial year 2022 is consistent with the framework provided by the Remuneration Policy. There has been no deviation or derogation from the framework provided by the Remuneration Policy.