WIRTEK A/S

REPORTING ON THE RECOMMENDATIONS ON CORPORATE GOVERNANCE FOR LISTED GROWTH COMPANIES - ANNUAL REPORT 2023

Adopted by the Board of Directors in Wirtek as part of the publication of the annual report regarding fiscal year 2023 on 20 March 2024

Recommendation	Company complies	The company's explanation and plans		
		Why	How	Plans
1. Interaction with the company's shareholders, investors, and other stakeholders				
1.1 The Committee recommends that the company adopts a strategy for the company's equity story, which shall be made available on the company's website.	Compliant		The equity story of Wirtek is available on Wirtek's website and is being re-evaluated on a regular basis.	
1.2. The Committee recommends that the company adopts and disclose a policy for the company's corporate social responsibility, i.e., how the company benefits its customers and the surrounding society.	Compliant			
1.3. The Committee recommends that management, through ongoing dialogue, ensures shareholders and other stakeholders' relevant insight into the company's affairs, and that the Board of Directors acquaints with and includes the	Compliant		Wirtek's top management participates in regularmeetings with shareholders through external investor meetings and presentation. Feedback	

shareholders' opinions in its work, so that the Board of Directors can best represent the shareholders' views.			from such meetings is provided to the Board of Directors. Additionally, Wirtek monitors shareholder opinions from social medias and the medias in structured way.	
1.4. The Committee recommends that the company's ongoing news flow is consistent and easy to assess, including that the individual news shows how news in company announcements fits into the strategy and affects value creation.	Compliant			
1.5. The Committee recommends that the company adopts a communication strategy for the publication of information via company announcements, press releases, etc. as well as for communication via social media, chat rooms etc.	Compliant		The company has adopted and published an Investor Relations policy including Wirtek's minimal rules for communicating with its shareholders. The Investor Relations policy can be found on Wirtek's website.	

1.6. The Committee recommends that the company publish quarterly reports or, alternatively, quarterly updates, including mention of developments in the most important financial conditions (value-impacting factors).	Compliant		Wirtek publishes quarterly reports with comprehensive descriptions of state of the business and a financial overview.	
1.7. The Committee recommends that the company prepare profit guidance and that the guidance include the coming fiscal year.	Compliant		Wirtek publishes it's outlook for the fiscal year after the approval of the annual internal budget and after finalising the annual contract negotiations with the existing customers	
1.8. The Committee recommends that the company strive for the greatest possible transparency on ownership structure, management constraints and lock-up periods. Regarding the ownership structure, it is recommended to provide clear information about shareholders' stated ownership	Compliant		Wirtek publishes as part of the annual report major shareholder information including the shareholdings and warrants of the Board of Directors and Senior Management as well as a comprehensive	

shares (e.g., the information registered by the company with the Danish Business Authority) on the company's website, in addition to any information about ownership that major shareholders have consented to be disclosed on the company's website.			overview of all share-based incentive schemes. Major shareholders are disclosed on Wirtek's website	
1.9. The Committee recommends that if persons related to founders, majority shareholders, board members and members of the executive management are employed by the company, the Board of Directors must keep a list of these relationships and at least once a year assess whether it is still appropriate to maintain the employment relationships of the related parties.	Compliant		No related persons are employed by the company.	
2. The duties and responsibilities of the Board of Directors				
2.1. The Committee recommends that the Board of Directors be composed of competent board	Compliant			

members with relevant experience for the individual company (e.g., experience from a listed company, experience with internationalisation, business development, financial matters, etc.) and that the board's overall competence cover the company's needs.				
2.2. The Committee recommends that the Chair of the Board of Directors be independent and/or that at least half of the board members elected by the General Meeting are independent, so that the Board of Directors can act independently of special interests.	Compliant			
2.3. The Committee recommends that members of the executive management should not be included as part of the Board of Directors.	Compliant			
2.4. The Committee recommends that the Board of	Compliant		The Board of Directors evaluate the board	

Directors carry out a board evaluation once a year and that it, among other things, conducts a board evaluation, focuses on the recommendations on the board's work, efficiency, composition, and organization.			composition and work of the board internally on an annual basis.	
2.5. The Committee recommends that the Board of Directors at least once a year evaluates the work and results of the executive management in accordance with pre-established criteria, and that the Chair of the Board of Directors subsequently reviews this with the executive management.	Compliant		The Chair of the Board of Directors evaluates the work of the executive management as part of the annual discussion of variable compensation schemes.	
2.6. The Committee recommends that the Board of Directors prepare a budget for profit and cash flow, including a liquidity plan with sufficient liquidity buffer for the next 12 months.	Compliant		Wirtek creates annual budgets comprising profit loss statement, balance sheets and cash flow statements and performs scenario analysis on such budgets.	

2.7. The Committee recommends that the Board of Directors continuously assess the company's capital structure and capital needs and evaluate the financing structure and opportunities, while retaining existing and attracting new shareholders in order to achieve the desired shareholder structure.	Compliant		The Board of Directors regularly assess the company’s capital structure and capital needs.	
2.8. The Committee recommends that the company has a contingency procedure for takeover attempts that contains a "roadmap" for the matters that the Board of Directors should consider and decide on if a takeover bid has been made or the Board of Directors has a reasonable suspicion that a takeover bid may be made. This is particularly relevant if the market value of the company's shares is significantly below the company's own valuation of the company's value.	Non-compliant	The shareholdings of the Board of Directors and Senior management accounts for a substantial part of the total number of shares in the company. Any takeover bid will thus need a formal approval and endorsement of the Board of Directors and the		

		Executive management.		
2.9. The Committee recommends that the Board of Directors approves a policy for the company's corporate social responsibility, including social responsibility and sustainability, and that the policy is available in the management report and/or on the company's website.	Compliant			Wirtek has created an ESG-baseline for the future work with the ESG-agenda and the continued work with CSR will form an integral part of the ESG-agenda in Wirtek going forward.
2.10. The Committee recommends that the board prepares an annual wheel in which the individual responsibilities are incorporated and that the annual wheel is evaluated annually.	Compliant		The Board of Directors plans for 9 scheduled meetings annually and 1-2 annual on-site visits to our Romanian subsidiary. Additionally, the Board of Directors meet the entire management team regularly on a quarterly basis	
2.11. The Committee recommends that the Board of Directors at least once a year	Compliant		Wirtek has over the last few years improved the financial	

evaluates the ongoing reporting and decides on the content, format, and frequency.			reporting substantially. Commencing with the annual report for 2023, an ESG-baseline has been incorporated into the annual report.	
3. Remuneration of management				
3.1. The Committee recommends that share-based incentive programs be market-compliant, including that they are revolving, i.e., with periodic allocation, and are primarily long-term with an accrual or maturation period of at least three years.	Compliant		All share-based incentive programs are described in detail in the annual reports, and all existing incentive programs are revolving and long-term	
3.2. The Committee recommends that the variable part of the remuneration has a ceiling at the time of award and that there is transparency about the potential value at the time of utilization under respectively, pessimistic, expected, and optimistic scenarios.	Non-compliant	The current shares-based incentive programs aimed at employees and management member by nature has no limits. Personal bonuses schemes at		

		management and employee levels all have a limit amount.		
3.3. The Committee recommends that the company prepares a remuneration policy, that the remuneration policy is market-compliant and that the variable part of the remuneration is linked to the most important value-creating conditions for the company, including relevant financial conditions and ESG key figures.	Non-compliant	The current remuneration policy is mainly focused on the financial performance of the company.		In 2024 a Remuneration Commitee will be formed within the Board of Directors and subsequently a remuneration policy will be published. The most important ESG key figures will be integrated into the remuneration policy.
3.4. The Committee recommends that the total value of the executive management's remuneration for the notice period, including severance pay, is market-compliant and does not exceed two years' remuneration including all remuneration shares.	Compliant			
3.5. In order to align the risk profile of the Board of Directors	Compliant		Starting in 2021, Wirtek implemented a	

with that of shareholders and to attract qualified board competencies, the Committee recommends that variable remuneration in the form of long-term incentive programmes be considered as an element of the Board of Directors' total remuneration.			market compliant long-term incentive program for top management level including the Board of Directors.	
3.6. The Committee recommends that the annual report should include transparency regarding executive and board remuneration, including the size and possible dilution effect of incentive programs.	Non-compliant	The remuneration of the executive level and Board level is not made public. However, the possible dilution effects of all incentive programs are made public.		Wirtek plans to seek a listing on Nasdaq main market in Copenhagen no later than by the end of 2025. Full remuneration reports will be made available as part of the preparation for a listing on Nasdaq main market.
4. Risk management				
4.1. The Committee recommends that the Board of Directors consider, based on the company's strategy and business	Compliant		The most significant risks related to Wirteks business have been identified and is	

models, the most important strategic, operational, and financial risks (e.g., the company's financial leverage and interest rate and foreign exchange risks).			described in detail in the annual report.	
4.2. In order to reduce the company's cost of capital, the Committee recommends that the company explain in the management report the principal risks and the company's risk management and provide sensitivity analyses for the most important risk conditions.	Non-compliant	Wirtek describes the principal risks in its annual report but does not provide sensitivity analyses on the principal risks		Wirtek is on a regular basis updating its internal control and finance system and updated sensitivity analysis will be implemented