

CHR. HANSEN 2021/22

Remuneration Report

Company reg. no. 28318677

CHR HANSEN

Improving food & health

Table of contents

1 Introduction by the Remuneration Committee Chair	3	4 Remuneration of the Executive Board.....	8	5 Remuneration Comparison Five Years	16
2 Remuneration of the Board and the Executive Board	4	4.1 Executive Board	8	6 Compliance with Remuneration Policy	19
2.1 Remuneration objectives	4	4.2 Remuneration.....	8	7 Independent Auditor's Statement on the Remuneration Report ...	20
2.2 Remuneration Policy	4	4.3 Fixed Base Salary	12	8 The Board of Director's Statement on the Report.....	21
2.3 Remuneration Committee.....	4	4.4 Pension Contribution	12		
2.4 Advisory vote on the Remuneration Report 2020/21	4	4.5 Termination and Severance Payments	12		
3 Remuneration of the Board of Directors.....	5	4.6 Non-Monetary Benefits	12		
3.1 Board of Directors.....	5	4.7 Claw-Back	12		
3.2 Remuneration.....	5	4.8 Annual Bonus - Short-term Incentive	12		
3.3 Shareholding requirement & shareholdings	7	4.9 Matching Shares Program - Long-term Incentive 2021 Program.....	13		

In accordance with the European Commission Guidelines on the standardized presentation of the remuneration report under Directive 2007/36/EC, sign-on bonus with multi-year payments are included in year of grant (in previous Remuneration reports, cash bonus was included in year of payment). Comparison figures have been adjusted accordingly.

This remuneration report (the "Report") provides an overview of the total remuneration received by each member of the Board of Directors (the "Board") and of the Executive Board of Chr. Hansen Holding A/S, CVR no. 28318677, (Chr. Hansen or the "Company") during the 2021/22 financial year with comparative figures for past financial years where relevant. The Executive Board consists of all executives registered as executives with the Danish Business Authority.

The Report has been prepared in accordance with section 139b of the Danish Companies Act (the "DCA") and the European Commission Guidelines on the standardized presentation of the remuneration report under Directive 2007/36/EC, as amended by Directive (EU) 2017/828 as regards the encouragement of long-term shareholder engagement.

The information provided in the Report was primarily derived from the audited annual reports of the Company for the financial years 2018/19 to 2021/22, which are available on the Company's website, www.chr-hansen.com. All amounts are stated in EUR, gross, unless otherwise indicated.

The Report was updated on November 18, 2022. In the table 9 on page 12 "Achievement of Financial KPIs vs. target" Threshold for EBIT before special items has been corrected to 288.9m to accurately reflect the bonus plan of FY22. (Previous Threshold 228.9m)

1 Introduction by the Remuneration Committee Chair

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present Chr. Hansen's 2021/22 Remuneration Report, the purpose of which is to give a transparent overview of the remuneration of our Board of Directors and Executive Board.

Solid performance in yet another challenging year

Thanks to our highly engaged workforce, Chr. Hansen delivered a solid performance this year, despite being faced with many challenges. We continued to see the impact of COVID-19 on our employees and their ability to connect with both colleagues and customers. The macroeconomic uncertainties with historically high inflation rates, increased input costs and supply chain disruptions were additional factors that created an unusual volatile business environment. Yet, the Executive Management and our skilled workforce steered us through the turbulent times and closed out the financial year with good results.

Increased employee turnover and volatile pay markets

Like many other companies globally, we saw an increase in employee turnover, although at varying degrees across our locations. For the employee groups and countries most impacted, local actions were put in place. Fortunately, our employee engagement survey results remained at a stable high level throughout the year, supported by our strong culture.

Additional pressure came from the inflation pressure felt by our employees, and volatility in the global salary market. Focused efforts to monitor the market movements more closely were initiated to enable us to act swiftly on sudden changes.

Forging stronger links between work culture, equity and remuneration

The labor market evolved during the year, as did the expectations from our current and future employees. Flexible workplaces, human-centric leadership and employee well-being became common requirements that we needed to address in order to attract and retain talent. Our Diversity, Equity and Inclusion (DEI) commitment forms an integral part of our remuneration through, for instance, the gender pay gap target and related actions, as well as our efforts to ensure diversity in recruitment and promotion.

Robust executive rewards building on financial as well as non-financial targets

Since a robust remuneration composition was put in place in 2020/21, no adjustments were made this year. Our executive reward continues to be composed of three key pillars: shared team incentive targets, ESG elements in the short-term incentives, and a pay-for-performance principle. For the short-term incentives, financial targets weigh 80% and non-financial targets including ESG weigh 20%.



We believe linking ESG to incentives is a prerequisite for running a successful business in what the United Nations has declared the Decade of Action.

We will continue to focus on having competitive remuneration programs with clear links to performance, thus ensuring that we have shareholders interest as an important priority. We believe this is demonstrated in the remuneration outcome for 2021/22 aligning pay-outs with both the long- and short-term interests of our shareholders.

Dominique Reiniche
Chair of the Remuneration Committee

2 Remuneration of the Board and the Executive Board

2.1 Remuneration objectives

The remuneration of the Board and the Executive Board is designed to contribute to ensuring that Chr. Hansen can attract and retain highly qualified individuals to its Board and Executive Board. The remuneration and its composition are structured to suitably align the interests of management and shareholders. In this context, remuneration should contribute to promoting the strategy, long-term sustainability and creation of value at Chr. Hansen by supporting the Company's long-term and short-term objectives.

2.2 Remuneration Policy

The Remuneration Policy forms the basis for the framework governing remuneration of the Board and the Executive Board. The policy is available at: www.chr-hansen.com/en/investors/governance/remuneration.

The Remuneration Policy was last updated at the November 24, 2021, Annual General Meeting. Due to developments in the insurance market with regard to pricing and the terms and conditions of directors' and officers' insurance for listed companies, the Board of Directors were given an indemnification authorization covering members of the Board of Directors and the Executive Board under certain specific circumstances. The purpose was to ensure the Company's ability to continue to attract talent and offer appropriate coverage and protection to the Board of Directors and the Executive Board. All other remuneration elements were unchanged compared to the previous policy approved at the Annual General Meeting on November 27, 2019.

2.3 Remuneration Committee

The Board has established a Remuneration Committee to assist the Board of Directors in meeting its responsibilities with respect to establishing, implementing and executing its Remuneration Policy for the members of the Board, its committees and the Executive Board. The committee supervises the preparation of the annual Remuneration Report.

To read more about the charter of the Remuneration Committee and the key matters handled by the Remuneration Committee in 2021/22, please refer to: www.chr-hansen.com/en/about-us/management/board-committees.

2.4 Advisory vote on the Remuneration Report 2020/21

The Remuneration Report 2020/21 was subject to an advisory vote at the November 2021 Annual General Meeting and was approved by 94.7% (2019/2020 93.5%) of the votes cast. No comments were put forward by shareholders at the meeting.



3 Remuneration of the Board of Directors

3.1 Board of Directors

At the Annual General Meeting on November 24, 2021, Mark Wilson stepped down as board member. On the same date, having been elected by the employees, Karen Lauesen and Casper Lynghøj Giedo replaced Per Poulsen and Lisbeth Grubov as employee representatives. On May 1, 2022 Lillie Li Valeur stepped down as board member.

As per August 31, 2022 the Board consisted of:

- Dominique Reiniche, Chair
- Jesper Brandgaard, Vice Chair
- Luis Cantarell, board member
- Casper Lynghøj Giedo, board member (employee representative)
- Charlotte Hemmingsen, board member (employee representative)
- Lise Kaae, board member
- Heidi Kleinbach-Sauter, board member
- Kevin Lane, board member
- Karen Lauesen, board member (employee representative)
- Kim Ib Sørensen, board member (employee representative)

3.2 Remuneration

Members of the Board receive a cash fee but no incentive-based remuneration.

The remuneration is composed of a fixed annual base fee that is the same for all board members. In addition, the Chair and the Vice Chair of the Board and board members serving on permanent committees receive annual supplementary fees. Committee chairs receive a higher supplementary fee.

Fees to members of the Board of Directors, both base fees and fees for committee work, are assessed on an ongoing basis in light of the remuneration levels of other Danish C25 companies with international activities, to ensure market-aligned remuneration.

The amount of the fixed annual base fee and supplementary fees for the current financial year must be approved at a general meeting, based on a proposal from the Board of Directors that is based on a recommendation by the Remuneration Committee.

If the Board instructs a board member to perform specific tasks on an ad hoc basis, which fall outside the scope of the Board's ordinary duties, the board member in question may – subject to the prior or subsequent approval at a general meeting – receive separate supplementary remuneration for such services.

In 2021, the Remuneration Committee proposed, based on a comparison with board fees in other Danish C25 companies, an increase of 5% of the board and committee fees. At the time, fees had not been changed for five years.

The following board fees for 2021/22 were approved at the Annual General Meeting held on November 24, 2021:

Table 1: Annual Board Fees

	Board	Audit Committee	Nomination Committee	Remuneration Committee	Science & Innovation Committee
Member	EUR 56,400 DKK 420,000 (base fee)	EUR 21,200 DKK 157,500 (0.3750x)	EUR 17,600 DKK 131,250 (0.3125x)	EUR 17,600 DKK 131,250 (0.3125x)	EUR 21,200 DKK 157,500 (0.3750x)
Chair	EUR 169,300 DKK 1,260,000 (3x base fee)	EUR 42,300 DKK 315,000 (0.7500x)	EUR 28,200 DKK 210,000 (0.5000x)	EUR 35,300 DKK 262,500 (0.6250x)	EUR 35,300 DKK 262,500 (0.6250x)
Vice Chair	EUR 112,900 DKK 840,000 (2x base fee)	N/A	N/A	N/A	N/A

Fees approved in DKK amounts are also shown in EUR for comparison purposes.

The Company reimburses board members for relevant expenses, such as travel and accommodation in connection with board and committee-related meetings as well as relevant education. In addition, board members receive a fixed travel allowance of DKK 22,500 (EUR 3,000) (unchanged from 2020/21) in connection with travel outside their country of residence to board and committee-related meetings, and DKK 37,500 (EUR 5,000) if board members are required to travel between continents (unchanged from 2020/21). Finally, the Company pays social security duties and similar taxes imposed by foreign authorities in relation to the board members' fees.

Shareholder-elected board members do not receive remuneration from subsidiaries of Chr. Hansen Holding A/S.

Table 2: Remuneration of Board Members (tEUR)

Name & Position. Committee memberships	Joined/Resigned	Annual Fee	Committee Fees	Travel Allowance	2021/22 Total	2020/21 Total	2019/20 Total
Dominique Reiniche, Chair							
Audit (m), Nomination (c), Remuneration (c)	Nov 2013	167	84	15	266	242	250
Jesper Brandgaard, Vice Chair							
Audit (m), Nomination (m)	Nov 2017	112	38	4	154	145	144
Luis Cantarell							
Remuneration (m), Science & Innovation (c)	Nov 2016	56	48	12	116	88	93
Casper Lynghøj Giedo							
Employee representative	Nov 2021	42	0	3	45	0	0
Charlotte Hemmingsen							
Employee representative	Nov 2017	56	0	3	59	54	54
Lise Kaae ¹⁾							
Audit (c), Remuneration (m)	Nov 2020	56	46	3	105	60	0
Heidi Kleinbach-Sauter							
Nomination (m) Science & Innovation (m)	Nov 2017	56	38	13	107	91	94
Kevin Lane							
Nomination (m) Science & Innovation (m)	Nov 2020	56	38	15	109	68	0
Karen Lauesen							
Employee representative	Nov 2021	42	0	3	45	0	0
Kim Ib Sørensen							
Employee representative	Nov 2017	56	0	3	59	54	54
Resigned board members							
Lisbeth Grubov	Feb 2010/Nov 2021	13	0	0	13	54	54
Per Poulsen	Nov 2013/Nov 2021	13	0	0	13	54	54
Niels Peder Nielsen	Nov 2018/Nov 2020				0	18	74
Lillie Li Valeur	Nov 2020/Apr 2022	37	25	0	62	68	0
Kristian Villumsen	Nov 2014/Nov 2020				0	17	76
Mark Wilson	Oct 2010/Nov 2021	13	9	0	22	106	129
Total²⁾		775	326	74	1,175	1,119	1,076

(c) Chair, (m) Member

¹⁾ Joined the Remuneration Committee in May 2022.

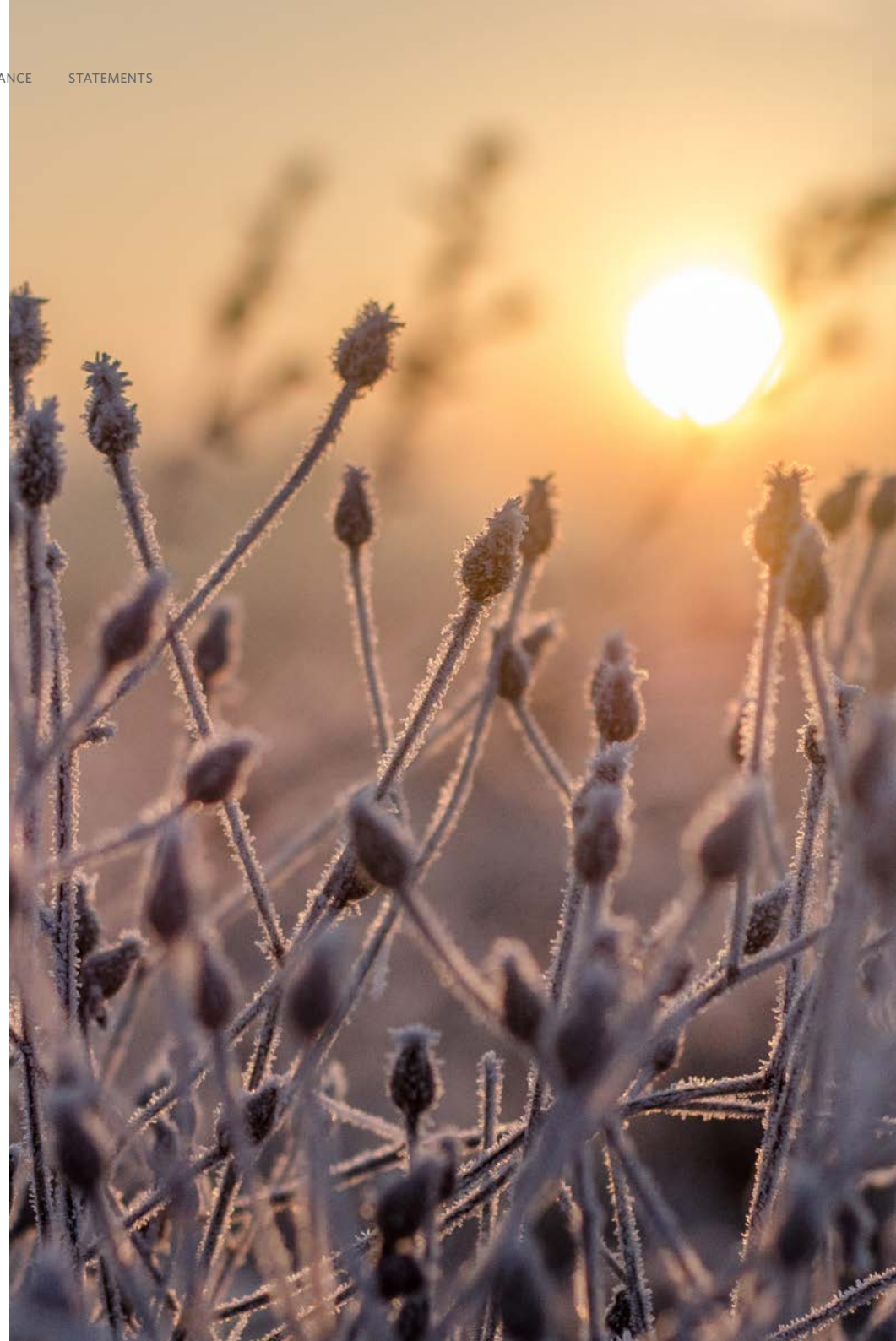
²⁾ In addition, EUR 43,000 was paid in 2021/22 in respect of individual board members' social security contributions (2020/21 EUR 116,000, and 2019/20 EUR 110,000).

3.3 Shareholding requirement & shareholdings

For the purpose of aligning the interests of the Company's shareholders with those of the members of the Board, the shareholder-elected members of the Board have all committed to purchasing shares corresponding to at least one year's base fee for an ordinary board member within 12 months of their appointment, and to maintain a shareholding corresponding to at least one year's base fee throughout the entire period of their board membership in accordance with an internal process.

Table 3: Board Member Shareholdings

Name	Beginning of year	Bought during the year	Sold during the year	End of year
Dominique Reiniche	2,462	0	0	2,462
Jesper Brandgaard	4,622	0	0	4,622
Luis Cantarell	2,200	0	0	2,200
Casper Lynghøj Giedo	0	20	0	20
Charlotte Hemmingsen	1,137	0	0	1,137
Lise Kaae	1,311	0	0	1,311
Heidi Kleinbach-Sauter	750	100	0	850
Kevin Lane	1,000	0	0	1,000
Karen Lauesen	0	53	0	53
Kim Ib Sørensen	100	0	0	100



4 Remuneration of the Executive Board

4.1 Executive Board

The following changes were made to the Executive Board in 2021/22:

On March 24, 2022, Executive Vice President & CSO Thomas Schäfer stepped down from the Executive Board.

As per August 31, 2022, the Executive Board consisted of:

- Mauricio Graber, President & Chief Executive Officer (CEO)
- Lise Skaarup Mortensen, Executive Vice President & Chief Financial Officer (CFO)



4.2 Remuneration

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

- fixed base salary
- pension contribution
- short-term incentive remuneration consisting of annual cash pay-outs and grants of RSUs
- long-term incentive remuneration consisting of participation in Matching Shares Programs
- termination and severance payments
- customary non-monetary employment benefits

The combination of these components creates a well-balanced remuneration package reflecting both (i) the individual performance and responsibilities of the members of the Executive Board in relation to defined short and long-term goals and targets, and (ii) the Company's overall performance.

The remuneration of members of the Executive Board is intended to contribute to ensuring that the Company can attract and retain highly qualified individuals. The remuneration and its composition are intended to suitably align the interests of management and shareholders. In this context, remuneration is intended to support motivation towards the achievement of strategic targets, long-term sustainability and creation of value for the Chr. Hansen Group by supporting the Group's long- and short-term objectives.

Remuneration of the Executive Board is proposed by the Remuneration Committee and subsequently approved by the Board.

The Executive Board's remuneration, including the nature and level of incentive pay, is assessed on an ongoing basis considering the remuneration levels of other Danish C25 companies with international activities, as well as European companies operating in similar industries as Chr. Hansen.

Executive Board members do not receive remuneration from subsidiaries of Chr. Hansen Holding A/S.

Table 4: Pay Elements

Element	Description	Level 2021/22
Base Salary	Fixed annual cash salary.	Reflecting competitive market standards and individual performance.
Pension	Defined contribution to company-designated pension provider or equivalent cash pension element.	20% of fixed base salary.
Short-Term Incentive	<p>Annual bonus based on group financial targets and shared non-financial targets.</p> <p>Minimum one-third of the bonus is deferred as RSUs, rest paid in cash.</p> <p>RSUs vest two years after the performance year during which they are earned. Vesting is subject to continued employment.</p> <p>Should a member of the Executive Board choose to defer a larger part of the annual bonus in the form of RSUs, a premium will be added to the RSU portion of the bonus.</p> <p>Cap of 120% of fixed base salary +pension for CEO and 95% for other members of the Executive Board.</p>	<p>Upon achievement of target performance, the target pay-out will be as follows: CEO: 70% of fixed base salary + pension CFO: 50% of fixed base salary + pension.</p> <p>Upon achievement of maximum performance, the pay-out will be as follows: CEO: 100% of fixed base salary+ pension. CFO: 71% of fixed base salary + pension.</p> <p>Premium for increased RSU part: Half in RSU (half in cash): +30% on RSU part. Two-thirds in RSU (one-third in cash): +50% on RSU part.</p>
Long-Term Incentive	<p>Matching Share Programs based on financial targets and retention.</p> <p>Requires that members of the Executive Board purchase Chr. Hansen investment shares.</p> <p>Matching shares vest three years after grant, with a minimum of 0.5 up to 7.5 matching shares being awarded per investment share based on KPI targets being achieved.</p>	<p>Required investment in Chr. Hansen shares by: CEO: 16% of fixed base salary + pension CFO: 12% of fixed base salary + pension.</p> <p>Upon achievement of target performance, the pay-out is five times the investment shares. CEO: 80% of fixed base salary + pension. CFO: 60% of fixed base salary + pension.</p> <p>Upon achievement of maximum performance, the pay-out is 7.5 times the investment shares. CEO: 120% of fixed base salary + pension. CFO: 90% of fixed base salary + pension.</p>
Benefits	Typical benefits, such as company car, medical examinations etc.	Market competitive levels.

Table 5: Remuneration of the Executive Board (tEUR)

2021/22. Name & Position	Base Salary	Pension	Fixed Base Salary+ Pension	Annual Cash Bonus 2021/22 ¹⁾	Annual RSU bonus 2021/22 ²⁾	Matching Shares Granted 2021 ³⁾	Other ⁴⁾	Sign-on bonus Special & Severance pay	Total	IFRS value ⁵⁾	Fixed% ⁶⁾	Variable%
Mauricio Graber, CEO	1,004	195	1,199	708	354	846	102	0	3,209	3,800	41%	59%
Lise Skaarup Mortensen, CFO	481	96	577	181	235	305	22	0	1,320	1,210	45%	55%
Thomas Schäfer, CSO ⁷⁾	198	40	238	0	0	216	13	1,110	1,577	2,100	54%	46%
Total	1,683	331	2,014	889	589	1,367	137	1,110	6,106	7,110	43%	57%

¹⁾ Earned cash value of bonus based on 2021/22 performance, to be paid in November 2022.

²⁾ Earned RSU value of bonus based on 2021/22 performance, to be granted in November 2022, vesting in November 2024.

³⁾ Expected value of granted Matching Shares Program in October 2021 - vesting in October 2024.

⁴⁾ Covers housing allowance, insurance, car and other amenities.

⁵⁾ Stated value in the annual report (note 2.3). In the 2020/2021 Annual report, EUR 1.55 million was expensed as total share-based payments to the Executive Board. The expenses related to incentive programs are amortized over the vesting period in accordance with IFRS 2 and adjusted for expected achievement of KPIs. IFRS values represent the value presented in the Annual Report. Hence, IFRS values consist of costs from the current year's award together with costs from previous programs vesting in the current year. The Remuneration Report shows values recognized in the year of award only.

⁶⁾ Includes Base Salary, Pension and Other in relation to Total excluding sign-on bonus & severance pay.

⁷⁾ Stepped down from the Executive Board March 24, 2022. 18 months of severance pay.

2020/21. Name & Position	Base Salary	Pension	Fixed Base Salary+ Pension	Annual Cash Bonus 2020/21 ¹⁾	Annual RSU bonus 2020/21 ²⁾	Matching Shares Granted 2020 ³⁾	Other ⁴⁾	Sign-on bonus, Special & Severance pay	Total	IFRS value ⁵⁾	Fixed% ⁶⁾	Variable%
Mauricio Graber, CEO	986	197	1,183	521	261	846	108	0	2,919	3,200	44%	56%
Lise Skaarup Mortensen, CFO ⁸⁾	392	78	470	161	81	302	28	651 ⁷⁾	1,693	930	48%	52%
Thomas Schäfer, CSO	324	65	389	63	189	216	22	0	879	760	47%	53%
Søren Westh Lonning, CFO ⁸⁾	78	16	94	47	0	0	3	0	144	150	67%	33%
Total	1,780	356	2,136	792	531	1,364	161	651	5,635	5,040	46%	54%

¹⁾ Earned cash value of bonus based on 2020/21 performance, paid in November 2021.

²⁾ Earned RSU value of bonus based on 2020/21 performance, granted in November 2021, vesting in November 2023.

³⁾ Expected value of granted Matching Shares Program in October 2020 - vesting in October 2023.

⁴⁾ Covers housing allowance, insurance, car and other amenities.

⁵⁾ Stated value in the annual report (note 2.3). In the 2020/2021 Annual report, EUR 1.50 million was expensed as total share-based payments to the Executive Board. The expenses related to incentive programs are amortized over the vesting period in accordance with IFRS 2 and adjusted for expected achievement of KPIs. IFRS values represent the value presented in the Annual Report. Hence, IFRS values consist of costs from the current year's award together with costs from previous programs, vesting in the current year. The Remuneration Report shows values recognized in the year of award only.

⁶⁾ Includes Base Salary, Pension and Other in relation to Total excluding Sign-on bonus & Severance pay.

⁷⁾ Includes sign-on bonus to cover loss of share-based incentive from previous employer awarded as RSU program with full vesting following three years of employment. Value at grant €651,000.

⁸⁾ Søren Westh Lonning resigned from the Executive Board on October 31, 2020. Lise Skaarup Mortensen joined the Executive Board on November 1, 2020.

Table 5: Remuneration of the Executive Board (continued) (tEUR)

2019/20. Name & Position	Base Salary	Pension	Fixed Base Salary+ Pension	Annual Cash Bonus 2019/20 ¹⁾	Annual RSU bonus 2019/20 ²⁾	Matching Shares Granted 2019 ³⁾	Other ⁴⁾	Sign-on bonus, Special & Severance pay	Total	IFRS value ⁵⁾	Fixed% ⁶⁾	Variable%
Mauricio Graber, CEO	969	194	1,163	571	286	687	141	0	2,848	2,810	45%	55%
Søren Westh Lonning, CFO ⁷⁾	466	93	559	289	0	250	25	0	1,123	810	52%	48%
Thomas Schäfer, CSO	283	57	340	57	170	154	24	0	745	550	49%	51%
Total	1,718	344	2,062	917	456	1,091	190	0	4,716	4,170	47%	53%

¹⁾ Earned cash value of bonus based on 2019/20 performance, paid in November 2020.

²⁾ Earned RSU value of bonus based on 2019/20 performance, granted in November 2020, vesting in November 2022.

³⁾ Expected value of granted Matching Shares Program in October 2019 - vesting in October 2022.

⁴⁾ Covers housing allowance, insurance, car and other amenities.

⁵⁾ Stated value in the annual report (note 2.3). In the 2019/20 Annual report, EUR 0.48 million was expensed as total share-based payments to the Executive Board. The expenses related to incentive programs are amortized over the vesting period in accordance with IFRS 2 and adjusted for expected achievement of KPIs. IFRS values represent the value presented in the Annual Report. Hence, IFRS values consist of costs from the current year's award together with costs from previous programs, vesting in the current year. The Remuneration Report shows values recognized in the year of award only.

⁶⁾ Includes Base Salary, Pension and Other in relation to Total excluding sign-on bonus & severance pay.

⁷⁾ Søren Westh Lonning resigned from the Executive Board on October 31, 2020. Bonus paid out in cash - no RSUs.

Table 6: Executive Board Member Shareholdings

Name	Beginning of year	Acquired during the year	Sold during the year	End of year
Mauricio Graber	25,842	5,074	0	30,916
Lise Skaarup Mortensen	725	918	0	1,643

4.3 Fixed Base Salary

The annual fixed base salary is intended to attract and retain competent key employees capable of contributing to the Company's ability to achieve its short- and long-term targets.

4.4 Pension Contribution

Members of the Executive Board are entitled to receive a pension contribution of up to 20% of their fixed base salary.

4.5 Termination and Severance Payments

Employment contracts with members of the Executive Board are ongoing (i.e. without a fixed term) and are subject to a maximum notice of termination of 18 months. Severance payments (including salary during applicable notice periods) cannot exceed an amount equal to the total remuneration of the relevant member of the Executive Board during the two-year period prior to termination.

4.6 Non-Monetary Benefits

Members of the Executive Board are offered customary non-monetary employment benefits such as a company car, insurance, newspaper subscriptions, telephony and internet access as approved by the Board.

4.7 Claw-Back

The Company may decide to reclaim incentive remuneration in full or in part in cases where a cash bonus or other incentive remuneration has been provided to a member of the Executive Board on the basis of data or accounts which subsequently prove to have been misstated. No incentive remuneration was reclaimed in the 2021/22 financial year.

4.8 Annual Bonus – Short-term Incentive

Members of the Executive Board may receive an annual bonus determined at the discretion of the Board. The annual bonus is intended to align the individual members' performance with the Company's short-term targets. Payment of the cash bonus thus depends on the achievement of objectives related to the achievement of the Company's budgeted results, financial ratios and other measurable personal results of a financial or non-financial nature, all of which reflect and support the Company's short-term objectives.

For the CEO, the amount of a bonus may not exceed 120% of the fixed annual base salary + pension. For other members of the Executive Board, bonus amounts may not exceed 95% of the annual fixed base salary + pension.

Table 7: Labor Market Peer Groups for Benchmarking

Primary Danish C25 Peers (excluding the financial sector)	A. P. Møller - Mærsk Ambu Bavarian Nordic Carlsberg Coloplast Demant DSV	FLSmidth Genmab GN Store Nord ISS Netcompany Novo Nordisk Novozymes	Pandora Rockwool International Royal Unibrew Vestas Wind Systems Ørsted
Secondary European peers	Agrana Barry Callebaut Corbion Croda International	DSM Evonik Industries Givaudan Glanbia	Kerry Group Novozymes Symrise Tate & Lyle

Table 8: KPIs Weight and Achievement for Annual Bonus, 2021/22

	KPI	Weight	Achieved of max
Group financial targets	Organic growth	40%	100%
	EBIT before special items	30%	74%
	Free Cash Flow b.a.s.i.	10%	100%
Group non-financial targets (equal weighting)	Customer Service	20%	77%
	Quality		
	Diversity		
	Safety		
	Sustainability		
Total Achievement		100%	88%

Table 9: Achievement of Financial KPIs vs. target

Financial KPI	Weight	Threshold 40% pay-out	Target 70% pay-out	Maximum 100% pay-out	Result
Organic growth	40%	5.0%	6.5%	8.0%	9.3%
EBIT before special items	30%	288.9m	321.0m	353.1m	325.8m
Free Cash Flow b.a.s.i.	10%	140.0m	155.0m	170.0m	172.1m

4.9 Matching Shares Program - Long-term Incentive 2021 Program

Individual members of the Executive Board may at the discretion of the Board be offered to participate in a Matching Shares Program. Participating members in this program are restricted to the Corporate Leadership Team including the Executive Board. Participants are offered the opportunity to acquire shares in the Company at their own expense, which after three years of ownership provides the right to receive between 0.5 and 7.5 Matching Shares per investment share, depending on the achievement of the defined performance criteria. Target value is 5.0 Matching Shares.

Participation in the Matching Shares Program is offered to members of the Executive Board as an element of remuneration to incentivize the Executive Board to stay focused on value creation and the achievement of the Company's long-term objectives. The entitlement to receive Matching Shares is determined based on the number of Company shares acquired, the participant's continued employment with the Company, and the achievement of targets as determined by the Board with respect to the Company's earnings and turnover and its share performance relative to the Company's long-term targets and shareholder interest.

The maximum number of Company shares which the participating member may transfer to a Matching Shares Program will be determined at the discretion of the Board. For the CEO, the fair value at time of grant cannot exceed 125% of the annual fixed base salary + pension. For other members of the Executive Board, the grant value cannot exceed 90% of the annual fixed base salary + pension.

Table 10: Structure of KPIs for the Matching Shares Grant 2021

	KPI	Matching Shares ¹⁾
Group financial targets	Organic growth	0-2.5
	EBIT before special items	0-2.5
	TSR ²⁾ performance vs. peer group	0-2.0
Retention	Ongoing employment	0.5
Total		0.5-7.5

¹⁾ Number of matching shares vs. each investment share.

²⁾ TSR: Total Shareholder Return.

Table 11: Peer Group for TSR Performance of Matchings Shares 2021

Agrana	DSM	Ingredion	Novozymes
Barry Callebaut	Evonik Industries	International Flavors	Sensient
Corbion	Givaudan	Kerry Group	Symrise
Croda International	Glanbia		Tate & Lyle

Table 12: Historic Performance of Matching Shares Programs

Program	Description of KPI	Total Matching Shares vested
2017	Organic growth, EBIT TSR, Retention	15% of max based on achievement of KPIs, Vested in Nov 2020
2018	Organic growth, EBIT TSR, Retention	9% of max based on achievement of KPIs, Vested in Oct 2021
2019	Organic growth, EBIT TSR, Retention	39% of max based on achievement of KPIs Vest in Oct 2022
2020	Organic growth, EBIT TSR, Retention	Vest in Oct 2023
2021	Organic growth, EBIT TSR, Retention	Vest in Oct 2024

Table 13: Achievement of KPIs for the 2019 Program Vesting October 2022

KPI	Number of matching Shares per investment Share				Percentage of max achieved
	Minimum	Threshold	Target	Maximum	
Organic growth	0.0	0.5	1.5	2.5	51%
EBIT before special items	0.0	0.5	1.5	2.5	45%
TSR ²⁾ performance	0.0	0.5	1.5	2.0	0%
Ongoing employment		0.5			100%
Total	0.5	2.0	5.0	7.5	
% of max	7%	27%	67%	100%	39%

Table 14: Maximum Matching Shares Programs of the Executive Board

Name and position	Program	Grant	Vest	Grant	Dividend Adjustments		Forfeited/ perf.adjusted	Exercised (this year)	Deposit as of Aug. 31, 2022 ¹⁾	Maximum market value Aug. 31, 2022 (tEUR) ²⁾	Value of exercised Matching Share - this year (tEUR) ³⁾
					Prev. years	Current Year					
Mauricio Graber, CEO	2018	Oct. 2018	Oct. 2021	10,984	199	0	10,166	1,017	0	0	68
	2019	Oct. 2019	Oct. 2022	15,968	91	66	0	0	16,125	1,037	0
	2020	Oct. 2020	Oct. 2023	15,233	37	69	0	0	15,339	986	0
	2021	Oct. 2021	Oct. 2024	19,110	0	84	0	0	19,194	1,234	0
Lise Skaarup Mortensen, CFO	2020	Oct. 2020	Oct. 2023	5,438	16	21	0	0	5,475	352	0
	2021	Oct. 2021	Oct. 2024	6,885	0	30	0	0	6,915	445	0
Total				73,618	343	270	10,166	1,017	63,048	4,054	68
Resigned Executive Board members											
Thomas Schäfer, CSO ⁴⁾	2018	Oct. 2018	Oct. 2021	2,343	55	0	2,180	218	0	0	14
	2019	Oct. 2019	Oct. 2022	3,570	30	15	0	0	3,615	232	0
	2020	Oct. 2020	Oct. 2023	3,885	15	24	0	0	3,924	252	0
	2021	Oct. 2021	Oct. 2024	4,875	0	24	0	0	4,899	315	0
Søren Westh Lonning ⁵⁾	2018	Oct. 2018	Oct. 2021	3,999	0	0	3,999	0	0	0	0
	2019	Oct. 2019	Oct. 2022	5,813	0	0	5,813	0	0	0	0
Christoffer Lorenzen ⁶⁾	2018	Oct. 2018	Oct. 2021	3,526	0	0	3,526	0	0	0	0
Total				28,011	100	63	15,518	218	12,438	799	14

¹⁾ Maximum Matching Shares if meeting maximum performance criteria at end of performance period.
²⁾ Value of maximum Matching Shares based on average share price in last quarter of 2021/22: €64.29.
³⁾ Value of exercised Matching Shares during 2021/22.
⁴⁾ Thomas Schäfer stepped down from the Executive Board on March 24, 2022
⁵⁾ Søren Westh Lonning resigned on October 31, 2020.
⁶⁾ Christoffer Lorenzen joined the Executive Board on February 1, 2018 and resigned on June 30, 2019.

Table 15: RSU Programs of the Executive Board

Name and position	Program ¹⁾	Grant	Final Vesting	Grant	Dividend Adjustment		Forfeited	Exercised		Deposit as of Aug. 31, 2022	Market value Aug. 31, 2022 (tEUR) ²⁾	Value of exercised RSUs - this year (tEUR) ³⁾
					Prev. Years	Current Year		Prev. Years	This Year			
Mauricio Graber, CEO	2017/18	Nov. 2018	Nov. 2021	3,149	46	0	0	2,125	1,070	0	0	72
	2018/19	Nov. 2019	Nov. 2021	2,912	75	0	0	0	2,987	0	0	202
	2019/20	Nov. 2020	Nov. 2022	3,063	36	40	0	0	0	3,139	202	0
	2020/21	Nov. 2021	Nov. 2023	3,427	0	44	0	0	0	3,471	223	0
Lise Skaarup Mortensen, CFO	2019/20 ⁴⁾	Nov. 2020	Nov. 2023	6,958	16	28	0	0	0	7,002	450	0
	2020/21	Nov. 2020	Nov. 2022	1,061	0	14	0	0	0	1,075	69	0
Total				20,570	173	126	0	2,125	4,057	14,687	944	274
Resigned Executive Board members												
Thomas Schäfer ⁵⁾	2017/18	Nov. 2018	Nov. 2021	454	6	0	0	307	153	0	0	11
	2018/19	Nov. 2019	Nov. 2021	1,639	42	0	0	0	1,681	0	0	116
	2019/20	Nov. 2020	Nov. 2022	1,827	22	24	0	0	0	1,873	120	0
	2020/21	Nov. 2021	Nov. 2023	2,480	0	32	0	0	0	2,512	161	0
Søren Westh Lønning ⁶⁾	2017/18	Nov. 2018	Nov. 2021	860	24	0	286	598	0	0	0	0
	2018/19	Nov. 2019	Nov. 2021	1,029	0	0	1,029	0	0	0	0	0
Total				8,289	94	56	1,315	905	1,834	4,385	281	127

¹⁾ Earned RSUs from STI 2021/22 not included, to be granted in November 2022.

²⁾ Value of RSUs based on average share price in last quarter of 2021/22: €64.29.

³⁾ Value of exercised RSUs during 2021/22.

⁴⁾ Program granted as sign-on bonus in connection with joining Chr. Hansen, as compensation for lost incentives from former employer.

⁵⁾ Thomas Schäfer stepped down from the Executive Board on March 24, 2022.

⁶⁾ Søren Westh Lønning resigned on October 31, 2020.

5 Remuneration Comparison Five Years

Board of Directors Total Fees (tEUR)

	2021/22	2020/21 ¹⁾	2019/20	2018/19	2017/18
Dominique Reiniche	266 +10%	242 -3%	250 +15%	217 +36%	160
Jesper Brandgaard	154 +6%	145 +1%	144 +13%	127 +59% ²⁾	60
Luis Cantarell	116 +32%	88 -5%	93 +6%	88 -2%	90
Casper Lynghøj Giodo ³⁾	45				
Charlotte Hemmingsen	59 +9%	54 0%	54 0%	54 +1% ²⁾	40
Lise Kaae	105 +31% ²⁾	60			
Heidi Kleinbach-Sauter	107 +18%	91 -3%	94 +8%	87 +9% ²⁾	60
Kevin Lane	109 +20% ²⁾	68			
Karen Lauesen ³⁾	45				
Kim Ib Sørensen	59 +9%	54 0%	54 -5%	57 +7% ²⁾	40

Board of Directors Total Fees (tEUR)

	2021/22	2020/21 ¹⁾	2019/20	2018/19	2017/18
Lisbeth Grubov	13 -4% ²⁾	54 0%	54 -5%	57 +1% ²⁾	40
Per Poulsen	13 -4% ²⁾	54 0%	54 0%	54 +1% ²⁾	60
Lillie Li Valeur ⁴⁾	62 +3% ²⁾	68			
Mark Willson	22 -17% ²⁾	106 -18%	129 0%	129 -1%	130
Niels Peder Nielsen		18 -3% ²⁾	74 +35% ²⁾	55	
Kristian Villumsen		17 -11% ²⁾	76 -16%	91 +1%	90
Ole Andersen				58 -3% ²⁾	240
Svend Laulund					10
Tina Mattila-Sandholm					20
Frédéric Stévenin					20
Total	1,175 +5.0%	1,119 +4.0%	1,076 +0.2%	1,074 +1.3%	1,060

¹⁾ 2021/22 financial year covers three of four quarters of the 2021/22 AGM cycle and one quarter of the 2020/21 AGM cycle.

²⁾ Based on annualized values.

³⁾ Joined the Board on November 24, 2021.

⁴⁾ Stepped down from the Board May 1, 2022.

Executive Board Fixed Salary (tEUR)

	2021/22	2020/21	2019/20	2018/19	2017/18
Mauricio Graber, CEO ²⁾	1,199 +1%	1,183 +2%	1,163 +2%	1,144 0% ³⁾	286
Lise Skaarup Mortensen, CFO ⁴⁾	577 +2% ³⁾	470			
Thomas Schäfer, CSO ⁵⁾	238 +5% ³⁾	389 +14%	340 +6%	321 +2% ³⁾	262
Søren Westh Lonning, CFO ⁶⁾		94 +1% ³⁾	559 +5%	531 +20%	444
Christoffer Lorenzen, EVP ⁷⁾				404 +8% ³⁾	238
Cees de Jong, CEO ⁸⁾					724
Total	2,014 -5.7%	2,136 +3.6%	2,062 -14.1%	2,400 +22.8%	1,954

Executive Board Total Remuneration¹⁾ (tEUR)

	2021/22	2020/21	2019/20	2018/19	2017/18
Mauricio Graber, CEO ²⁾	3,209 +10%	2,919 +2%	2,848 +13%	2,531 +2% ³⁾	1,775 ⁹⁾
Lise Skaarup Mortensen, CFO ⁴⁾	1,320 +6% ³⁾	1,042 ¹⁰⁾			
Thomas Schäfer, CSO ⁵⁾	467 -9% ³⁾	879 +18%	745 +17%	636 3% ³⁾	539
Søren Westh Lonning, CFO ⁶⁾		144 -23% ³⁾	1,123 +16%	966 +11%	867
Christoffer Lorenzen, EVP ⁷⁾				756 +8% ³⁾	645
Cees de Jong, CEO ⁸⁾					1,636
Total	4,996 +0.2%	4,984 +5.7%	4,716 -3.5%	4,889 -10.5%	5,462

¹⁾ Excluding Sign-on bonus and Severance Pay.

²⁾ Mauricio Graber joined on June 1, 2018.

³⁾ Based on annualized values.

⁴⁾ Lise Skaarup Mortensen joined the Executive Board on November 1, 2020.

⁵⁾ Thomas Schäfer joined on November 1, 2017 and stepped down on March 31, 2021. In addition Severance pay of kEUR 1,110 was granted in 2021/22.

⁶⁾ Søren Westh Lonning resigned on October 31, 2020.

⁷⁾ Christoffer Lorenzen joined the Executive Board on February 1, 2018 and resigned on June 30, 2019.

⁸⁾ Cees de Jong resigned from the Executive Board on May 31, 2018.

⁹⁾ In addition, a sign-on bonus of kEUR 1,907 was granted for payment over four years to cover for loss of share-based incentive from previous employer.

¹⁰⁾ In addition, a sign-on bonus of kEUR 651 was granted as RSUs with full vesting after 3 years of employment as compensation for loss of Long Term Incentive with previous employer.

Financial Measures Chr. Hansen Group (EUR)

	2021/22	2020/21 ¹⁾	2019/20 ¹⁾	2018/19 ¹⁾	2017/18
Revenue	1,218m	1,208m	1,189m	1,161m	1,097m
Organic growth	9%	8%	5%	7%	9%
EBIT b.s.i. ²⁾	325,8m	319.4m	355.5m	343.2m	320.2m
EBIT margin	26.8%	26.4%	29.9%	29.6%	29.2%
Free Cash Flow b.a.s.i. ³⁾	172m	184m	245m	229m	196m
FTEs in Group	3,693	3,946	3,600	3,420	3,151
Average pay for company employees ^{4),7)}	92,000 +11%	83,000 -2%	85,000 +1%	84,000 0%	84,000
CEO pay-ratio ⁵⁾	1:35	1:35	1:34	1:30	1:41 ⁶⁾

Financial Measures Chr. Hansen Holding (EUR)

	2021/22	2020/21	2019/20	2018/19	2017/18
Revenue	0m 0%	0m 0%	0m 0%	0m 0%	0m
Profit for the year	147.5m -83%	847.9m +320%	201.7m +10%	182.6m +40%	130.8m
FTEs in Holding	78	71	68	67	56
Average pay for company employees ⁷⁾	195,000 -28%	271,000 +28%	212,000 -2%	217,000 -22%	279,000

¹⁾ The table includes both continuing and discontinued business to reflect the responsibility and performance of the Board of Directors and the Executive Board.

²⁾ b.s.i = before special items.

³⁾ b.a.s.i = before acquisitions and special items.

⁴⁾ Average pay excluding Board and Executive Board.

⁵⁾ Total remuneration excluding sign-on bonus for CEO divided by average pay for company employees.

⁶⁾ Aggregate of Mauricio Graber and Cees de Jong.

⁷⁾ Comparison figures restated for accurate comparison.

6 Compliance with Remuneration Policy

The remuneration of members of the Board and the Executive Board for the 2021/22 financial year is consistent with the scope of the Remuneration Policy. There was no deviation or derogation from the framework provided by the Remuneration Policy.



7 Independent Auditor's Statement on the Remuneration Report

To the Shareholders of Chr. Hansen Holding A/S

We have examined whether the remuneration report for Chr. Hansen Holding A/S for the financial year 1 September 2021 - 31 August 2022 contains the information required under section 139 b, subsection 3 of the Danish Companies Act.

We express reasonable assurance in our conclusion.

The Board of Directors' responsibility for the remuneration report

The Board of Directors is responsible for the preparation of the remuneration report in accordance with section 139 b, subsection 3 of the Danish Companies Act. The Board of Directors is also responsible for the internal control that the Board of Directors deems necessary to prepare the remuneration report without material misstatement, regardless of whether this is due to fraud or error.

Auditor's independence and quality management

We have complied with the independence requirements and other ethical requirements in the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and ethical requirements applicable in Denmark.

PricewaterhouseCoopers is subject to the International Standard on Quality Control, ISQC 1, and thus applies a comprehensive quality control system, including documented policies and procedures concerning compliance with ethical requirements, professional standards and current statutory requirements and other regulation.

Auditor's responsibility

Our responsibility is to express a conclusion on the remuneration report based on our examinations. We conducted our examinations in accordance with ISAE 3000 (revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and the

additional requirements applicable in Denmark to obtain reasonable assurance in respect of our conclusion.

As part of our examination, we checked whether the remuneration report contains the information required under section 139 b, subsection 3 of the Danish Companies Act, number 1 - 6, on the remuneration of each individual member of the Executive Board and the Board of Directors.

We believe that the procedures performed provide a sufficient basis for our conclusion. Our examinations have not included procedures to verify the accuracy and completeness of the information provided in the remuneration report, and therefore we do not express any conclusion in this regard.

Conclusion

In our opinion the remuneration report, in all material respects, contains the information required under the Danish Companies Act, section 139 b, subsection 3.

Hellerup, October 12, 2022

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab
CVR No 3377 1231

Kim Tromholt

State Authorised Public Accountant
mne33251

Allan Knudsen

State Authorised Public Accountant
mne29465

8 The Board of Director's Statement on the Report

The Board of Directors has today considered and adopted the Remuneration Report of Chr. Hansen Holding A/S for the financial year September 1, 2021 - August 31, 2022.

The report has been prepared in accordance with section 139 b of the Danish Companies Act (in Danish: 'Selskabsloven').

The Remuneration Report will be presented to the Annual General Meeting 2022 for an indicative vote.

Hoersholm, October 12, 2022

Board of Directors



Dominique Reiniche
Chair



Jesper Brandgaard
Vice Chair



Luis Cantarell



Casper Lynghøj Guido



Charlotte Hemmingsen



Lise Kaae



Heidi Kleinbach-Sauter



Kevin Lane



Karen Lauesen



Kim Ib Sørensen

Delivering value for more than 145 years

Chr. Hansen has been fermenting lactic acid bacteria for more than a century and working with clinically documented probiotics for more than 25 years.

We serve customers worldwide with expertise, new ideas, professional support and customized solutions – all aimed at ensuring superior product portfolios and business success in probiotics.

Chr. Hansen Holding A/S
Boege Allé 10-12
2970 Hoersholm
Denmark
Tel. +45 45 74 74 74
Company reg. no.: 28318677

Find and follow



www.chr-hansen.com



www.youtube.com/user/dkchrhansen



www.linkedin.com/company/chr-hansen-as



www.twitter.com/chr_hansen



www.facebook.com/chr.hansen.group



www.instagram.com/chr.hansen

CHR HANSEN

Improving food & health