

TRIFORK HOLDING AG

Corporate Governance Statement



1 Introduction

- 1.1** This Corporate Governance Statement for Trifork Holding AG, CHE-474.101.854 ("Trifork" or the "Company") has been prepared in connection with the initial public offering of the shares in the Company and will be effective on the first day of trading on Nasdaq Copenhagen A/S (the "IPO"). The Company and its direct and indirect consolidated subsidiaries are collectively referred to as the "Group". The Company will publish a statement relating to each financial year in connection with the publication of the Company's annual report.
- 1.2** The statement includes a description of the Company's management structure, a review of how the Company considers the Danish Recommendations on Corporate Governance issued by the Committee on Corporate Governance in December 2020 (the "Corporate Governance Recommendations") as well as a description of the main elements of the internal control and risk management systems in connection with the Company's financial reporting.

2 Management structures

- 2.1** The Company's board of directors (the "Board of Directors") is entrusted with the ultimate direction of the Group and has the ultimate responsibility for the business and affairs of the Group. The Board of Directors has in accordance with the Company's articles of association and its organisational rules delegated the operational management of the Company to the executive management (the "Executive Management"), which is headed by the Company's CEO. As of 29 April 2021, no person serves as a member of both the Board of Directors and the Executive Management.
- 2.2** The Board of Directors supervises the work of the Executive Management and is responsible for the overall management and strategic direction as well as financial and other material matters, including the appointment of the members of the Executive Management. It represents the Company vis-à-vis third parties and attends to all matters which have not been delegated to or reserved for another corporate body of the Company by law, the articles of association of the Company, the Company's organisational rules or by other internal regulations.

3 Board of directors

- 3.1** Pursuant to the articles of association, the Board of Directors shall consist of not less than three members elected by the Company's general meeting. Currently, the Board of Directors consists of five members, including a chairperson of the Board of Directors, elected by the general meeting. The Board of Directors elects a deputy chairperson of the Board of Directors among its members. Under the current Corporate Governance Recommendations, three members of the Board of Directors have been assessed by Trifork to be independent whereas Trifork has two members of the Board of Directors who are not considered independent.
- 3.2** The members of the Board of Directors comprise a group of professionally skilled business people also representing diversity and international experience.
- 3.3** The members of the Board of Directors elected by the general meeting are elected for a term of one year until the next annual general meeting. Members of the Board of Directors may be re-elected. The Board of Directors meets at least seven times a year and on an ad-hoc basis, if necessary.
- 3.4** The Board of Directors evaluates its work on an annual basis and describes the procedures for such evaluation as well as the overall outcome thereof in the annual report. The Board of Directors also conducts an annual review of the Board of Directors' performance, composition and achievements, including the competencies of each board member, and the cooperation with the Executive Management. Furthermore, the Board of Directors annually evaluates the work, performance and results of the Executive Management.

4 Board Committees

The Board of Directors has established an Audit and Risk Committee and a Nomination and Remuneration Committee for the purpose of assisting the Board of Directors with preparing decisions and submitting recommendations for the entire Board of Directors. Each of the committee has a charter setting forth, among other things, the composition, tasks, duties and responsibilities of the committee.

4.1 Audit and Risk Committee

4.1.1 The Audit and Risk Committee consists of three members, including a chairperson of the Audit and Risk Committee, appointed by and among the Board of Directors for a one-year term. The Audit and Risk Committee shall among others assist the Board of Directors with the oversight of the financial reporting process, the statutory audit of the Company's financial report, internal control and risk management systems, related party transactions, social and environmental reporting, the Company's whistleblowing procedures and complaints, the supervision of the external auditor's independence and the procedure for the election of the external auditor.

4.1.2 The Audit and Risk Committee meets at least four times a year and on an ad-hoc basis, if necessary. The Executive Management as well as members of the Board of Directors who are not also a member of the Audit and Risk Committee have an obligation to participate in the Audit and Risk Committee's meetings if so requested by the Audit and Risk Committee. As a rule, the Company's CFO shall generally be invited to attend the meetings of the Audit and Risk Committee. The Audit and Risk Committee shall meet with the Company's external auditor at least twice every year at which meetings (or the relevant part of

the meetings) the Executive Management must not be present.

4.1.3 The majority of the members of the Audit and Risk Committee meets the independence requirement set out in the Corporate Governance Recommendations.

4.2 Nomination and Remuneration Committee

4.2.1 The Nomination and Remuneration Committee consists of three members elected by the general meeting among the Board of Directors for a one-year term. The chairperson of the Nomination and Remuneration Committee is appointed by the general meeting. With respect to remuneration, the Nomination and Remuneration Committee, in particular, assists the Board of Directors in determining and reviewing the Company's remuneration strategy, remuneration policy and guidelines and the qualitative and quantitative criteria for compensation, and with the preparation of the proposals to the general meeting concerning the approval of the compensation of the Board of Directors and the Executive Management. With respect to nomination, the Nomination and Remuneration Committee, in particular, supports the Board of Directors in fulfilling its duties relating to succession planning and nomination on a Board of Directors and Executive Management level and annually presents recommendations to the Board of Directors on potential members of the Board of Directors up for election at the annual general meeting.

4.2.2 The Nomination and Remuneration Committee meets at least twice a year and on an ad-hoc basis, if necessary. The Executive Management as well as members of the Board of Directors who are not also a member of the Nomination and

Remuneration Committee have an obligation to participate in the Nomination and Remuneration Committee's meetings if so requested by the Nomination and Remuneration Committee.

4.2.3 The majority of the members of the Nomination and Remuneration Committee meets the independence requirement set out in the Corporate Governance Recommendations.

5 The executive management

5.1 The Executive Management, currently comprising the CEO and the CFO, is responsible for the day-to-day operations and management of the Company and is in charge of ensuring that the Company and its operations are compliant with applicable legislation as well as the Board of Directors' guidelines and instructions. Further, the Executive Management is responsible for implementing the strategy set by the Board of Directors, to make recommendations for amendments hereto and to ensure adequate reporting procedures are in place to provide the Board of Directors with the necessary knowledge about the Company and its business and operations. The Executive Management must also continuously assess the Company's financial position and ensure that its financial resources are adequate.

6 Internal control and financial reporting procedures

- 6.1** The Board of Directors, the Audit and Risk Committee and the Executive Management are ultimately responsible for the Company's risk management and internal controls in relation to its financial reporting. The Audit and Risk Committee and the Executive Management assist the Board of Directors in overseeing the reporting process and the most important risks involved in this respect. The Executive Management is responsible for the effectiveness of the internal controls and risk management and for the implementation of such controls aimed at mitigating the risk associated with the financial reporting.
- 6.2** The Company has internal control and financial reporting procedures aimed at enabling it to monitor its performance, operations, funding and risk. Currently, the Company does not have any internal audit function. The Board of Directors will continuously review the need for such function.

7 Recommendations on corporate governance

- 7.1** The Company is committed to exercising good corporate governance at all times and the Board of Directors will regularly assess rules, policies and practices according to the Corporate Governance Recommendations and other rules and regulations, applicable from time to time.
- 7.2** Under the Nordic Main Market Rulebook for Issuers of Shares on Nasdaq Copenhagen, the Company is permitted to apply either the corporate governance code of its home state, Switzerland, or the Corporate Governance Recommendations. As a company listed on Nasdaq Copenhagen A/S, the Company has chosen to apply the Corporate Governance Recommendations, which are available on the Committee on Corporate Governance's website www.corporategovernance.dk. Accordingly, the Company will report on its compliance with these recommendations according to the "comply or explain" principle. The Company's position on each recommendation is described in the following and reflects the situation at the time of the reporting.
- 7.3** The Company complies with the Corporate Governance Recommendations in all material respects.

Danish Recommendations on Corporate Governance

Recommendation	The company complies	The company explains ¹	
		Why	How
1 Interaction with the company’s shareholders, investors and other stakeholders			
1.1 Communication with the company’s shareholders, investors and other stakeholders			
1.1.1 The Committee recommends that the management through on-going dialogue and interaction ensures that shareholders, investors and other stakeholders gain the relevant insight into the company’s affairs, and that the board of directors obtains the possibility of hearing and including their views in its work.	X		
1.1.2 The Committee recommends that the company adopts policies on the company’s relationships with its shareholders, investors and if relevant other stakeholders in order to ensure that the various interests are included in the company’s considerations and that such policies are made available on the company’s website.	X		
1.1.3 The Committee recommends that the company publishes quarterly reports.	X		

Recommendation	The company complies	The company explains	
		Why	How
1.2 The general meeting			
<p>1.2.1 The Committee recommends that the board of directors organises the company’s general meeting in a manner that allows shareholders, who are unable to attend the meeting in person or are represented by proxy at the general meeting, to vote and raise questions to the management prior to or at the general meeting. The Committee recommends that the board of directors ensures that shareholders can observe the general meeting via webcast or other digital transmission.</p>	<p>X</p> <p>The Company complies with the recommendation, however, noting that voting by way of post or email is not possible under Swiss law. Still, the shareholders can instruct the independent proxy by mail or electronically to the same effect.</p>		
<p>1.2.2 The Committee recommends that proxies and postal votes to be used at the general meeting enable the shareholders to consider each individual item on the agenda.</p>	<p>X</p> <p>The Company complies with the recommendation, however, noting that voting by way of post or email is not possible under Swiss law. Still, the shareholders can instruct the independent proxy by mail or electronically to the same effect.</p>		
1.3 Takeover bids			
<p>1.3.1 The Committee recommends that the company has a procedure in place in the event of takeover bids, containing a “road map” covering matters for the board of directors to consider in the event of a takeover bid, or if the board of directors obtains reasonable grounds to suspect that a takeover bid may be submitted. In addition, it is recommended that it appears from the procedure that the board of directors abstains from countering any takeover bids by taking actions that seek to prevent the shareholders from deciding on the takeover bid, without the approval of the general meeting.</p>	<p>X</p>		

Recommendation	The company complies	The company explains	
		Why	How
1.4 Corporate Social Responsibility			
1.4.1 The Committee recommends that the board of directors adopts a policy for the company’s corporate social responsibility, including social responsibility and sustainability, and that the policy is available in the management commentary and/or on the company’s website. The Committee recommends that the board of directors ensures compliance with the policy.	X		
1.4.2 The Committee recommends that the board of directors adopts a tax policy to be made available on the company’s website.	X		
2 The duties and responsibilities of the board of directors			
2.1 Overall tasks and responsibilities			
2.1.1 The Committee recommends that the board of directors in support of the company’s statutory objects according to its articles of association and the long-term value creation considers the company’s purpose and ensures and promotes a good culture and sound values in the company. The company should provide an account thereof in the management commentary and/or on the company’s website.	X		
2.1.2 The Committee recommends that the board of directors at least once a year discusses and on a regular basis follows up on the company’s overall strategic targets in order to ensure the value creation in the company.	X		

Recommendation	The company complies	The company explains	
		Why	How
<p>2.1.3 The Committee recommends that the board of directors on a continuously basis takes steps to examine whether the company's share and capital structure supports the strategy and the long-term value creation in the interest of the company as well as the shareholders. The Committee recommends that the company gives an account thereof in the management commentary.</p>	X		
<p>2.1.4 The Committee recommends that the board of directors prepares and on an annual basis reviews guidelines for the executive management, including requirements in respect of the reporting to the board of directors.</p>	X		
2.2 Members of the board of directors			
<p>2.2.1 The Committee recommends that the board of directors, in addition to a chairperson, appoints a vice chairperson, who can step in if the chairperson is absent and who can generally act as the chairperson's close sparring partner.</p>	X		
<p>2.2.2 The Committee recommends that the chairperson in cooperation with the individual members of the board of directors ensures that the members up-date and supplement their knowledge of relevant matters, and that the members' special knowledge and qualifications are applied in the best possible manner.</p>	X		

Recommendation	The company complies	The company explains	
		Why	How
<p>2.2.3 The Committee recommends that if the board of directors, in exceptional cases, requests a member of the board of directors to take on special duties for the company, for instance, for a short period to take part in the daily management of the company, the board of directors should approve this in order to ensure that the board of directors maintains its independent overall management and control function. It is recommended that the company publishes any decision on allowing a member of the board of directors to take part in the daily management, including the expected duration thereof.</p>	X		
<p>3 The composition, organisation and evaluation of the board of directors</p>			
<p>3.1 Composition</p>			
<p>3.1.1 The Committee recommends that the board of directors on an annual basis reviews and in the management commentary and/or on the company's website states</p> <ul style="list-style-type: none"> ▪ which qualifications the board of directors should possess, collectively and individually, in order to perform its duties in the best possible manner, and ▪ the composition of and diversity on the board of directors. 	X		
<p>3.1.2 The Committee recommends that the board of directors on an annual basis discusses the company's activities in order to ensure relevant diversity at the different management levels of the company and adopts a diversity policy, which is included in the management commentary and/or available on the company's website.</p>	X		

Recommendation	The company complies	The company explains	
		Why	How
<p>3.1.3 The committee recommends that candidates for the board of directors are recruited based on a thorough process approved by the board of directors. The Committee recommends that in assessing candidates for the board of directors – in addition to individual competencies and qualifications – the need for continuity, renewal and diversity is also considered.</p>	X		
<p>3.1.4 The Committee recommends that the notice convening general meetings, where election of members to the board of directors is on the agenda – in addition to the statutory items – also includes a description of the proposed candidates’</p> <ul style="list-style-type: none"> ▪ qualifications, ▪ other managerial duties in commercial undertakings, including board committees, ▪ demanding organisational assignments and ▪ independence. 	X		
<p>3.1.5 The Committee recommends that members to the board of directors elected by the general meeting stand for election every year at the annual general meeting, and that the members are nominated and elected individually.</p>	X		

Recommendation	The company complies	The company explains	
		Why	How

3.2 The board of director’s independence

3.2.1 The Committee recommends that at least half of the members of the board of directors elected in general meeting are independent in order for the board of directors to be able to act independently avoiding conflicts of interests. X

In order to be independent, the member in question may not:

- be or within the past five years have been a member of the executive management or an executive employee in the company, a subsidiary or a group company,
- within the past five years have received large emoluments from the company/group, a subsidiary or a group company in another capacity than as member of the board of directors,
- represent or be associated with a controlling shareholder,
- within the past year have had a business relationship (e.g. personally or indirectly as a partner or an employee, shareholder, customer, supplier or member of a governing body in companies with similar relations) with the company, a subsidiary or a group company, which is significant for the company and/or the business relationship,
- be or within the past three years have been employed with or a partner in the same company as the company’s auditor elected in general meeting,
- be a CEO in a company with cross-memberships in the company’s management,
- have been a member of the board of directors for more than twelve years, or
- be closely related to persons, who are not independent, cf. the above-stated criteria.

Even if a member of the board of directors does not fall within the above-stated criteria, the board of directors may for other reasons decide that the member in question is not independent.

Recommendation	The company complies	The company explains	
		Why	How
<p>3.2.2 The Committee recommends that members of the executive management are not members of the board of directors and that members retiring from the executive management does not join the board of directors immediately thereafter.</p>	X		
<p>3.3 Members of the board of directors and the number of other managerial duties</p>			
<p>3.3.1 The Committee recommends that the board of directors and each of the members on the board of directors, in connection with the annual evaluation, cf. recommendation 3.5.1., assesses how much time is required to perform the board duties. The aim is for the individual member of the board of directors not to take on more managerial duties than the board member in question is able to perform in a satisfactory manner.</p>	X		
<p>3.3.2 The Committee recommends that the management commentary, in addition to the statutory requirements, contains the following information on the individual members of the board of directors:</p> <ul style="list-style-type: none"> ▪ position, age and gender, ▪ competencies and qualifications relevant to the company, ▪ independence, ▪ year of joining the board of directors, ▪ year of expiry of the current election period, ▪ participation in meetings of the board of directors and committee meetings, ▪ managerial duties in other commercial undertakings, including board committees, and demanding organisational assignments, and ▪ the number of shares, options, warrants, etc. that the member holds in the company and its group companies and any changes in such holdings during the financial year. 	X		

Recommendation	The company complies	The company explains	
		Why	How
3.4 Board committees			
<p>3.4.1 The Committee recommends that the management describes in the management commentary:</p> <ul style="list-style-type: none"> ▪ the board committees’ most significant activities and number of meetings in the past year, and ▪ the members on the individual board committees, including the chairperson and the independence of the members of the committee in question. <p>In addition, it is recommended that the board committees’ terms of reference are published on the company’s website.</p>	X		
<p>3.4.2 The Committee recommends that board committees solely consist of members of the board of directors and that the majority of the members of the board committees are independent.</p>	X		
<p>3.4.3 The Committee recommends that the board of directors establishes an audit committee and appoints a chairperson of the audit committee, who is not the chairperson of the board of directors. The Committee recommends that the audit committee, in addition to its statutory duties, assists the board of directors in:</p> <ul style="list-style-type: none"> ▪ supervising the correctness of the published financial information, including accounting practices in significant areas, significant accounting estimates and related party transactions, ▪ reviewing internal control and risk areas in order to ensure management of significant risks, including in relation to the announced financial outlook, ▪ assessing the need for internal audit, ▪ performing the evaluation of the auditor elected by the general meeting, 	X		

Recommendation	The company explains
	Why How
<ul style="list-style-type: none"> ▪ reviewing the auditor fee for the auditor elected by the general meeting, ▪ supervising the scope of the non-audit services performed by the auditor elected by the general meeting, and ▪ ensuring regular interaction between the auditor elected by the general meeting and the board of directors, for instance, that the board of directors and the audit committee at least once a year meet with the auditor without the executive management being present. <p>If the board of directors, based on a recommendation from the audit committee, decides to set up an internal audit function, the audit committee must:</p> <ul style="list-style-type: none"> ▪ prepare terms of reference and recommendations on the nomination, employment and dismissal of the head of the internal audit function and on the budget for the department, ▪ ensure that the internal audit function has sufficient resources and competencies to perform its role, and ▪ supervise the executive management’s follow-up on the conclusions and recommendations of the internal audit function. 	

Recommendation	The company complies	The company explains	
		Why	How
<p>3.4.4 The Committee recommends that the board of directors establishes a nomination committee to perform at least the following preparatory tasks:</p> <ul style="list-style-type: none"> ▪ describing the required qualifications for a given member of the board of directors and the executive management, the estimated time required for performing the duties of this member of the board of directors and the competencies, knowledge and experience that is or should be represented in the two management bodies, ▪ on an annual basis evaluating the board of directors and the executive management’s structure, size, composition and results and preparing recommendations for the board of directors for any changes, ▪ in cooperation with the chairperson handling the annual evaluation of the board of directors and assessing the individual management members’ competencies, knowledge, experience and succession as well as reporting on it to the board of directors, ▪ handling the recruitment of new members to the board of directors and the executive management and nominating candidates for the board of directors’ approval, ▪ ensuring that a succession plan for the executive management is in place, ▪ supervising executive managements’ policy for the engagement of executive employees, and ▪ supervising the preparation of a diversity policy for the board of directors’ approval. 	X		

Recommendation	The company complies	The company explains	
		Why	How
<p>3.4.5 The Committee recommends that the board of directors establishes a remuneration committee to perform at least the following preparatory tasks:</p> <ul style="list-style-type: none"> ▪ preparing a draft remuneration policy for the board of directors' approval prior to the presentation at the general meeting, ▪ providing a proposal to the board of directors on the remuneration of the members of the executive management, ▪ providing a proposal to the board of directors on the remuneration of the board of directors prior to the presentation at the general meeting, ▪ ensuring that the management's actual remuneration complies with the company's remuneration policy and the evaluation of the individual member's performance, and ▪ assisting in the preparation of the annual remuneration report for the board of directors' approval prior to the presentation for the general meeting's advisory vote. 	<p>X</p> <p>The Company complies with the recommendation, however, noting that the remuneration policy itself will not be approved by the general meeting, but the remuneration report, which refers to the remuneration policy, is subject to approval by the general meeting.</p>		
<p>3.5 Evaluation of the board of directors and the executive management</p>			

3.5.1 The Committee recommends that the board of directors once a year evaluates the board of directors and at least every three years engages external assistance in the evaluation. The Committee recommends that the evaluation focuses on the recommendations on the board of directors' work, efficiency, composition and organisation, cf. recommendations 3.1.-3.4. above, and that the evaluation as a minimum always includes the following topics:

- the composition of the board of directors with focus on competencies and diversity

X

Recommendation	The company complies	The company explains	
		Why	How
<ul style="list-style-type: none"> ▪ the board of directors and the individual member’s contribution and results, ▪ the cooperation on the board of directors and between the board of directors and the executive management, ▪ the chairperson’s leadership of the board of directors, ▪ the committee structure and the work in the committees, ▪ the organisation of the work of the board of directors and the quality of the material provided to the board of directors, and ▪ the board members’ preparation for and active participation in the meetings of the board of directors. 			
<p>3.5.2 The Committee recommends that the entire board of directors discusses the result of the evaluation of the board of directors and that the procedure for the evaluation and the general conclusions of the evaluation are described in the management commentary, on the company’s website and at the company’s general meeting.</p>	X		
<p>3.5.3 The Committee recommends that the board of directors at least once a year evaluates the work and results of the executive management according to pre-established criteria, and that the chairperson reviews the evaluation together with the executive management. In addition, the board of directors should on a continuous basis assess the need for changes in the structure and composition of the executive management, including in respect of diversity, succession planning and risks, in light of the company’s strategy.</p>	X		

Recommendation	The company complies	The company explains	
		Why	How
4 Remuneration of management			
4.1 Remuneration of the board of directors and the executive management			
4.1.1 The Committee recommends that the remuneration for the board of directors and the executive management and the other terms of employment/service is considered competitive and consistent with the company's long-term shareholder interests.	X		
4.1.2 The Committee recommends that share-based incentive schemes are revolving, i.e. that they are periodically granted, and that they primarily consist of long-term schemes with a vesting or maturity period of at least three years.	X		
4.1.3 The Committee recommends that the variable part of the remuneration has a cap at the time of grant, and that there is transparency in respect of the potential value at the time of exercise under pessimistic, expected and optimistic scenarios.	X		
4.1.4 The Committee recommends that the overall value of the remuneration for the notice period, including severance payment, in connection with a member of the executive management's departure, does not exceed two years' remuneration including all remuneration elements.	X		
4.1.5 The Committee recommends that members of the board of directors are not remunerated with share options and warrants.	X		

Recommendation	The company complies	The company explains	
		Why	How
<p>4.1.6 The Committee recommends that the company has the option to reclaim, in whole or in part, variable remuneration from the board of directors and the executive management if the remuneration granted, earned or paid was based on information, which subsequently proves to be incorrect, or if the recipient acted in bad faith in respect of other matters, which implied payment of a too large variable remuneration.</p>	X		
<p>5 Risk management</p> <p>5.1 Identification of risks and openness in respect of additional information</p>			
<p>5.1.1 The Committee recommends that the board of directors based on the company's strategy and business model considers, for instance, the most significant strategic, business, accounting and liquidity risks. The company should in the management commentary give an account of these risks and the company's risk management.</p>	X		
<p>5.1.2 The Committee recommends that the board of directors establishes a whistleblower scheme, giving the employees and other stakeholders the opportunity to report serious violations or suspicion thereof in an expedient and confidential manner, and that a procedure is in place for handling such whistleblower cases.</p>	X		

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...think software

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