

A photograph of a man and a woman smiling and laughing at a bar. They are surrounded by several glasses of Carlsberg beer. The scene is lit with warm, ambient lighting, suggesting a social gathering.

**CARLSBERG GROUP
REMUNERATION
REPORT 2023**



carlsberg

REMUNERATION REPORT

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OUR REMUNERATION

The Carlsberg Group's Remuneration Policy balances our short-term and long-term performance, taking into consideration our business strategy, our purpose of brewing for a better today and tomorrow, and our aim to deliver value for shareholders.

2023 was a year of change for the Carlsberg Group: we welcomed our new CEO and CFO, and it was the

first year of the revised strategy, SAIL'27.

After eight years as CEO of the Carlsberg Group, Cees 't Hart retired at the end of August. Cees leaves behind an impressive legacy, having delivered outstanding results during an important and challenging period of the Group's history.

The continued progress was also reflected in the results for 2023, with

profitability, revenue and cash flow exceeding expectations.

Despite significant headwinds during the three-year period ending in 2023 – the war in Ukraine, significant inflation and continuing COVID-19 impact in some markets – the business delivered strong results with very good progress for revenue, earnings and ROIC. These external uncertainties have impacted the Group's share price over the period,

resulting in total shareholder returns below the median for our peer group.

As further detailed in this report, we added environmental, social and governance (ESG) metrics to our long-term incentive scheme in 2023, emphasising the Group's long-term commitment to our Together Towards ZERO and Beyond programme. The top 150 leaders in the Carlsberg Group now have a shared incentive to reduce carbon emissions, tackle water waste, and further drive our diversity, equity & inclusion agenda.

As with the financial targets, the Board will continue to monitor progress on these key non-financial metrics to ensure that the Group will deliver on its ambitious ESG targets, including a net zero value chain by 2040.

The incentive payments to the Executive Board recognise the strong delivery of our business plans in a difficult trading environment.

The remuneration outlined in this report complies in full with the Carlsberg Group's approved Remuneration Policy.

UPDATING THE REMUNERATION POLICY

In line with external requirements, the Company has updated its Remuneration Policy, which will be voted on at the forthcoming Annual General Meeting.

The updated Remuneration Policy, along with a summary of the key proposed changes, will be made available prior to the Annual General Meeting.

Group performance

Performance indicator	2023 ¹	2022 ¹	2021 ²	2020 ²	2019 ²
Volume, organic growth	-0.5%	+5.7%	+7.4%	-3.8%	+0.1%
Revenue, organic growth	+9.2%	+15.6%	+10.0%	-8.4%	+3.2%
Operating profit, organic growth	+5.2%	+12.2%	+12.5%	-3.1%	+10.5%
Operating margin, reported	15.1%	16.3%	16.3%	16.6%	15.9%
Free cash flow, DKKm	4,878	9,884	8,876	5,057	9,962
Return on invested capital (ROIC)	14.5%	15.2%	10.3%	8.9%	8.8%

¹ As reported, continuing business. ²As reported, including Russia.



In 2023, we welcomed the Group's new CEO and CFO. Together with the Executive Committee and the extended leadership team, they will lead Carlsberg on the next step of the Group's growth journey, as set out by SAIL'27.

Richard Burrows
Chair of the Remuneration Committee

REMUNERATION COMMITTEE

The Carlsberg Group's remuneration approach is set out in the Remuneration Policy. It is designed to enable recruitment and retention of individuals with the expertise and ability required to run a growing international company, and to do so in a way that drives our business success and rewards executives when shareholders are rewarded. Levels of fixed remuneration are set based on individuals' experience and contribution, and in the context of the external market.

While we do not seek to adhere rigidly to market benchmarks, we monitor and take into account pay levels and incentive opportunities in

the principal markets from which we recruit: our European brewing and spirits peers, the consumer goods sector, as well as companies across industry sectors in the Nordic region.

Many of our investors – including our majority shareholder – are long-term holders of our shares. We want our executives to share our shareholders' perspective and believe remuneration should align their interests accordingly. The balance between the short-term remuneration package and long-term share-based pay and shareholding requirements strengthens this alignment.

The Remuneration Committee did not propose any changes to the pay structure in 2023 and confirms that there were no deviations from the Remuneration Policy in 2023.

The Company's full Remuneration Policy for the Supervisory Board and Executive Board as well as guidelines for incentive schemes as approved by the Annual General Meeting on 13 March 2023 are available on the Company's website.

MAIN ACTIVITIES IN 2023

In 2023, the main activities of the Remuneration Committee were:

- Finalising terms and conditions for Jacob Aarup-Andersen as the new Chief Executive Officer, effective 1 September 2023.
- Approving the treatment of Cees 't Hart's terms and conditions in relation to his retirement and ensuring a smooth transition to Jacob Aarup-Andersen.
- Reviewing the Company's Remuneration Policy to reflect both stakeholder input and external best practice. The revised policy will be up for vote at the forthcoming AGM.
- Moving ESG targets into the long-term incentive scheme (LTI) with effect from the grant made in 2023.
- Increasing the revenue growth targets in the long-term incentive scheme, to reflect our SAIL'27 ambition.
- Revising the total shareholder return (TSR) peer group in the LTI to better reflect our most direct global competitors.

Remuneration Committee meetings

Committee member

Richard Burrows (Chair)

Magdi Batato¹

Søren-Peter Fuchs Olesen

Henrik Poulsen¹

Committee meetings attended



¹ Independent. Attended meeting.

THE COMMITTEE'S RESPONSIBILITIES

The Carlsberg Group's Remuneration Committee is responsible for the Remuneration Policy (including the general guidelines for incentive programmes) for all members of the Supervisory Board and the Executive Board, for making proposals on changes to the Remuneration Policy, and for obtaining the approval of the Supervisory Board prior to seeking shareholders' approval at the Annual General Meeting.

The Committee is responsible for making proposals to the Supervisory Board on the actual structure and content of the remuneration packages of members of the Supervisory Board and the Executive Board, in accordance with the policy approved by the shareholders.

The Committee advises the Supervisory Board on any major changes to the policy on senior employee remuneration structures for the Group, including for the Executive Committee. The Committee's Terms of Reference, which govern how it operates, are approved by the Supervisory Board and are available on the Company's website.

REMUNERATION OF THE SUPERVISORY BOARD

The members of the Supervisory Board of Carlsberg A/S are remunerated for duties performed in the Company.

The remuneration of the Supervisory Board consists of a fixed annual base fee. The Chair receives a single fee of four-and-a-half times the base fee with no additional fees for any committee work.

The fees are reviewed, but not necessarily increased, each year, taking into account market practice

with reference to an international peer group, as well as the need to attract and retain high-calibre individuals.

Members of the Supervisory Board are not included in share incentive schemes, retirement benefit plans or other benefit plans.

REMUNERATION IN 2023

The remuneration of the Supervisory Board for 2023 was approved by the Annual General Meeting on 13 March 2023.

The fees for members of the Supervisory Board for the financial year 2023 and additional fees are shown in the table on page 6.

BOARD SHAREHOLDINGS

The number of shares in Carlsberg A/S held by Supervisory Board members, including holdings of related parties, is shown in the table below.

No member of the Supervisory Board owns shares or bonds in any of the subsidiaries or associates of Carlsberg A/S.

Supervisory Board remuneration

	Base fee (DKK thousand)	Additional fee (as % of base fee)
All Supervisory Board members	455	
Chair of the Supervisory Board		350%
Deputy Chair of the Supervisory Board		100%
Chair of the Audit Committee		113%
Chairs of the Remuneration Committee and of the People & Culture Committee		50%
Members of the Audit Committee		50%
Members of the Remuneration and People & Culture Committees (per committee)		38%

Supervisory Board committee membership

	Audit	People & Culture	Remuneration
Henrik Poulsen (Chair)		Chair	Member
Majken Schultz (Deputy Chair)		Member	
Mikael Aro	Member		
Magdi Batato	Member		Member
Lilian Fossum Biner		Chair	
Richard Burrows	Member	Member	Chair
Punita Lal		Member	
Soren-Peter Fuchs Olesen			Member

Supervisory Board members' holdings of shares in Carlsberg A/S

		Number			DKK million	
		1 Jan. 2023	Additions	Sold	31 Dec. 2023	Market value
Henrik Poulsen	B Shares	3,056	-	-	3,056	2.59
Majken Schultz	B Shares	-	150	-	150	0.13
Mikael Aro	-	-	-	-	-	-
Magdi Batato	B Shares	201	200	-	401	0.34
Lilian Fossum Biner	B Shares	250	100	-	350	0.30
Richard Burrows	B Shares	2,040	-	-	2,040	1.73
Eva Vilstrup Decker	B Shares	68	-	-	68	0.06
Punita Lal	-	-	-	-	-	-
Erik Lund	B Shares	54	-	-	54	0.05
Ivan Nielsen	-	-	-	-	-	-
Olayide Oladokun	-	-	-	-	-	-
Soren-Peter Fuch Olesen	B Shares	652	-	-	652	0.55
Tenna Skov Thorsted	B Shares	11	19	-	30	0.03
Total		6,332	469	-	6,801	5.76

CHANGES IN SUPERVISORY BOARD REMUNERATION

Carl Bache stepped down from the Board (and accordingly also the People & Culture Committee) at the AGM in 2023.

Hans Andersen retired from his position in Carlsberg in June and therefore also as an employee representative on the Board. Hans was replaced by Ivan Nielsen.

Remuneration of the Supervisory Board

DKK million	2023		Change	2022	Change	2021	Change	2020	Change	2019
	Base fee	Additional fee								
Henrik Poulsen	0.46	1.59	2.05	3%	1.81	82%	0.86	-	-	-
Majken Schultz	0.46	0.58	1.04	31%	0.75	101%	0.41	-	0.41	0.33
Mikael Aro	0.46	0.21	0.67	12%	0.48	-	-	-	-	-
Magdi Batato	0.46	0.38	0.84	10%	0.77	7%	0.73	-	0.73	0.69
Lilian Fossum Biner ¹	0.46	0.51	0.97	3%	0.94	7%	0.88	-	0.82	54%
Richard Burrows	0.46	0.61	1.07	9%	0.99	7%	0.93	-	0.99	-25%
Eva Vilstrup Decker	0.46	-	0.46	3%	0.44	7%	0.41	-	0.41	-
Punita Lal	0.46	0.17	0.63	3%	0.48	-	-	-	-	-
Erik Lund	0.46	-	0.46	3%	0.44	7%	0.41	-	0.41	-
Ivan Nielsen	0.25	-	0.25	-	-	-	-	-	-	-
Olayide Oladokun	0.46	-	0.46	3%	0.35	-	-	-	-	-
Søren-Peter Fuch Olesen	0.46	0.17	0.63	3%	0.61	7%	0.57	-	0.57	-
Tenna Skov Thorsted	0.46	-	0.46	3%	0.35	-	-	-	-	-
Total	5.77	4.22	9.99	8%	8.41	29%	5.20	-	4.34	-
Remuneration of former members	0.29	0.03	0.32	3%	1.95	1%	4.85	-7%	5.52	3%
Total incl. former members	6.06	4.25	10.31	7%	10.36	16%	10.05	-4%	9.86	2%

Figures shown in the table are the actual amounts paid to Supervisory Board members in each of the past five years. The percentage change indicated is based on annualised figures, meaning only increases attributable to an actual change in fees and/or appointments to/departures from committees are represented in the "Change" column.

¹ The company additionally pays mandated employer contributions to Swedish social security for Lilian Fossum Biner, which are not included in this table. For 2023, these amounts totalled SEK 290,000, or around DKK 190,000.

REMUNERATION OF THE EXECUTIVE BOARD

Our overall executive remuneration packages are set to align with our ambition, our strategic priorities and our purpose of brewing for a better today and tomorrow.

The Remuneration Policy sets out the principles for executive remuneration, which are outlined in the table below.

REMUNERATION OF THE EXECUTIVE BOARD IN 2023

The remuneration of the Executive Board in 2023 is detailed in the table on page 8.

MANAGEMENT CHANGES

Cees 't Hart

In 2023, Cees 't Hart announced his retirement from the Group and was replaced by Jacob Aarup-Andersen.

Cees 't Hart's retirement was treated in line with contractual agreements and our Remuneration Policy. Accordingly, he received salary for the period worked in 2023 (including two months after his end date as

CEO, when he supported the Company in an advisory capacity). Cees also received short-term incentive payment for this period.

As per the rules of the long-term incentive scheme and Supervisory Board approval, Cees 't Hart will retain entitlement to previously granted LTI awards, adjusted to the period of employment. These will vest according to the usual schedule and performance KPIs.

No other exceptional remuneration elements were paid in connection with the retirement of Cees 't Hart.

Jacob Aarup-Andersen

Jacob Aarup-Andersen joined the Company on 1 September 2023. In relation to his recruitment, the Board deemed it appropriate to compensate him for the long-term incentives forfeited when resigning from his previous employment.

These awards were replaced at fair value. Accordingly, Jacob was added to the running 2022-2024 and 2023-2025 long-term incentive schemes. This also ensures his compensation is aligned to the future business performance of the Carlsberg Group. The remaining amount was compensated via a DKK

12m cash payment, which Jacob used to purchase and hold Carlsberg shares.

Ulrica Fearn

Ulrica Fearn joined the Company as CFO on 1 January 2023. In relation to her recruitment, the Board deemed it appropriate to compensate her for the long-term incentives forfeited when resigning from her previous employment. This amounted to DKK 0.85m, which Ulrica used to purchase and hold Carlsberg shares.

The Company also supported Ulrica and her family with their relocation from Norway to Denmark in line with general market practice.

Elements of executive directors' remuneration

Element of pay	Objective	Award level	Performance criteria for 2023	Weighting	Performance period
Fixed salary	Attract and retain high-performing individuals by reflecting market value of role and executive's skills and experience. Reward day-to-day performance. Set at a level to prevent over-reliance on variable pay.	Takes into account the market rate for similar roles in comparable international companies as well as executive's skills and experience. See Remuneration Policy, section 3.A.	No performance criteria per se, but the performance of the individual is taken into account when fixed salary levels are reviewed.	N/A	Financial year
Benefits	Operate a competitive benefits suite to aid recruitment and retention.	Perquisites and other benefits corresponding to market practices. See Remuneration Policy, section 3.B.	N/A	N/A	N/A
Pension	Executives make their own provision for retirement.	N/A. See Remuneration Policy, section 3.B.	N/A	N/A	N/A
Annual bonus scheme	Drive and reward delivery of short-term business objectives.	Maximum bonus opportunity is 100% of fixed salary. Bonus opportunity at target is 60% of fixed salary. See Remuneration Policy, section 3.C.	<ul style="list-style-type: none"> Organic operating profit Addressable cash flow Organic revenue growth Strategic objectives 	35% 25% 20% 20%	Financial year
Long-term incentive scheme	Drive and reward delivery of longer-term business objectives. Maximise alignment with shareholder value.	The maximum level of the long-term incentive award granted in 2023 is 200% of fixed salary for the CEO and 150% for the CFO based on the face value of the award. See Remuneration Policy, section 3.C.	<ul style="list-style-type: none"> Relative total shareholder return (TSR) Growth in adjusted EPS at constant currencies Organic revenue growth ROIC at constant currencies Environmental, social and governance (ESG) 	20% 20% 20% 20% 20%	3 years with 3-year vesting

TOTAL REMUNERATION

The table below shows total remuneration of the Executive Board, including fixed salary and variable payment, and is explained in the following.

FIXED SALARY

The Remuneration Committee reviews fixed salaries for the executive directors annually, considering a number of relevant factors, including the individual's performance, role and responsibilities. The Committee also takes into account remuneration levels for similar roles at comparable companies in both the beverage and FMCG sectors, as well as companies based in the Nordic region across industry sectors.

32% of the CEO's total remuneration was fixed for the year, while 68% was variable. In the case of the CFO, 39% was fixed and 61% was variable.

Fixed salaries in 2023

The annual fixed salary paid to Jacob Aarup-Andersen in 2023 was DKK 4.4m (equivalent to an annualised fixed salary of DKK 13.13m). The annual fixed salary paid to Ulrica Fearn was DKK 7.0m.

Executives make their own provision for retirement, and no additional pension contributions are made on their behalf.

ANNUAL BONUS

The annual bonus is structured to incentivise the executive directors to deliver on the Group's annual strategic objectives.

Determination of the final bonus is subject to the approval of the Remuneration Committee and the Supervisory Board, taking into account overall business performance.

Awarded in 2023

In 2023, the annual bonus comprised two elements. The first element, accounting for 80% of the bonus, was based on three financial measures: organic revenue growth, organic operating profit and addressable cash flow, as further outlined in the table on page 7.

The second element, accounting for 20%, was linked to specific strategic objectives for 2023. For both the CEO and the CFO, 10% was linked to a Group target for gross profit per hectolitre.

For the outgoing CEO, the other 10% was based on the Board's assessment of the Executive Board succession process in 2023, including the successful transition to and onboarding of Jacob Aarup-Andersen.

For the new CEO, the other 10% was based on a board assessment of his onboarding and progress in his first four months as CEO.

For the CFO, the other 10% related to successful delivery of key improvement projects in core financial processes.

96% of the maximum bonus award was payable to the CEO and 92% to the CFO for performance in 2023. This complies with the maximum awards as outlined in the Remuneration Policy.

The Group delivered a solid set of results in 2023 despite a challenging environment. Organic revenue growth was strong at 9.2% and operating profit grew organically by 5.2%. KPI achievement was 82% of maximum for organic revenue growth and 100% of maximum for organic operating profit growth. Free cash flow was DKK 4.9bn, and the net interest-bearing debt/EBITDA ratio of 1.47x remained well below the Group's target of below 2x. Thanks to the strong financial position, the Group was able to return significant value to shareholders in 2023 in the form of 9% higher dividends and share buy-backs amounting to DKK 3.2bn. The KPI achievement for addressable cash flow amounted to 100% of maximum.

In relation to the Strategic Objectives, gross profit per hectolitre was achieved at 100% of maximum. The CEO individual objective was assessed at 100% of maximum, and the CFO individual objective was achieved on target, being 60% of maximum.

Remuneration of executive directors

	Fixed remuneration			Variable remuneration			Total remuneration	Compensation for forfeited LTI in recruitment ²
	Fixed salary	Benefits	Total fixed	Cash bonus	Performance shares ¹	Total variable		
CEO Jacob Aarup-Andersen	4.4	0.2	4.6	4.2	5.6	9.8	14.4	29.9
CFO Ulrica Fearn	7.0	1.3	8.3	6.4	6.7	13.1	21.4	0.9
Former CEO Cees 't Hart	11.2	0.6	11.8	11.2	21.9	33.1	44.9	-

¹ The fair value of granted performance shares is estimated using a stochastic (quasi-Monte Carlo) valuation model of market conditions and a Black-Scholes call option-pricing model of other conditions, taking into account the terms and conditions upon which the performance shares were granted.

² Jacob Aarup-Andersen was added to the running 2022-2024 and 2023-2025 LTI programmes as compensation for long-term incentive awards forfeited when resigning from his prior employment. In addition, Jacob Aarup-Andersen and Ulrica Fearn each received a one-off cash payment to be invested in Carlsberg shares, as detailed on page 7.

LONG-TERM INCENTIVE ARRANGEMENTS

The long-term incentives are designed to incentivise the executive directors to deliver on the long-term business objectives and to maximise alignment with shareholder value and financial sustainability.

For the period 2023-2025, we use a performance share scheme based on five metrics to measure the success of our strategic priorities, including our ability to drive revenue and earnings growth through premiumisation, pricing and volume growth, continued execution of efficiency improvements and cost reductions, and our ESG ambitions.

Performance shares vest three years after the grant date, subject to performance conditions. The vesting of any performance shares is subject to achievement of performance conditions determined by the Remuneration Committee prior to the grant date.

Long-term incentive plan - targets for 2023-2025

Measure	Description	Performance condition measured over the three financial years 2023-2025
Relative total shareholder return (TSR)	TSR measures the total return to investors. The Group's TSR performance will be measured relative to a comparator group of nine companies ¹ .	<ul style="list-style-type: none"> • 25% of the TSR element vests if the Group's TSR performance is at the median of the peer group's. • 100% vests if the Group outperforms the median by +8%-points p.a. • Straight-line vesting between median and median +8%-points p.a.
Adjusted EPS growth	Adjusted EPS growth targets measure the Group's underlying financial success. Measured at constant currencies.	<ul style="list-style-type: none"> • 25% of the adjusted EPS element vests for 3% p.a. growth. • 100% vests for 7% p.a. growth. • Straight-line vesting between 3% p.a. and 7% p.a.
Organic revenue growth	Organic revenue growth is a measure of the Group's ability to deliver on our strategic priorities.	<ul style="list-style-type: none"> • 25% of the organic revenue element vests for 2% p.a. growth. • 100% vests for 6% p.a. growth. • Straight-line vesting between 2% p.a. and 6% p.a.
Growth in ROIC	Growth in ROIC is a key financial metric reflecting our ability to drive a positive development in shareholder return. M&A activity in the second and third performance years is excluded from final performance calculations.	<ul style="list-style-type: none"> • 25% of the ROIC at constant currencies element vests at 14.5% in 2025. • 100% vests at 16.0% in 2025. • Straight-line vesting between 14.5% and 16.0% in 2025.
Environmental, social and governance (ESG)	<p>Together Towards ZERO and Beyond is a key part of our sustainable growth strategy. Targets are set based on our long-term roadmap to increase diversity in leadership, reduce carbon emissions and reduce water waste. The 2025 targets are:</p> <p>KPI DE&I: 32% women in senior management positions</p> <p>KPI Carbon: 5% reduction in value chain CO₂e/hl emissions compared with 2022; 24 carbon-neutral breweries.</p> <p>KPI Water: 2.33 hl/hl water usage at breweries; more than 40% water replenishment at breweries in high-risk</p>	<ul style="list-style-type: none"> • 25% vests for 1 of the 3 KPIs achieved. • 100% vests for 3 of the 3 KPIs achieved. • Straight-line vesting if 2 of the 3 KPIs are achieved.

¹ TSR comparator group: Kirin Holdings Co, Asahi Group Holdings, Heineken, Sapporo Holdings, Anheuser-Busch InBev, Molson Coors Beverage Company, Royal Unibrew, Tsingtao Brewery Company and China Resources Beer.

The performance share award is subject to five performance conditions measured over three years: relative total shareholder return, adjusted earnings per share, organic revenue growth return on invested capital and ESG (see table above).

The performance conditions drive alignment of the executive directors' award with the long-term Group strategy and shareholder value. In order for any award (or part of an award) to vest, the Committee must be satisfied that underlying Group performance is at a satisfactory level.

Vested for the performance period ending in 2023

Neither the current CEO nor CFO were eligible for the long-term incentive scheme that ran for the performance period 2021-2023.

The previous CEO remains entitled to this award as part of the terms relating to his retirement (as further outlined above in the section "Management changes").

For the performance period ending in 2023, 75% of the 2021-2023 performance share awards vested for the previous CEO. EPS growth, revenue and ROIC all progressed above expectations against the baseline year (2020), and accordingly all three KPIs were achieved above maximum levels.

Total shareholder return was slightly below the median of the peer group, with share price having been

impacted by a number of external factors. Accordingly, there was no vesting for this KPI.

Granted in 2023

In 2023, the CEO was granted long-term incentive awards with a face value of 200% of fixed full-year salary. This award was not pro-rated according to his start date in

consideration of the long-term incentives he forfeited when resigning from his previous employment (as further outlined above in the section "Management changes").

The CFO was granted an award with face value of 150% of fixed full-year salary.

The long-term incentive awards comply with the maximum award levels outlined in our Remuneration Policy. Consequently, the eventual number of shares that vest cannot be higher than the number granted.

The table below includes our best estimate of the fair value of these

awards at year-end.

The grant levels are decided at the discretion of the Supervisory Board to align the overall remuneration structure with our pay strategy. Any awards are subject to successful achievement of stated performance criteria.

Executive directors' holdings of Carlsberg A/S shares

					Number	DKK million
		1 Jan. 2023	Additions	Sold	31 Dec. 2023	Market value
CEO Jacob Aarup-Andersen	B shares	-	11,000	-	11,000	9
CFO Ulrica Fearn	B shares	-	1,588	-	1,588	1

Share ownership

	Share ownership guideline as % of fixed salary	Actual % held at 31 Dec. 2023	Fair value of unvested performance shares as % of fixed salary (prior to deduction for tax and incidental costs)
CEO Jacob Aarup-Andersen	150.0%	71.0%	202.1%
CFO Ulrica Fearn	120.0%	19.2%	113.3%

Executive directors' granted performance shares

Name and position	Grant year	Exercise year					Number	DKK million
			1 Jan. 2023	Granted	Adjusted	Exercised	31 Dec. 2023	Fair value 31 Dec.
CEO Jacob Aarup-Andersen	2022-2024	2025	-	11,766	-	-	11,766	9
	2023-2025	2026	-	27,237	-	-	27,237	18
CFO Ulrica Fearn	2023-2025	2026	-	10,895	-	-	10,895	8

The performance conditions for the 2023-2025 programme are detailed in the table on page 9.

The previous CEO had been granted an award of 255% of fixed full-year salary in relation to the LTI covering the performance period 2023-2025 prior to the announcement of his retirement. This award was subsequently pro-rated (as further outlined above in the section “Management changes”).

OUTSTANDING LONG-TERM AWARDS

The table on page 10 outlines the total number of outstanding performance shares for the executive directors.

The number of shares shown in the table is the maximum number of shares that can vest.

The fair value of performance shares is calculated for the Company by an external agency based on accounting standards (as further detailed in the Annual Report) and taking into consideration the terms and conditions upon which the performance shares are granted.

RECLAIMING VARIABLE PAY

In the event of serious misconduct, or if an annual bonus or long-term incentive award is made on the basis of financial statements that prove to be materially misstated, the Company may reclaim, in full or in part, any overpayment from the annual bonus, or cancel or withdraw unexercised or unvested long-term

incentive awards made to the executive directors. The Group has not reclaimed any variable pay.

SHARE OWNERSHIP GUIDELINES

In order to strengthen the alignment between executive directors and shareholders, the CEO is expected to build up a holding of shares with a market value equivalent to 150% of fixed salary, and the CFO a holding equivalent to 120% of fixed salary.

Shareholdings

The number of shares in Carlsberg A/S held by Jacob Aarup-Andersen and Ulrica Fearn, as well as the movements during 2023, are shown in the tables on page 10.

The tables include the holdings of related parties to the CEO and the CFO.

Neither of the executive directors own shares in any of the subsidiaries or associates of Carlsberg A/S.

ANNUAL GENERAL MEETING VOTE

The vote at the Annual General Meeting in relation to the Remuneration Report for 2022 received 91% of votes in favour (excluding the Carlsberg Foundation votes). This positive response indicates broadly based support for our pay policy and practices.

CEO PAY RATIO

We apply the same basic principles to the Executive Board remuneration as we do for all our employees, benchmarking salaries against the relevant external market for the role.

Complying with legal requirements, the CEO-to-average employee remuneration ratio for the Parent Company is shown in the table below. Average remuneration is based on all employee costs, including incentives and benefits.

The Parent Company, Carlsberg A/S, is a small entity, primarily employing research scientists in the Carlsberg Research Laboratory. The average annual remuneration in this entity is

relatively volatile because of the small number of employees in the entity, meaning changes to average remuneration relate more to individuals joining and leaving than to any meaningful trend.

The table below therefore also shows the global Carlsberg Group ratio. This number is heavily influenced by different salary levels in the markets in which Carlsberg operates, as detailed in the graphs on the right-hand side.

Sales, distribution and production employees make up 90% of the workforce in the Group. 64% of the workforce is employed in Asia and Central & Eastern Europe.

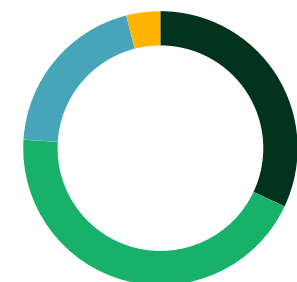
Employee remuneration

	2023	Change	2022	Change	2021	Change	2020	Change	2019	
Group										
Average employee remuneration excl. registered executives (DKK million)	0.34	3%	0.33	7%	0.31	30%	0.24	-6%	0.25	
CEO/average employee ratio	127	-8%	138	-9%	151	-10%	167	-5%	175	
Parent Company										
Average employee remuneration excl. registered executives (DKK million)	0.61	-2%	0.62	-12%	0.71	8%	0.66	-7%	0.71	
CEO/average employee ratio	71	-3%	73	12%	65	8%	61	-4%	63	

Please note that the change shown in the CEO/average employee remuneration ratio is the percentage increase or decrease in the ratio. This is not the increase or decrease in total remuneration paid to the CEO, which can be found in the table on page 8.

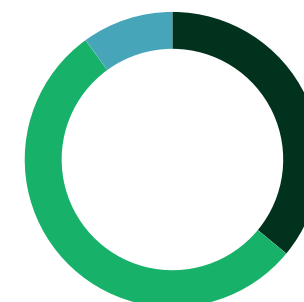
The CEO pay ratio for 2023 is calculated on an annualised basis, excluding compensation paid for LTI forfeited in connection with recruitment.

Employees by segment (%)



- Western Europe 32%
- Asia 44%
- Central & Eastern Europe 20%
- Not allocated 4%

by function (%)



- Production 36%
- Sales & Distribution 54%
- Administration 10%

SUMMARY OF EXECUTIVE BOARD REMUNERATION

	2023	2022	2021	2020	2019
Group financial data					
Volume, organic growth (%)	-0.5	5.7	7.4	-3.8	0.1
Revenue, organic growth (%)	9.2	15.6	10.0	-8.4	3.2
Operating profit, organic growth (%)	5.2	12.2	12.5	-3.1	10.5
Operating margin, reported (%)	15.1	16.3	16.3	16.6	15.9
Parent Company financial data					
Operating profit, reported growth (%)	-139.6	282.4	-84.8	55.2	14.7
Consolidated profit, reported growth (%)	-2.7	18.6	2.0	19.0	13.2
Capital allocation					
Net interest-bearing debt/EBITDA	1.47	1.23	1.37	1.51	1.25
Dividend payout ratio, adjusted (%)	49	48	49	50	50
Dividend per share (DKK)	27	27	24	22	21
Total dividend paid (DKKbn)	3.6	3.7	3.5	3.3	3.2
Share buy-back (DKKbn)	3.2	4.4	3.6	2.9	4.1
Total shareholder return (DKKbn)	6.8	8.1	7.1	6.2	7.3
Executive remuneration					
CEO, Jacob Aarup-Andersen, total remuneration (DKKm)	14.4	-	-	-	-
Change, total remuneration (%)	-	-	-	-	-
CEO, Jacob Aarup-Andersen, fixed remuneration (DKKm)	4.6	-	-	-	-
Change, fixed remuneration (%)	-	-	-	-	-
CFO Ulrica Fearn, total remuneration (DKKm)	21.4	-	-	-	-
Change, total remuneration (%)	-	-	-	-	-
CFO Ulrica Fearn, fixed remuneration (DKKm)	8.3	-	-	-	-
Change, fixed remuneration (%)	-	-	-	-	-
Former CEO, Cees 't Hart, total remuneration (DKKm)	44.9	45.6	46.6	39.9	44.6
Change, total remuneration (%)	9	-2	17	-11	1
Former CEO, Cees 't Hart, fixed remuneration (DKKm)	11.8	14.3	14.1	14.1	13.8
Change, fixed remuneration (%)	1	1	-	2	2
Remuneration ratios					
CEO, fixed remuneration share of total (%)	32	-	-	-	-
CEO, variable remuneration share of total (%)	68	-	-	-	-
CFO, fixed remuneration share of total (%)	39	-	-	-	-
CFO, variable remuneration share of total (%)	61	-	-	-	-
Former CEO, fixed remuneration share of total (%)	26	31	30	35	31
Former CEO, variable remuneration share of total (%)	74	69	70	65	69
Change, average employee remuneration excl. registered executives	-2	-12	8	-7	-6
CEO/average employee, Parent Company, ratio	71	73	65	61	63

CHANGES IN SUPERVISORY BOARD REMUNERATION

	2023	2022	2021	2020	2019
Change in remuneration of the Supervisory Board					
Henrik Poulsen	3%	82%	-	-	-
Majken Schultz	31%	101%	-	-	-
Mikael Aro	12%	-	-	-	-
Magdi Batato	10%	7%	-	-	28%
Lilian Fossum Biner	3%	7%	-	54%	-
Richard Burrows	9%	7%	-	-25%	33%
Eva Vilstrup Decker	3%	7%	-	-	-
Punita Lal	3%	-	-	-	-
Erik Lund	3%	7%	-	-	-
Ivan Nielsen	-	-	-	-	-
Olayide Oladokun	3%	-	-	-	-
Søren-Peter Fuchs Olesen	3%	7%	-	-	38%
Tenna Skov Thorsted	3%	-	-	-	-

SUPERVISORY BOARD STATEMENT

The Supervisory Board has today considered and adopted the Remuneration Report of Carlsberg A/S for the financial year 2023.

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

The Remuneration Report is submitted to the Annual General Meeting for an indicative vote.

Copenhagen, 7 February 2024

Supervisory Board of Carlsberg A/S

Henrik Poulsen
Chair

Majken Schultz
Deputy Chair

Mikael Aro

Magdi Batato

Lilian Fossum Biner

Richard Burrows

Eva Vilstrup Decker

Punita Lal

Erik Lund

Ivan Nielsen

Olayide Oladokun

Søren-Peter Fuchs Olesen

Tenna Skov Thorsted

INDEPENDENT AUDITOR'S STATEMENT

TO THE SHAREHOLDERS OF CARLSBERG A/S

We have examined whether the Remuneration Report for Carlsberg A/S for the financial year 1 January – 31 December 2023 contains the information required under section 139 b, subsection 3 of the Danish Companies Act.

We express reasonable assurance in our conclusion.

THE SUPERVISORY BOARD'S RESPONSIBILITY FOR THE REMUNERATION REPORT

The Supervisory Board is responsible for the preparation of the Remuneration Report in accordance with section 139 b, subsection 3 of the Danish Companies Act. The Supervisory Board is also responsible for the internal control that the Supervisory Board 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.

Our firm applies International Standard on Quality Management 1, ISQM 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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 139b, subsection 3 of the Danish Companies Act, number 1-6, on the remuneration of each individual member of the Executive Board and the Supervisory Board.

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, 7 February 2024
PricewaterhouseCoopers
Statsautoriseret
Revisionspartnerselskab
CVR No 3377 1231

Mogens Nørgaard Mogensen
State Authorised Public Accountant
mne21404

Michael Groth Hansen
State Authorised Public Accountant
mne33228

