IMPERO A/S

REPORTING ON THE RECOMMENDATIONS ON CORPORATE GOVERNANCE FOR LISTED GROWTH COMPANIES FROM

THE DANISH ASSOCIATION OF LISTED GROWTH COMPANIES

Reporting on the recommendations on corporate governance from the Danish Association of listed Growth Companies for companies listed on a growth market

Company name:	Impero A/S
Date of publication:	14 March 2023
Financial year:	2023

Recommendation	Company complies	The company's explanation and plans		
		Why	How	Plans
1. Interaction with the company's shareholders, investors, and other stakeholders				
1.1 The Committee recommends that the company adopts a strategy for the company's equity story, which shall be made available on the company's website.	Yes		Equity story available on company's investor-site	
1.2. The Committee recommends that the company adopts and disclose a policy for the company's corporate social responsibility, i.e., how the company benefits its customers and the surrounding society.	Yes		Impero's mission is to increase trust and transparency, and the company helps its customers build strong governance related to among other areas corporate social responsibility. Currently the company's own corporate social responsibility is covered by different policies such as Code-of-Conduct and the Risk-management policy.	An ESG policy is under development and is expected to be approved by Board of Directors and made available on company's investor site prior to the Annual General Meeting.
1.3. The Committee recommends that management, through ongoing dialogue, ensures shareholders and other stakeholders' relevant insight into the company's affairs, and that the Board of Directors acquaints with	Yes		The company do interactive management presentations after each quarterly release as well as on an ongoing basis. Shareholders can	

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and includes the shareholders' opinions in its work, so that the Board of Directors can best represent the shareholders' views.			contact management and request a meeting or ask questions via the Investor Relations section on the company website at any time.	
1.4. The Committee recommends that the company's ongoing news flow is consistent and easy to assess, including that the individual news shows how news in company announcements fits into the strategy and affects value creation.	Yes		News is made available on the company website and through the quarterly reporting with references to the company strategy or guidance.	
1.5. The Committee recommends that the company adopts a communication strategy for the publication of information via company announcements, press releases, etc. as well as for communication via social media, chat rooms etc.	Yes		The company has adopted a communication policy which is incorporated in the company's internal rules and approved by the Board of Directors.	
1.6. The Committee recommends that the company publish quarterly reports or, alternatively, quarterly updates, including mention of developments in the most important financial conditions (value-impacting factors).	Yes			

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1.7. The Committee recommends that the company prepare profit guidance and that the guidance include the coming financial year.	Yes			
1.8. The Committee recommends that the company strive for the greatest possible transparency on ownership structure, management constraints and lock-up periods. Regarding the ownership structure, it is recommended to provide clear information about shareholders' stated ownership shares (e.g., the information registered by the company with the Danish Business Authority) on the company's website, in addition to any information about ownership that major shareholders have consented to be disclosed on the company's website.	Yes		Ownership structure for major shareholders is referenced in the Shareholder information section of the Annual Report and lock-up information is available in the IPO document which can be downloaded at the company website.	
1.9. The Committee recommends that if persons related to founders, majority shareholders, board members and members of the executive management are employed by the company, the Board of Directors must keep a list of these relationships and at least once a year assess whether it is still appropriate to maintain the employment relationships of the related parties.	Yes			

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2. The duties and responsibilities of the Board of Directors				
2.1. The Committee recommends that the Board of Directors be composed of competent board members with relevant experience for the individual company (e.g., experience from a listed company, experience with internationalisation, business development, financial matters, etc.) and that the board's overall competence cover the company's needs.	Yes		The Board of Directors evaluate at least annually its composition. The Board of Directors focuses on experience, competencies, and diversity.	
2.2. The Committee recommends that the chairman of the Board of Directors be independent and/or that at least half of the board members elected by the General Meeting are independent, so that the Board of Directors can act independently of special interests.	Yes			
2.3. The Committee recommends that members of the executive management should not be included as part of the Board of Directors.	Yes			
2.4. The Committee recommends that the Board of Directors carry out a board evaluation once a year and that it, among other things, conducts a board evaluation,	Yes		Through an evaluation conducted by an external provider.	

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focuses on the recommendations on the board's work, efficiency, composition and organization.				
2.5. The Committee recommends that the Board of Directors at least once a year evaluates the work and results of the executive management in accordance with pre-established criteria, and that the chairman subsequently reviews this with the executive management.	Yes		On a yearly basis a set of KPIs are approved by the Board of Directors and forms the basis for the evaluation of the executive management.	
2.6. The Committee recommends that the Board of Directors prepare a budget for profit and cash flow, including a liquidity plan with sufficient liquidity buffer for the next 12 months.	Yes		Budget and liquidity plan is prepared annually and assessed on the ordinary Board meetings.	
2.7. The Committee recommends that the Board of Directors continuously assess the company's capital structure and capital needs and evaluate the financing structure and opportunities, while retaining existing and attracting new shareholders in order to achieve the desired shareholder structure.	Yes		Capital structure and runway are assessed on the ordinary Board meetings.	
2.8. The Committee recommends that the company has a contingency procedure for takeover attempts that contains a "roadmap"	No			A Take-over policy is under development and is expected to be approved by the Board

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for the matters that the Board of Directors should consider and decide on if a takeover bid has been made or the Board of Directors has a reasonable suspicion that a takeover bid may be made. This is particularly relevant if the market value of the company's shares is significantly below the company's own valuation of the company's value.				of Directors and made available on the company's investor site prior to the Annual General Meeting.
2.9. The Committee recommends that the Board of Directors approves a policy for the company's corporate social responsibility, including social responsibility and sustainability, and that the policy is available in the management report and/or on the company's website.	Refers to 1.2			
2.10. The Committee recommends that the board prepares an annual wheel in which the individual responsibilities are incorporated and that the annual wheel is evaluated annually.	Yes		The Board of Directors has an annual wheel which is evaluated annually.	
2.11. The Committee recommends that the Board of Directors at least once a year evaluates the ongoing reporting and decides on the content, format and frequency.	Yes		The evaluation is being conducted on an ongoing basis.	

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3. Remuneration of management				
3.1. The Committee recommends that share-based incentive programs be market-compliant, including that they are revolving, i.e., with periodic allocation, and are primarily long-term with an accrual or maturation period of at least three years.	Partly	The company has a long-term incentive program though the program is not revolving. Maturation is often based on specific targets and may be shorter or longer than 3 years.		
3.2. The Committee recommends that the variable part of the remuneration has a ceiling at the time of award and that there is transparency about the potential value at the time of utilization under respectively, pessimistic, expected and optimistic scenarios.	Partly	The variable compensation for the management has a fixed ceiling.		
3.3. The Committee recommends that the company prepares a remuneration policy, that the remuneration policy is market-compliant and that the variable part of the remuneration is linked to the most important value-creating conditions for the company, including relevant financial conditions and ESG key figures.	Yes		The company has a remuneration policy that is linked to value creating KPIs.	

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3.4. The Committee recommends that the total value of the executive management's remuneration for the notice period, including severance pay, is market-compliant and does not exceed two years' remuneration including all remuneration shares.	Yes			
3.5. In order to align the risk profile of the Board of Directors with that of shareholders and to attract qualified board competencies, the Committee recommends that variable remuneration in the form of long-term incentive programmes be considered as an element of the Board of Directors' total remuneration.	Yes		Most members of the Board of Directors have been grated warrants by the Annual General Assembly.	
3.6. The Committee recommends that the annual report should include transparency regarding executive and board remuneration, including the size and possible dilution effect of incentive programs.	Partly		For the size of the warrant program and potential dilution effect, we refer to the Shareholder information section of the Annual Report.	
4. Risk management				

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4.1. The Committee recommends that the Board of Directors consider, based on the company's strategy and business models, the most important strategic, operational, and financial risks (e.g., the company's financial leverage and interest rate and foreign exchange risks).	Yes		The most important risks are assessed on an annual basis by the Board of Directors and addressed in the company's Annual Report	
4.2. In order to reduce the company's cost of capital, the Committee recommends that the company explain in the management report the principal risks and the company's risk management and provide sensitivity analyses for the most important risk conditions.	Partly	The company is currently not providing sensitivity analysis in connection with the Annual Report	The company explain in the Annual Report the principal risks and the company's risk management	