

# Board evaluation 2024

## Evaluation of the performance of the Executive Management and the Board of Directors

The Board of Directors assesses the work and results of the Executive Management on an ongoing basis as an integrated and natural part of their regular meetings.

### Board evaluation of the Executive Management

In the beginning of every year, the Board establishes performance plans with specific KPIs for each member of the Executive Management. The Board assesses the performance of the Executive Management and its execution of the agreed KPIs on an ongoing basis during the year and formally at the end of the year.

The Board also evaluates on an ongoing basis the structure and composition of the Executive Management in light of competencies; general performance beyond the objectives of the performance plans; drive; motivational impact on the organization and execution of the company's strategy.

At the year-end assessment of the Executive Management, the Chair of the Board conducts individual performance evaluation meetings with each member of the Executive Management. In addition, the work of the Executive Management is also assessed as an integrated part of the Board's own annual self-evaluation, ensuring that the Executive Management's work is evaluated in accordance with pre-defined criteria.

### The Board evaluation

The Board of Directors has – since 2009 - conducted an annual self-evaluation of its work through which the Board can track its own performance, strengths, and development areas over time and,

consequently, the Board has been able to continuously improve its work and procedures.

In 2023, due to the many changes in the composition of the Board of Directors and Executive Management, the Board decided to perform its annual self-evaluation as a more comprehensive Board evaluation with the assistance of a professional external advisor. By involving external assistance, the Board wished to ensure an objective “outside-in” view on the Board. This is also consistent with the recommendations of the Danish Committee on Corporate Governance which provide that companies should conduct an external, objective evaluation at least every three years. The 2024 evaluation was conducted with the assistance of the same external partner to ensure continuity and high quality in the assessment process.

### Purpose of the Board evaluation

The evaluation took place in Q3 and Q4, 2024, and – in line with previous years – the overall purpose of the process was to secure a continued high level of professionalism in the Board and to secure a solid corporate governance set-up and contribution to the continued success of the company. The purpose was to also ensure that the Board and its committees continue to have the right composition and that adequate expertise is represented.

### Assessment of overboarding

The Board has also considered the number of other management positions that each Board and Executive member hold to determine and assess potential overboarding issues.

The company is aligned with the concept of avoiding overboarding and carefully considers the workload and other requirements that potential other management positions or other demanding organizational assignments may impose on each individual member of the Board or

Executive Management. At the time of the Board evaluation in 2024, none of the Board members were overboarded.

### The evaluation process

The evaluation in 2024 was based on input from all Board members and five executives and was structured around *inter alia* the following topics in accordance with the Recommendations on Corporate Governance:

- the composition of the Board with focus on competencies and diversity;
- the contribution and results of the Board as a team and individually for each Board member;
- the cooperation on the Board and between the Board and the Executive Management;
- the Chair's leadership of the Board;
- the Board committee structure and the work in the committees;
- the organization of the work of the Board and the quality of the material provided to the Board; and
- the Board members' preparation for and active participation in the Board meetings.

The evaluation consisted of an online questionnaire, a mapping of the Board composition and Board performance benchmarking based on the self-evaluation. The results of the Board evaluation, including practical recommendations, were discussed at a Board meeting in December 2024 where an evaluation session was also conducted of the Chair's performance by the other Board members without the participation of the Chair.

*Review of the Board evaluation*

Each question in the Board self-evaluation questionnaire was answered by all participants. The survey questionnaire also offered the participants the option to provide additional commentary on an anonymous basis.

After the survey had been conducted, a debrief meeting with conclusions and recommendations was facilitated by the external consultant with the Chair of the Board. Conclusions and recommendations of the Board evaluation were discussed by the Board in a Board meeting and the Chair was assessed during a session facilitated by the external consultant without participation of the Chair. After the session, the Chair was provided with feedback from the other Board members.

Further, the Chair also had individual meetings with relevant Board members and members of the Executive Management to follow up on the results of the evaluation. The Chair of the Board is, furthermore, responsible for providing an update to the Annual General Meeting on the procedure and general conclusions of the Board evaluation.

*Conclusions of the 2024 Board evaluation*

The general conclusions of the 2024 Board evaluation were that the Board has a good working relationship and a constructive dialogue with the CEO and management. The Board members feel empowered to express their thoughts and opinions and Board meetings are conducted in a manner that ensures open, relevant discussions and meaningful participation where the Board members feel heard. The Board members get the support they need and are well prepared ahead of meetings based on the materials distributed to them.

The Chair sets a style and tone of the Board to promote open, honest and constructive debate, and the relationship between the Chair and Executive Management is very effective. The Chair encourages active

engagement by all Board members and allows sufficient time to discuss complex or contentious issues.

After many changes in 2023 when GN simultaneously onboarded a new Chair, Vice Chair, a new CEO, a new CFO, and introduced a new governance structure, 2024 has been a year of strategizing and execution on GN's transformation to a one-company organization and an adjusted strategic direction which is also described in the 2024 Annual Report.

Based on this, the Board has a continued focus on maintaining Board discussions at a strategic level while continuing to nurture a good co-operation with Executive Management.

The Board evaluation also showed that the Board may need additional competencies with expert knowledge within the markets relevant to Enterprise and Gaming but that it otherwise has the right composition in terms of diversity and backgrounds. The Board evaluation also identified relevant focus areas for the Board which, among other, included:

- Keeping each other responsible for discussing long-term key strategic questions and leave operational matters to senior executives
- Creating a strong succession bench for the CEO, CFO, and other key executives as well as Chair, Vice Chair and Committee Chairs
- Ensure that the Board discusses and determines principles for managing stakeholders (employees, partners/customers, suppliers, and the broader community) while also regularly following up on and effectively engaging with relevant stakeholders.