

ROCKWOOL Group

Remuneration Report 2024





Overview

- 3 Introduction
- 4 Remuneration of the Board of Directors
- 5 Remuneration of the Registered Directors
- 8 Development in remuneration and financial performance
- 10 Management's statement
- 11 Independent auditor's statement

Introduction

With this report, ROCKWOOL Group aims to provide its shareholders with a consolidated picture of the remuneration elements provided to each member of the Board of Directors and Registered Directors during 2024 including comparative figures.

The report includes all fees provided to the Board of Directors as well as fixed pay, variable pay and all benefits provided to the Registered Directors. The report has been completed by the Remuneration and Nomination Committee as per authorisation of the Board of Directors. The report will be presented to the Annual General Meeting in April 2025, for an indicative vote.

The 2023 Remuneration Report was presented to the Annual General Meeting in April 2024 for an indicative vote and review. The purpose of the indicative vote is to secure that the Remuneration Policy is implemented and applied. The report was approved with no comments.

Remuneration provided to the Board of Directors and Registered Directors during 2024 has been in accordance with the Remuneration Policy adopted at the Annual General Meeting in April 2024 and is compliant with the Danish Companies Act section 139 b.

To attract and retain diverse and competent employees with broad experience, the usual merit process for all employees was carried out in April 2024.

No changes were made to any remuneration schemes for the Board of Directors and Registered Directors during 2024.

Performance of the company

On 1 September 2024, we welcomed our new CEO Jes Munk Hansen, who brings with him a wealth of experience in building materials, and a shared passion for ROCKWOOL's mission to improve the lives of people and the planet through innovative, sustainable solutions for the built environment.

The challenging macroeconomic environment, geopolitical tensions and political uncertainty continued to put pressure on global growth especially impacting Europe. Despite this, ROCKWOOL performed well, which reflected the Group's ability to adapt to different economic environments, manage price and costs, and adjust our operational business to the conditions at hand.

The revenue increased across most businesses with improved profitability. Revenue for 2024 reached 3,855 MEUR, an increase of six percent in local currencies excluding a minor impact from the two acquisitions made in the last quarter in 2024. The EBIT margin ended at 17.5 percent, up 3.2 percentage points compared to 2023.

Compliance with the Remuneration Policy

The remuneration of the Board of Directors and the Executive Board complies with the guidelines and framework set out in the Remuneration Policy and is aligned with the company's long-term strategic objectives. There has been no deviation from the Remuneration Policy, which is available at www.rockwool.com.

Remuneration of the Board of Directors

Board members, both shareholder and employee elected, receive a fixed annual fee as approved at the Annual General Meeting each year. The Chairman, Deputy Chairman and members of board committees are entitled to supplementary fees for the extended duties implied by those positions. Chairpersons of committees are entitled to a higher supplementary fee than ordinary committee members.

Members of the Board of Directors are not offered pension arrangements or any type of incentive-based remuneration. Reasonable expenses for board members such as travel,

accommodation or other expenses related to board meetings as well as relevant education are reimbursed.

Board fees are reviewed once a year, and most recently at the General Meeting in 2024, where an increase of 10 percent was approved. The purpose of the increase was to align the remuneration of board members with other Danish Large Cap companies.

With market aligned board fees, we aim to attract and retain diverse and competent board members who can bring a wide range of

international and industry experience when discussing and deciding the company's long-term strategic focus and drive our sustainability agenda forward.

New board members elected and board members not re-elected at the Annual General Meeting in 2024 received pro-rata fees as per the principles of the Remuneration Policy.

Annual board fee per member position

kEUR	2024
Chairman	177
Deputy Chairman	118
Other members	59
Supplement for Audit Committee Chairperson	49
Supplement for Audit Committee members	29
Supplement for Remuneration & Nomination Committee members	15

Individual board fees paid in 2024

kEUR	Chairman	Deputy Chairman	Board member	Chairperson Audit Committee	Audit Committee	Remuneration & Nomination Committee	Total
Thomas Kähler	172	-	-	-	29	14	215
Jørgen Tang-Jensen	-	115	-	-	10	14	139
Rebekka Glasser Herlofsen	-	-	57	48	-	-	105
Jes Munk Hansen	-	-	*37	-	*19	-	56
Carsten Kähler	-	-	57	-	-	-	57
Ilse Irene Henne	-	-	57	-	-	-	57
Connie Enghus Theisen	-	-	57	-	-	-	57
Christian Westerberg	-	-	57	-	-	-	57
Berit Kjerulf	-	-	**28	-	-	-	28
Janni Munkholm Nielsen	-	-	***29	-	-	-	29
Total	172	115	379	48	58	28	800

* for the period 1 January 2024 to 31 August 2024. ** for the period 1 January 2024 to 30 June 2024. *** for the period 1 July 2024 to 31 December 2024.

Remuneration of the Registered Directors

Registered Directors refer in this report to the Group CEO and the Group CFO, both registered as such with the Danish Business Authority. The Registered Directors are entitled to an annual remuneration in accordance with the Remuneration Policy, which includes fixed base salary and variable pay elements linked to the Group performance including both short- and long-term incentives.

As per 1 September 2024, ROCKWOOL welcomed Jes Munk Hansen as new CEO. A one-time sign-on award of 1,341 kEUR was given upon joining, in the form of restricted share units (RSUs). The RSUs will vest on 2 September 2027 based on the condition of continued employment.

Base salary

The fixed base salary paid to the Registered Directors is based on the individual's contract and the individual's experience, contribution and in the context of the external market benchmark relevant for the

position. The base salary is subject to an annual review of individual performance and an external comparison to secure a competitive remuneration supporting long-term retention. The salary was reviewed 1 April 2024.

Pension

Pensions paid to the Registered Directors are based on individual contracts and are an integral part of the fixed remuneration. Pensions are in line with the Group's ordinary pension scheme for employees on Danish contracts.

Other benefits

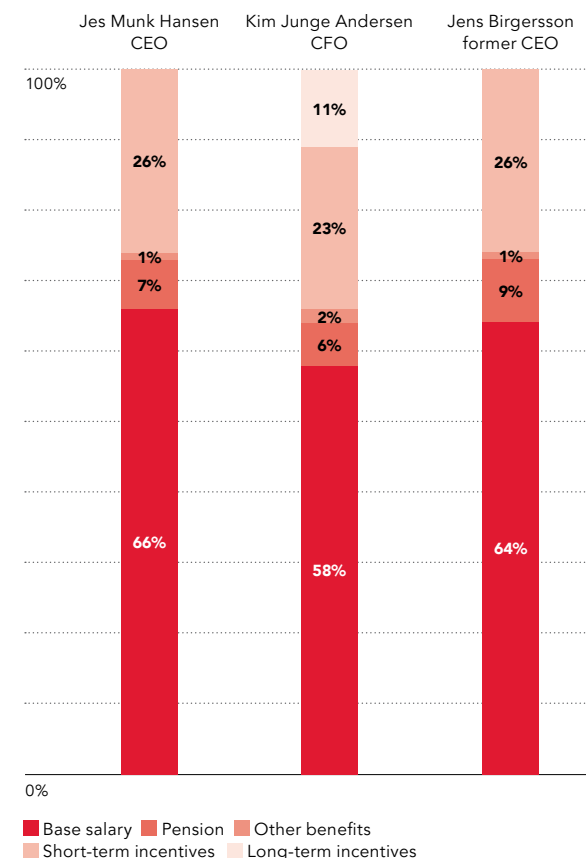
The Registered Directors receive non-monetary benefits such as company car or cash compensation equivalent to the value of a company car, health and insurance benefits, paid phone and internet.

Actual remuneration of Registered Directors for 2024

Name and position	Fixed remuneration			Variable remuneration				Total	One-time award*/ payment
	Base salary	Pension	Other benefits	Total fixed	Short-term incentives	Long-term incentives*	Total variable		
Jes Munk Hansen, CEO**	625	68	8	701	250	-	250	951	1,341
Kim Junge Andersen, CFO	720	78	31	829	291	139	430	1,259	-
Jens Birgersson, former CEO***	1,277	191	20	1,488	510	-	510	1,998	2,743

* Value at grant. The value differs from the Annual Report where the fair value is expensed over the vesting period as per IFRS 2.

** For the period 1 September 2024 to 31 December 2024. ***For the period 1 January 2024 to 31 August 2024.



Remuneration of the Registered Directors

(continued)

In accordance with the Remuneration Policy, the pension and other benefits combined do not exceed 20 percent of the base salary of a Registered Director.

Short-term incentives

The Registered Directors have the opportunity to receive an annual cash bonus for their contribution to the Group's strategic priorities for the year.

The selected key performance criteria in the 2024 company scorecard, applicable for the Registered Directors, were sales and earnings, with 2/3 weight to sales and 1/3 weight to earnings. The actual performance for both criteria ended above target. The cash bonus will be paid to the Registered Directors with the first salary payment after the Annual General Meeting has approved the Annual Report in April 2025.

Long-term incentives

Registered Directors are eligible to receive annual grants of restricted share units (RSUs) or stock options based on an allocation proposed by the Remuneration & Nomination Committee and approved by the Board of Directors. The condition for obtaining the RSUs or stock options is continued employment at the vesting date.

The objective of the share programme is to attract and retain as well as drive long-term stability and contribution to strategy. This is balanced with the annual cash bonus that has a short-term perspective on financial performance as well as with the fixed base remuneration.

In April 2024, RSUs were granted. The fair value on the date of grant, 10 April 2024, was 2,243 DKK per share. The RSUs will vest in May 2027.

In 2024, the total variable portion of the Registered Directors' remuneration package in terms of STI paid and LTI granted is 26 percent for the CEO and 34 percent for the CFO and is therefore well within the maximum 50 percent of the total remuneration package (aggregated amount of base salary and incentives) warranted by the Remuneration Policy.

The RSUs and the stock options can also be given as cash-settled programmes based on phantom shares and phantom stock options.

In 2024, the RSUs granted in 2021 vested.

One-time awards

In September 2024, RSUs were granted to the new CEO, Jes Munk Hansen. The fair value on the date of grant, 3 September 2024, was 2,923 DKK per share. The RSUs will vest on 2 September 2027.

In line with the Remuneration Policy, a one-time award in the form of conditional RSUs was granted to Jens Birgersson in 2020. Vesting is conditional upon the achievement of three parameters: a) Reduction of CO₂ per tonne line wool, b) growth in sales and c) earnings. All three vesting conditions have equal weight and have been fulfilled for the conditional RSUs to vest on 26 May 2025.

Claw back

The incentive-based remuneration agreements contain provisions on claw back of incentive-based remuneration based on data that subsequently prove to be materially and manifestly misstated. In 2024, no incentive remuneration was reclaimed.

Departure of the former CEO

As per 31 August 2024, the former CEO Jens Birgersson left the company. Jens Birgersson leaves behind an solid legacy, having delivered good results during an important and challenging period for the Group. The departure was treated in line with the contractual agreements and the Remuneration Policy.

Jens Birgersson has received salary and short-term incentive payment for the period worked in 2024. In addition, a 12-months resignation costs has been recognised amounting to 2,743 kEUR.

Jens Birgersson will remain entitled to previously granted RSUs. These will vest according to the usual schedule and vesting parameters. No RSUs were granted in 2024.

No other exceptional remuneration elements were paid in connection with Jens Birgersson's departure.

Value RSUs vested in 2024

Name and position	Date	Plan	Number	Vesting date value (kEUR)
Jens Birgersson, former CEO	22-05-2024	2021 RSU	1,298	485
Kim Junge Andersen, CFO	22-05-2024	2021 RSU	352	132

Outstanding RSUs at year-end

	Per 01/01	Granted	Vested	Per 31/12	Est. value*, unvested (kEUR)
Jens Birgersson					
2020 One-time award	9,272	-	-	9,272	3,178
2021 RSU	1,298	-	1,298	-	-
2022 RSU	1,474	-	-	1,474	505
2023 RSU	2,462	-	-	2,462	844
Total	14,506	-	1,298	13,208	4,527
Jes Munk Hansen					
2024 One-time award	-	3,421	-	3,421	1,173
Total	-	3,421	-	3,421	1,173
Kim Junge Andersen					
2021 RSU	352	-	352	-	-
2022 RSU	396	-	-	396	136
2023 RSU	604	-	-	604	207
2024 RSU	-	462	-	462	158
Total	1,352	462	352	1,462	501

* The estimated value of the unvested RSUs is based on the share price at year-end.



Development in remuneration and financial performance

The 2024 board fee was 800 kEUR, up 31 kEUR compared to 2023. The main reason for the higher fee is the remuneration increase approved at the Annual General Meeting in 2024. The composition of the Board of Directors was changed in 2024 as Jes Munk Hansen stepped out to take up his new role as CEO. In addition, Berit Kjerulf tragically passed away and was in June 2024 replaced by Janni Munkholm Nielsen.

The total remuneration to Registered Directors amounted to 8,292 kEUR, an increase of 87 percent compared to 2023. The increase was mainly due to the resignation payment to the former CEO and the sign-on award to the new CEO. Excluding these two one-time payments, the remuneration decreased five percent. For comparison, in the same period ROCKWOOL's share price increased 29 percent.

The CEO pay ratio is 22 times the average total remuneration per FTE in the parent company, ROCKWOOL A/S.

Board of Directors

kEUR	Current role ₁		2024	%*	2023	%*	2022	%*	2021	%*	2020	%*
Current members			Elected									
Thomas Kähler ₂	BC, AC and RNC	April 2008	215	7%	201	3%	195	7%	173	0%	121	3%
Jørgen Tang-Jensen ₃	BDC, AC and RNC	April 2017	139	7%	108	3%	78	7%	73	0%	73	3%
Rebekka Glasser Herlofsen	ACC and BM	April 2020	105	7%	98	3%	95	7%	88	0%	59	-
Carsten Kähler	BM	April 2021	57	7%	54	3%	52	7%	32	-	-	-
Ilse Irene Henne	BM	April 2022	57	7%	54	3%	36	-	-	-	-	-
Connie Enghus Theisen	EBM	April 2006	57	7%	54	3%	52	7%	48	0%	48	3%
Christian Westerberg	EBM	April 2018	57	7%	54	3%	52	7%	48	0%	48	3%
Janni Munkholm Nielsen	EBM	June 2024	29	-	-	-	-	-	-	-	-	-
Former members			Resigned									
Jes Munk Hansen	AC and BM	August 2024	56	7%	53	-	-	-	-	-	-	-
Berit Kjerulf	EBM	May 2024	28	7%	54	3%	36	-	-	-	-	-
Other members (not part of the Board in 2024) ₄			-	-	39	3%	133	7%	232	0%	379	3%
Total remuneration Board of Directors			800	7%	769	3%	729	7%	694	0%	728	3%

* % = Annualised year-on-year development in percent, not taking changes in the roles into consideration.

1) BC = Board Chairman, BDC = Board Deputy Chairman, ACC = Audit Committee Chairperson, AC = Audit Committee member, RNC = Remuneration & Nomination Committee member, BM = Board member and EBM = Employee-elected Board member.

2) Thomas Kähler was elected as new Board member in April 2008. In April 2020, Thomas Kähler was elected as Board Chairman and Remuneration & Nomination Committee member. In April 2021, Thomas Kähler was elected as Audit Committee member.

3) Jørgen Tang-Jensen was elected as new Board member and Audit Committee member in April 2017. In April 2023, Jørgen Tang-Jensen was elected as Board Deputy Chairman and Remuneration & Nomination Committee member. In September 2024, Jørgen Tang-Jensen was elected as Audit Committee member.

4) Other members included without naming to calculate total.

ROCKWOOL Group financial performance

	2024	%*	2023	%*	2022	%*	2021	%*	2020	%*
Revenue (MEUR)	3,855	7%	3,620	-7%	3,907	27%	3,088	19%	2,602	-6%
Growth in local currencies	6%	-	-4%	-	23%	-	19%	-	-4%	-
EBIT (MEUR)	677	31%	518	29%	402	0%	401	19%	338	-9%
ROCKWOOL B share price (DKK)	2,556	29%	1,977	21%	1,637	-43%	2,859	25%	2,296	45%

Registered Directors

kEUR	2024	%*	2023	%*	2022	%*	2021	%*	2020	%*
Jes Munk Hansen	951	-	-	-	-	-	-	-	-	-
Jes Munk Hansen, one-time award	1,341	-	-	-	-	-	-	-	-	-
Kim Junge Andersen	1,259	12%	1,128	12%	1,003	-8%	1,086	17%	925	0%
Jens Birgersson	**1,998	-17%	3,301	17%	2,831	0%	2,845	21%	2,343	8%
Jens Birgersson, resignation	2,743	-	-	-	-	-	-	-	-	-
Jens Birgersson, one-time award	-	-	-	-	-	-	-	-	1,476	-
Total	8,292	104%	4,429	16%	3,834	-2%	3,931	-17%	4,744	53%

ROCKWOOL A/S financial performance

	2024	%*	2023	%*	2022	%*	2021	%*	2020	%*
Revenue (MEUR)	495	6%	466	26%	371	15%	323	-10%	358	-11%
EBIT (MEUR)	162	50%	108	100%	54	-23%	69	9%	64	-16%
Avr. total remuneration per FTE (kEUR)	132	4%	126	4%	122	-4%	127	8%	117	1%

* % = year-on-year development in percent (annualised when needed).

** For the period 1 January 2024 to 31 August 2024.



Management's statement

The Board of Directors and Registered Directors have today considered and adopted the Remuneration Report of ROCKWOOL A/S for financial year 1 January – 31 December 2024.

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

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

Hedehusene, 6 February 2025

Registered Directors

Jes Munk Hansen
CEO

Kim Junge Andersen
CFO

Board of Directors

Thomas Kähler
Chairman

Jørgen Tang-Jensen
Deputy Chairman

Rebekka Glasser Herlofsen

Carsten Kähler

Ilse Irene Henne

Connie Enghus Theisen

Christian Westerberg

Janni Munkholm Nielsen

Independent auditor's statement

To the shareholders of ROCKWOOL A/S

We have examined whether the remuneration report for ROCKWOOL A/S for the financial year 1 January - 31 December 2024 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.

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 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, 6 February 2025

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab
CVR No 3377 1231

Kim Tromholt

State Authorised Public Accountant
mne33251

Rune Kjeldsen

State Authorised Public Accountant
mne34160



ROCKWOOL Group

ROCKWOOL A/S
Hovedgaden 584
2640 Hedehusene
Denmark

Phone: +45 4656 0300
CVR No. 54879415

www.rockwool.com