



# REMUNERATION REPORT 2024

PANDORA<sup>®</sup>

# CONTENTS

**PAGE 3**  
LETTER TO THE SHAREHOLDERS

**PAGE 4**  
EXECUTIVE REMUNERATION  
- IN SUMMARY

**PAGE 5**  
BUSINESS HIGHLIGHTS 2024

**PAGE 7**  
BOARD OF DIRECTORS REMUNERATION

**PAGE 9**  
MEMBERS OF THE BOARD OF DIRECTORS'  
INTERESTS IN PANDORA SHARES

**PAGE 10**  
EXECUTIVE MANAGEMENT  
REMUNERATION

**PAGE 17**  
EXECUTIVE MANAGEMENT'S INTERESTS  
IN PANDORA SHARES

**PAGE 19**  
RELATIONSHIP BETWEEN EXECUTIVE  
MANAGEMENT AND GROUP PAY STRUCTURES

**PAGE 20**  
OTHER DISCLOSURES

**PAGE 21**  
STATEMENT BY THE BOARD OF DIRECTORS

**PAGE 22**  
INDEPENDENT AUDITOR'S REPORT

Due to rounding, numbers presented throughout this report may not add up precisely to the totals, and percentages may not precisely reflect the absolute figures.



# LETTER TO THE SHAREHOLDERS

Dear shareholder,

I am pleased to present our Remuneration Report 2024 on behalf of the members of the Remuneration Committee and the Board of Directors. Your continued support for our remuneration strategy is a testament to our alignment with shareholder priorities, as demonstrated by the 96.37% vote in favour of last year's Remuneration Report at the Annual General Meeting (AGM).

In September 2024, we welcomed Marianne Kirkegaard as new member of the Remuneration Committee. Her valuable expertise will undoubtedly make a significant contribution.

The year 2024 was marked by very strong performance and positive progress for Pandora. Our people remain at the heart of our success. Their dedication to crafting our jewellery and giving a voice to our customers' stories globally is what drives us forward. In this context, the Committee dedicated time to consider our value proposition for the wider workforce. We were regularly updated by Pandora's Executive Management and Sustainability Board on the company's compliance with global living wage

and adequate wage standards, which remain foundational to our equity and sustainability goals. I am proud of Pandora's ongoing efforts to build a workplace that champions fairness and inclusivity.

Our remuneration policy updates were approved in 2024 and we believe it remains fit for purpose in terms of overall structure.

To enhance the application of the policy, the Committee reviewed Executive Management's performance measures and remuneration to ensure alignment with our Phoenix strategy. We carefully considered feedback from major shareholders regarding competitive incentives and balanced this with our commitment to maintaining performance-driven rewards that foster long-term value creation. These decisions reflect our philosophy of attracting, retaining and motivating top talent to lead Pandora through its next growth phase.

Pandora's financial achievements in 2024 were supported by strong like-for-like growth across markets, strategic network expansion and cost management. At the same time, we made progress on our strategic sustainability priorities, which are

deeply embedded in our Phoenix strategy. As a testament to our progress, employee engagement reached new heights, with a record-high employee Net Promoter Score (eNPS) of 66 and an inclusiveness score of 8.8, placing Pandora in the top quartile of the consumer goods sector. These results underscore our commitment to creating a culture where all colleagues feel valued and empowered.

In recognition of these achievements as well as performance and progress since his appointment to the role, the Committee determined to award the CEO Special Award a one-off grant which is described in further detail in this report.

In the context of another successful year for Pandora, we have made executive remuneration decisions that we believe are strongly aligned with the company's overall performance and our long-term vision.

Remuneration Committee  
5 February 2025



  
**PETER A. RUZICKA**  
Chair of the Board  
of Directors

# EXECUTIVE REMUNERATION - IN SUMMARY

## EXECUTIVE REMUNERATION BENCHMARKING

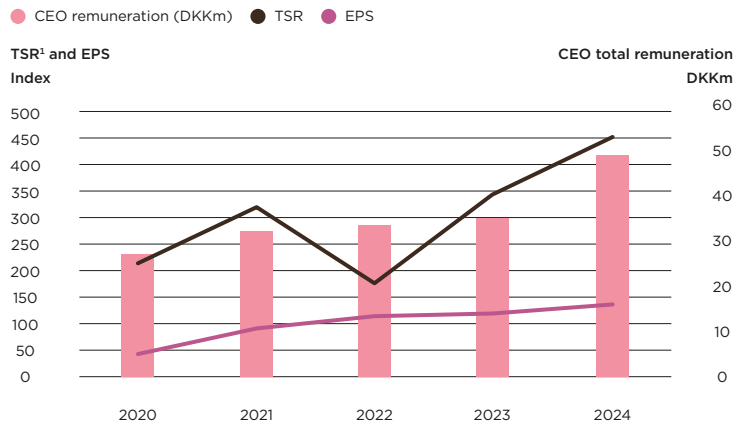
Executive remuneration is reviewed annually against benchmarks from C25 and European companies comparable to Pandora in size, complexity and market capitalisation. In 2024, the peer groups used for assessment were established at the start of the year and remained consistent with those applied in 2023. To further enhance Pandora's ability to attract and retain global talent, a US peer benchmark group was introduced in 2024. This group, developed with guidance from our independent advisor, Willis Towers Watson (WTW), was added to complement the primary and secondary peer groups. Additionally, Pandora

received advice from WTW on market data and remuneration trends.

## CEO TOTAL REMUNERATION VERSUS CORPORATE PERFORMANCE

The chart below shows Pandora's total shareholder return (TSR) and earnings per share (EPS) over the past five years, and overlays this against CEO total remuneration over the period. Our strategy has delivered significant shareholder returns, with a 351% increase in value (based on a hypothetical investment in Pandora shares made at the start of 2020). CEO remuneration, based on salary, bonus earned and LTIP grants, has remained broadly consistent over the period, except for the additionally awarded CEO Special Award in 2024.

## FIVE-YEAR DEVELOPMENT



<sup>1</sup> TSR and EPS (rebased to index 100 in 2019).

## INCENTIVE METRICS

METRIC	HOW IT LINKS TO STRATEGY
<b>Short-term incentive plans (STIP)</b>	
<b>Like-for-like growth (60%)</b>	Revenue growth is our most important value driver. Like-for-like growth measures our revenue growth in the existing store network and is the most important revenue key performance indicator (KPI). It keeps us focused on consistent and sustainable delivery of the Phoenix strategy. Success towards our growth pillars feeds directly into like-for-like growth:  1. Brand    3. Personalisation 2. Design    4. Core markets
<b>Earnings before interest &amp; tax (EBIT) margin (40%)</b>	The combination of like-for-like growth and EBIT margin targets drives focus towards profitable growth and consistent cost discipline. Maintaining a high EBIT margin generates value for our shareholders.
<b>Long-term incentive plans (LTIP)</b>	
<b>EPS (75%)</b>	Measures the creation of consistent long-term value for shareholders. The KPI measures the combined effect of revenue growth, bottom-line growth, cash generation and capital efficiency. This is a barometer of the success of our Phoenix strategy directly measuring outputs over the long term.
<b>Progress as a sustainability leader (25%)</b>	Sustainability remains a fundamental pillar of the Phoenix strategy. As the world's largest jewellery company, we recognise our important role in reducing our impact on the planet and creating positive outcomes for the people and communities touched by our business. To support this, our LTIP contains metrics directly linked to our strategic sustainability priorities:  <ul style="list-style-type: none"> <li>• Low-carbon business</li> <li>• Inclusive, diverse and fair culture</li> </ul> <p>Having successfully achieved our third priority, circular innovation, we no longer track progress against this goal. Not only do we see this as the right thing to do, but we believe progress towards these goals will lead to financial returns over the long term, making inclusion in the LTIP imperative. (ESRS 2 GOV-3)</p>

2024 AT A GLANCE

# RANKED AMONG THE 100 MOST VALUABLE AND SUSTAINABLE BRANDS IN THE WORLD

Interbrand  
Best Global Brands 2024



31.7 BN  
DKK revenue

8.0 BN  
DKK EBIT

113 M  
Pieces of jewellery sold

13%  
Revenue growth

25.2%  
EBIT margin

17%  
EPS growth



37,000  
Employees on average<sup>1</sup>

100%  
Recycled silver and gold used in our jewellery crafting as of August 2024

90 M  
DKK donated to UNICEF since 2019

17%  
Reduction in CO<sub>2</sub> emissions since 2019

35%  
Women in leadership

<sup>1</sup> All persons on a contract with Pandora receiving salary when delivering services for / to Pandora.

**BRAND EVOLUTION SPARKS SOLID GROWTH**

The strong performance in 2024 marks a successful beginning for the second phase of our Phoenix strategy. A year marked by solid growth and the first steps to reposition Pandora as a full jewellery brand. We delivered yet another year with strong growth and continued progress on our three strategic sustainability priorities, as we begin to unlock the many untapped opportunities for future growth.

**Executive compensation reflects Pandora's strong performance**

Following a very successful year for Pandora, the company's strong financial and non-financial performance was reflected in Executive Management's annual STIP and LTIP scorecards. The compensation ensures that Executive Management members are rewarded appropriately and in a fair and responsible manner for their contributions to the success of Pandora and in accordance with the company's Remuneration Policy.



**MAIN AREAS OF FOCUS FOR THE REMUNERATION COMMITTEE**

The Remuneration Committee met four times in 2024.

<b>Previous performance period</b>	<ul style="list-style-type: none"> <li>Reviewing the 2023 performance and approving the achievement under the STIP for 2023 of a 92% payout, and under the LTIP for 2021 of a 190.6% payout.</li> </ul>
<b>Current performance period</b>	<ul style="list-style-type: none"> <li>Deciding on the proposed reward levels for 2024 – annual salary increase, STIP and LTIP metrics and KPIs for 2024.</li> <li>Evaluating the progress of the STIP and the LTIP during 2024 in the current macroeconomic context, business results and Executive Management's contribution to the results. Sustainability as a performance condition has been kept in LTIP for 2024, to continue the alignment with the Phoenix strategy.</li> <li>Reviewing our proposition towards our wider workforce.</li> </ul>
<b>Governance activities</b>	<ul style="list-style-type: none"> <li>Considering shareholder feedback received during engagement following the AGM and the Pandora Investor &amp; Analyst Days 2024.</li> <li>Preparing the Annual Remuneration Report 2024 in accordance with company law requirements and guidelines for listed company remuneration reports, shareholder feedback and general best practice trends in executive remuneration disclosures. This included reviewing the level of external assurance of the Remuneration Report 2024 in relation to the accuracy of disclosures.</li> <li>Monitoring any new governance requirements and changes in remuneration regulations.</li> </ul>
<b>Future performance periods</b>	<ul style="list-style-type: none"> <li>Considering shareholder feedback and request for assurance that Executive Management is appropriately incentivised and retained.</li> <li>Reviewing the operation of the STIP and LTIP for 2025 for consistency with the Phoenix strategy.</li> <li>Benchmarking remuneration for Executive Management and the Board of Directors and aligning remuneration levels with the market.</li> </ul>

# BOARD OF DIRECTORS' REMUNERATION

The remuneration of the Board of Directors ("the Board") in 2024 was in accordance with the Remuneration Policy. Board members' compensation is made up of two main elements:

- An annual remuneration based on a fixed annual base fee set at DKK 570,000 since the 2024 AGM, when the fixed annual base fee was increased by 3.6% from DKK 550,000. Board members receive a multiplier of the fixed annual fee based on their position on the Board and participation in committees.
- A fixed travel allowance for additional time commitments and attending meetings outside of Board members' country of residence. The allowance amounts were changed to a percentage of the base fee instead of a fixed amount at the AGM 2024, from DKK 66,000 to 12% of the base fee (DKK 68,400) for each event of intercontinental travel, and from DKK 33,000 to 6% of the base fee (DKK 34,200) for each event of continental travel.

The table below summarises the fees for members of the Board.

No ad hoc fees were paid in 2024.

In addition to the actual remuneration reflected above, Board members are entitled to reimbursement of costs and expenses incurred.

## BOARD OF DIRECTORS 2024 FEE STRUCTURE

2024 Fee structure	Board of Directors				Audit Committee				Other committees			
	prior to AGM 2024		post AGM 2024		prior to AGM 2024		post AGM 2024		prior to AGM 2024		post AGM 2024	
	Multiplier	DKK	Multiplier	DKK	Multiplier	DKK	Multiplier	DKK	Multiplier	DKK	Multiplier	DKK
Chair	3.0x	1,650,000	3.0x	1,710,000	0.8x	440,000	0.8x	456,000	0.5x	275,000	0.5x	285,000
Deputy Chair	1.5x	825,000	1.5x	855,000	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Member	1.0x	550,000	1.0x	570,000	0.4x	220,000	0.4x	228,000	0.25x	137,500	0.25x	142,500

The Board of Directors' 2024 remuneration table includes the remuneration paid to Board members in their capacity as members of the Board of Pandora. The number of travel allowances paid to members reflect Board member's attendance at Pandora-related meetings outside their country of residence. Excluding travel allowances, the overall level of fees paid remained at the same level with a slight increase of 3%, reflecting the increase approved at the AGM 2024 and changes in Board member's committee positions. The overall fees had a lower increase at 1%, due to a slight decrease in travel allowance. Historical information on fees paid to the individual members of the Board is available in the comparison tables in [Appendix 4](#).

**BOARD OF DIRECTORS' 2024 REMUNERATION  
DKK million<sup>1</sup>**

Board member	Role	Audit Committee	Remuneration Committee	Nomination Committee	Base fees	Committee fees	Total	Other <sup>2</sup>	Travel allowances	Total incl. other and travel
Peter A. Ruzicka	Chair		Chair	Member	1.7	0.4	2.1	0.5	0.5	3.1
Christian Frigast	Deputy Chair		Member	Member	0.8	0.3	1.2	0.0	0.0	1.2
Birgitta Stymne Göransson	Board member	Member		Member	0.6	0.2	0.8	0.1	0.2	1.1
Marianne Kirkegaard	Board member		Member	Chair	0.6	0.4	0.9	0.0	0.3	1.2
Catherine Spindler	Board member				0.6	0.1	0.6	0.0	0.1	0.7
Jan Zijderveld	Board member	Member	Member		0.6	0.4	0.9	0.0	0.2	1.1
Lilian Fossum Biner	Board member	Chair			0.6	0.5	1.1	0.3	0.3	1.7
<b>Total Board remuneration 2024</b>					<b>5.4</b>	<b>2.2</b>	<b>7.6</b>	<b>0.9</b>	<b>1.6</b>	<b>10.1</b>
<b>Total Board remuneration 2023</b>					<b>5.1</b>	<b>2.3</b>	<b>7.4</b>	<b>0.9</b>	<b>1.7</b>	<b>10.0</b>
<b>Total Board remuneration annual change, %</b>							<b>3%</b>			<b>1%</b>

<sup>1</sup> Pandora pays social security contributions levied in respect of remuneration made to members of the Board as applicable.

<sup>2</sup> Social security costs in Norway and Sweden in respect of fees paid to the Chair and a Board member, respectively.

# MEMBERS OF THE BOARD OF DIRECTORS' INTERESTS IN PANDORA SHARES

Board members are required to hold a minimum level of Pandora shares ("share ownership requirement") to align their interests with those of the company's shareholders and executive team. Several Board members hold a number of Pandora shares that is significantly above their share ownership requirement.

Board members are required to purchase (if relevant) and hold Pandora shares to meet the share ownership requirement for as long as they serve as members of the Board of Directors. The share ownership requirement for each member of the Board is set at 1X the annual fee<sup>1</sup> before taxes (DKK 570,000). The share ownership requirement must be fulfilled within 24 months from the day of the member's appointment to the Board. The table sets out the development of each Board member's shareholding in Pandora during 2024:

SHARES HELD BY MEMBERS OF THE BOARD:		Shares held at	Purchases	Sales	Share held at	Market value	Holding as multiple
Board member	Role	31 December 2023	in 2024	in 2024	31 December 2024	DKKm <sup>2</sup>	of share ownership requirement
Peter A. Ruzicka	Chair	28,000	-	-5,000	23,000	30.3	18X
Christian Frigast	Deputy Chair	53,261	-	-	53,261	70.1	83X
Birgitta Stymne Göransson	Board member	2,975	-	-	2,975	3.9	7X
Marianne Kirkegaard	Board member	2,968	-	-	2,968	3.9	7X
Catherine Spindler	Board member	700	-	-	700	0.9	2X
Jan Zijderveld	Board member	1,270	-	-	1,270	1.7	3X
Lilian Fossum Biner <sup>3</sup>	Board member	365	-	-	365	0.5	1X
<b>Total</b>		<b>89,539</b>	<b>-</b>	<b>-5,000</b>	<b>84,539</b>	<b>111.3</b>	<b>21X</b>

<sup>1</sup> The annual fee for this purpose is the gross fixed annual base fee (including multiples thereof for the Chair and Deputy Chair), but not including any committee fees.

<sup>2</sup> Market value is based on the share price of DKK 1,317.0 as of close of business 30 December 2024.

<sup>3</sup> New board member joining in connection with the AGM 2023 must fulfil the share ownership requirement by March 2025 (applies to Lillian Fossum Biner), that is within 24 months from the day of appointment to the Board.

# EXECUTIVE MANAGEMENT REMUNERATION

## COMPONENTS OF EXECUTIVE MANAGEMENT REMUNERATION

Members of Executive Management receive the following remuneration:

- Fixed annual base salary (members of Executive Management do not receive any company-paid pension contributions).
- STIP, based on Pandora's performance during the current performance year.
- LTIP, based on Pandora's performance during a three-year performance period, and with a further two-year holding period before shares awarded can be sold (five-year vesting and holding period in total).
- Other customary benefits on terms generally aligned with the wider work force.

The combination of fixed and incentive-based remuneration has been chosen to ensure that Pandora has the flexibility to recruit and retain key talent in a highly competitive, international talent market. The Board of Directors ("the Board") believes that incentive plans can be key drivers behind exceptional Pandora performance and that it is appropriate to strongly align the interests of

the members of Executive Management with those of Pandora's shareholders.

## FIXED ANNUAL BASE SALARY FOR EXECUTIVE MANAGEMENT

The Remuneration Committee benchmarked Executive Management base salaries against comparable positions in European<sup>1</sup>, Danish<sup>2</sup> and US<sup>3</sup> peers to support the pay review combined with the performance of Executive Management and the financial performance of Pandora. The Committee recognises that the talent market in which it operates is increasingly global and therefore introduced the US peer group in 2024. The US peer group is not a primary peer group and is used to test the overall competitiveness of the package from an additional lens. Benchmarking of executive remuneration is conducted with advice from the Remuneration Committee's independent external advisor, WTW. The Remuneration Committee recommended to the Board that the fixed annual base salary of the CEO be increased by 6% from DKK 11.5 million (2023) to DKK 12.3 million (2024), and that the fixed annual base salary of the CFO be increased by 3% from DKK 6.4 million (2023)

to DKK 6.7 million (2024). These increases are consistent with the range of increases awarded to the wider work force of Pandora A/S. The Board approved the recommendation effective from 1 March 2024. The fixed annual base salary (annual salary including any pension contributions) and overall reward opportunity provided to the CEO and CFO are considered to be broadly competitive with the appropriate peer groups. Salary increases in future years are expected to evolve in line with the pay-for-performance principles set out in the Remuneration Policy.

<sup>1</sup> European benchmarking peer group 2024: Inditex, EssilorLuxottica, Kering, Richemont, adidas, H&M, Swatch, Moncler, PUMA, Burberry, Hugo Boss, Avolta, ASOS.

<sup>2</sup> Danish benchmarking peer group 2024: Novo Nordisk, Ørsted, Maersk, DSV, Coloplast, Vestas Wind Systems, Genmab, Carlsberg, Novonesis, Demant, ROCKWOOL Group, GN Store Nord, Royal Unibrew, Ambu, ISS, Bavarian Nordic, Zealand Pharma, TORM, NKT.

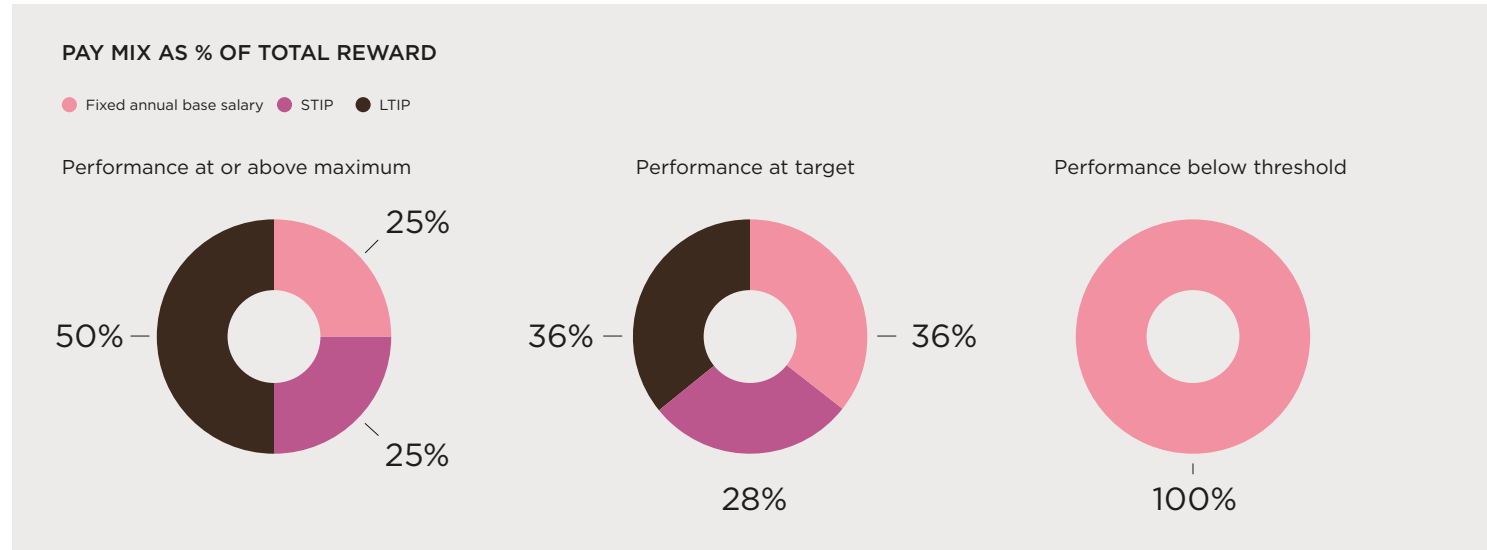
<sup>3</sup> US benchmarking peer group 2024: Nike, Estée Lauder, Ralph Lauren, Skechers, Tapestry, The Gap, Crocs, Abercrombie & Fitch, Bath & Body Works, Levi Strauss & Co, Dillard's, V.F. Corporation, Wayfair Inc., PVH Corp., Columbia Sportswear, Macy's, American Eagle Outfitters, Kontoor Brands, Urban Outfitters, Signet Jewelers, Nordstrom, Steven Madden, Under Armour, Newell Brands, Foot Locker, Victoria's Secret, G-III Apparel, Guess?, Movado Group.

**PAY MIX FOR EXECUTIVE MANAGEMENT**

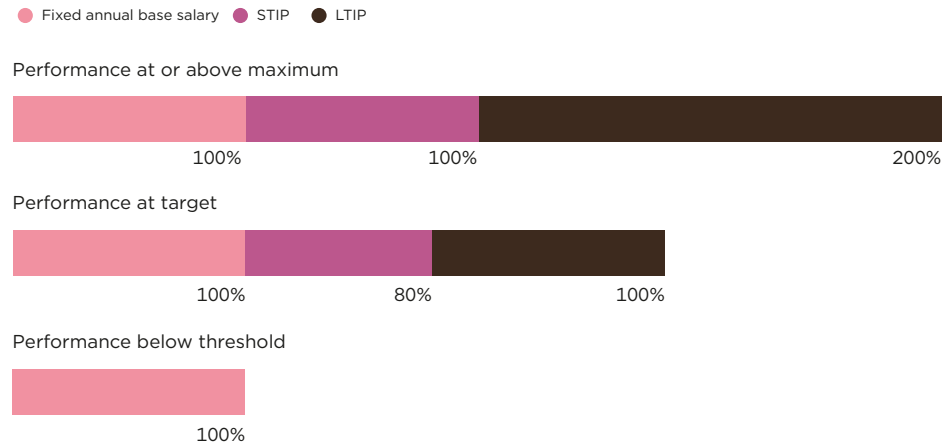
In 2024, the pay mix of Executive Management was as shown to the right.

In line with the Remuneration Policy, the STIP target opportunity for Executive Management is set at 80% of the fixed annual base salary, and the actual STIP payout may be in the range of 0-125% (that is maximum 100% of the fixed annual base salary for Executive Management).

The LTIP is structured as Performance Share Units (PSUs). The actual number of PSUs awarded as shares at the end of the vesting period—followed by an additional two-year holding period (a total of five years) - can range from 0% to 200% of the target grant level, depending on performance outcomes. The maximum allocation of PSUs to all participants under the LTIP in 2024 will only be awarded in shares if the performance conditions set by the Board are fully achieved.



**TOTAL REWARD - PAY ELEMENTS<sup>1</sup> AS % OF FIXED ANNUAL BASE SALARY<sup>2</sup>**



<sup>1</sup> In line with usual communication practice and the level of benefits in proportion to total reward, these illustrations include fixed annual base salary, STIP and LTIP only.  
<sup>2</sup> Fixed annual base salary is defined in accordance with the Remuneration Policy.

### REMUNERATION OF EXECUTIVE MANAGEMENT FOR 2024

In 2024, the remuneration of Executive Management was in accordance with the Remuneration Policy. The table provides an overview of the remuneration awards and outcomes for 2024, valued on the basis of remuneration awarded during the year (consistent with the way in which remuneration is determined in practice in accordance with the Remuneration Policy). Further details including variable pay proportion of total pay are available in [Appendix 4](#).

The change in total remuneration of Executive Management from 2023 to 2024 was primarily due to the increase in base salary resulting in a higher LTIP grant, as well as a one-time CEO Special Award. The historic view of Executive Management remuneration, including expenses for current and former members of Executive Management, is set out in [Appendix 4](#).

### SHORT-TERM INCENTIVE PLAN (STIP)

The STIP is cash-based and designed to incentivise and encourage Executive Management to achieve high performance and promote achievement of Pandora's short-term objectives on a basis that is consistent, overall, with the sustainable delivery of long-term objectives. Our guiding philosophy is to reward employees based on the tangible impact they have on Pandora's performance. For instance, leaders within specific geographical clusters would receive compensation mainly in accordance with the performance of their respective region. The performance targets for Executive Management are therefore aligned with the global short-term performance of Pandora. It is Pandora's practice to communicate KPIs after the end of Executive Managements' performance period due to the commercial sensitivity of the financial KPIs.

### STIP 2024

The KPIs for 2024 were based on (i) a 60% like-for-like growth and (ii) a 40% EBIT margin in order to align with the Phoenix strategy. The weighting of like-for-like growth has been kept at 60% to maintain focus on consistent delivery of the growth ambition connected to the Phoenix strategy. STIP 2024 was paid out at 95% x fixed annual base salary (a business performance multiplier of 119% of the target of 80% x fixed annual base salary).

The STIP award for 2024 will be paid in cash in March 2025.

### EXECUTIVE MANAGEMENT REMUNERATION

DKK million		Fixed pay and benefits			Variable pay				Total remuneration awarded
Name	Role	Fixed annual base salary received	Other benefits <sup>1</sup>	Total fixed remuneration	STIP award	CEO Special Award	LTIP grant <sup>2</sup>	Total variable remuneration	
Alexander Lacik	CEO	12.1	2.2	14.3	11.7	12.3	12.3	36.2	50.6
Anders Boyer	CFO	6.6	0.2	6.8	6.3	N/A	6.7	13.0	19.9
<b>Total 2024</b>		<b>18.8</b>	<b>2.4</b>	<b>21.2</b>	<b>18.0</b>	<b>12.3</b>	<b>18.9</b>	<b>49.2</b>	<b>70.4</b>
<b>Total 2023</b>		<b>17.8</b>	<b>2.6</b>	<b>20.4</b>	<b>16.4</b>	<b>N/A</b>	<b>17.9</b>	<b>34.3</b>	<b>54.7</b>
<b>Total executive remuneration annual change, %</b>				<b>4%</b>				<b>43%</b>	<b>29%</b>

<sup>1</sup> Other benefits include: relocation allowance (for CEO only), car allowance, phone, internet allowance, company healthcare, housing allowance (for CEO only) and reimbursement of education fees (for CEO only).

<sup>2</sup> Grant is shown at target value, which is the intended fair value at the time of grant, based on the average closing price of Pandora's shares on Nasdaq Copenhagen over the last five trading days after the publication of the Annual Report for 2023 (DKK 1,091.4). As there are differences in both the reporting and methodology of LTIP in the Remuneration Report and the company's Annual Report 2024, the actual value of the grant at the eventual grant date in accordance with the IFRS2 accounting standard may differ from what is shown, as will the recognition of the LTIP expense over the period in which service is provided. This is explained further in [Appendix 3](#).

STIP 2024		Threshold 0% x fixed annual base salary	Target 80% x fixed annual base salary	Maximum 100% x fixed annual base salary (125% x target)	Weight	Achievement	
Metrics						Actual, %	x target, 0-125%
Performance conditions	Like-for-like growth FY 2024 vs FY 2023, %	2.0%	4.9%	7.0%	60%	7.0%	125.0%
	EBIT-margin, %	24.0%	25.0%	25.5%	40%	25.2%	110.0%
<b>Total</b>					<b>100%</b>		<b>119.0%</b>

**LONG-TERM INCENTIVE PLAN (LTIP)**

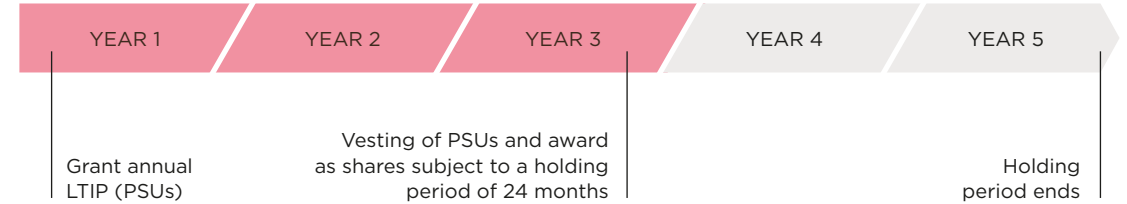
The purpose of the LTIP is to incentivise performance, ensure the commitment and retention of Executive Management and align their interests with those of the company’s shareholders. The LTIP rewards Executive Management for dedicated and focused results intended to achieve and support the long-term interests of Pandora, including a significant focus on the company’s sustainability agenda. The LTIP is granted annually to Executive Management in the form of PSUs. The performance period for PSUs is three financial years, after which the PSUs vest (subject to meeting the performance conditions set by the Board, specific performance conditions are not fully disclosed due to commercial sensitivity). After vesting, the shares awarded are subject to a further two-year holding period, during which Executive Management is restricted from selling the shares, except for sales to pay taxes at vesting. During the holding period, vested shares are eligible to dividends, if paid. At the end of the holding period, and subject always to compliance with the share ownership requirement of the Remuneration Policy and restrictions in respect of relevant insider rules, Executive Management may sell their shares.

In addition, Executive Management must meet (and subsequently maintain) a share ownership requirement to hold shares of a market value corresponding to the gross fixed annual base salary.

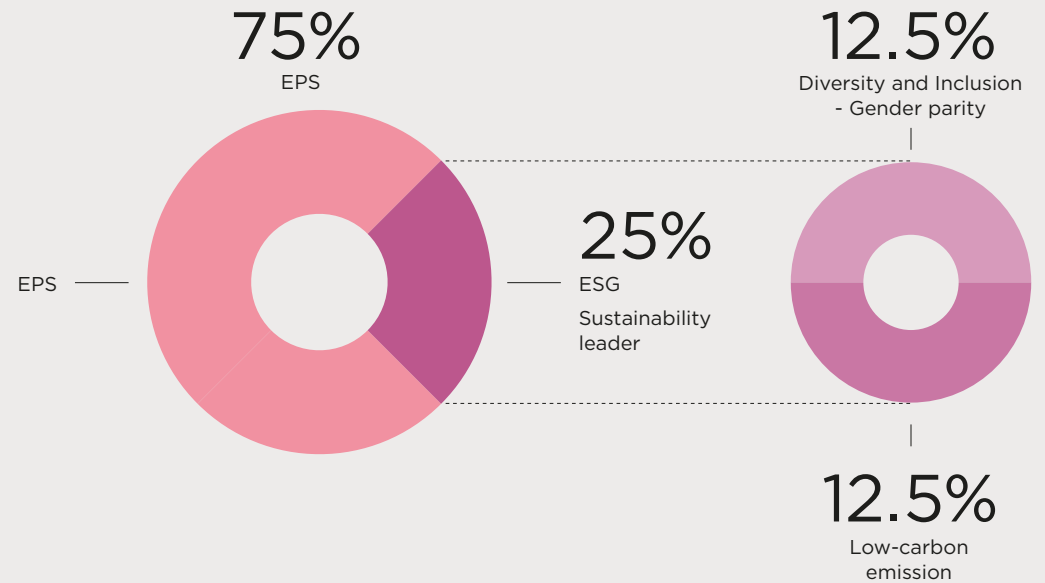


In 2024, Pandora continued to lead the jewellery industry in sustainability by advancing ambitious targets in climate action, inclusion and diversity, demonstrating that strong financial performance and sustainability go hand in hand. Building on this approach, Pandora launched another EUR 500 million sustainability-linked bond, tying the interest rate level to key targets such as carbon emission reductions and, for the first time, gender diversity in leadership.

**VESTING AND HOLDING PERIOD FOR THE LTIP 2024 FOR EXECUTIVE MANAGEMENT:**



**PERFORMANCE CONDITIONS 2024**



### LTIP 2024

The LTIP 2024 provided for a target award of 17,349 shares<sup>1</sup> (maximum: 34,698 shares) to Pandora's Executive Management, subject to fulfilment of performance conditions. The granted PSUs are scheduled to vest on 1 March 2027, subject to meeting the performance conditions within the range 0-200% of the target PSUs granted. Any vested shares are subject to a two-year holding period, ending on 1 March 2029.

The 2024 performance conditions are set out in the table to the right:

- EPS to measure long-term value creation through direct measure of Pandora's financial performance.
- Progress as a sustainability leader, which consists of two components: Our science-based target to reduce our greenhouse gas emissions (low carbon emission) and our DEI target to achieve gender parity in leadership.

In accordance with the relevant International Financial Reporting Standards (IFRSs), the accounting expense for the LTIP will be recognised in the income statement over the three-year vesting period.

<sup>1</sup> The target grant of PSUs was calculated based on the target grant level of 100% x fixed annual base salary and a reference share price of DKK 1,091.4 (the average closing price of Pandora's shares on Nasdaq Copenhagen over the last five trading days after publication of the Annual Report for 2023. The target and maximum amounts presented in this Remuneration Report differ slightly from the figures disclosed in Company announcement no. 855 made on 1 April 2024. This discrepancy arises due to an error in the calculation used in the announcement. The figures have since been corrected and are accurately reflected in this report.

### LTIP 2023

The LTIP 2023 provided for a target award of 28,114 shares<sup>2</sup> (maximum: 56,228 shares) to Pandora's Executive Management, subject to fulfilment of performance conditions. The granted PSUs are scheduled to vest on 1 March 2026, subject to meeting the performance conditions within the range 0-200% of the target PSUs granted. Any vested shares are subject to a two-year holding period, ending on 1 March 2028.

The 2023 performance conditions are set out in the table to the right.

In accordance with the relevant IFRSs, the accounting expense for the LTIP will be recognised in the income statement over the three-year vesting period.

<sup>2</sup> The target grant of PSUs was calculated based on the target grant level of 100% x fixed annual base salary and a reference share price of DKK 635.8 (the average closing price of Pandora's shares on Nasdaq Copenhagen over the last five trading days after publication of the Annual Report for 2022).

### LTIP 2024 FOR EXECUTIVE MANAGEMENT

	Metric	Weight	Vesting % for achievement of performance conditions			
			Below threshold	At threshold	At target	At or above stretch
Performance conditions	EPS	75%	0%	50%	100%	200%
	Progress as a sustainability leader <sup>1</sup>	25%	0%	50%	100%	200%
	<b>Total</b>	<b>100%</b>	<b>0%</b>	<b>50%</b>	<b>100%</b>	<b>200%</b>
<b>Shares awarded<sup>2</sup></b>			<b>0</b>	<b>8,675</b>	<b>17,349</b>	<b>34,698</b>
<b>Value at reference share price</b>			<b>DKK 0</b>	<b>DKK 9.5m</b>	<b>DKK 18.9m</b>	<b>DKK 37.9m</b>

<sup>1</sup> Pandora's sustainability will be addressed against 2026 objectives based on Pandora's progress as a sustainability leader.

<sup>2</sup> The threshold, target and stretch amounts presented in this Remuneration Report differ slightly from the figures disclosed in Company announcement no. 855 made on 1 April 2024. This discrepancy arises due to an error in the calculation used in the announcement. The figures have since been corrected and are accurately reflected in this report.

### LTIP 2023 FOR EXECUTIVE MANAGEMENT

	Metric	Weight	Vesting % for achievement of performance conditions			
			Below threshold	At threshold	At target	At or above stretch
Performance conditions	EPS	75%	0%	50%	100%	200%
	Progress as a sustainability leader <sup>1</sup>	25%	0%	0%	100%	200%
	<b>Total</b>	<b>100%</b>	<b>0%</b>	<b>37.5%</b>	<b>100%</b>	<b>200%</b>
<b>Shares awarded</b>			<b>0</b>	<b>10,543</b>	<b>28,114</b>	<b>56,228</b>
<b>Value at reference share price</b>			<b>DKK 0</b>	<b>DKK 6.7m</b>	<b>DKK 17.9m</b>	<b>DKK 35.7m</b>

<sup>1</sup> Pandora's sustainability will be addressed against 2025 objectives based on Pandora's progress as a sustainability leader.

### LTIP 2022

The LTIP 2022 provided for a target award of 21,053 shares<sup>1</sup> (maximum: 42,106 shares) to Pandora's Executive Management, subject to performance (the award is in the form of PSUs). At the end of 2024, EPS performance conditions were achieved above the maximum target, while the sustainability condition reached a performance outcome of 175.0%, thus the LTIP 2022 will vest at 193.8% on 5 February 2025. The vested shares are subject to a two-year holding period, ending on 5 February 2027.

The 2022 performance conditions are set out in the table.

### LTIP 2021

The LTIP 2021 provided for a target award of 25,144 shares<sup>2</sup> (maximum: 50,288 shares) to Pandora's Executive Management, subject to performance (the award is in the form of PSUs). At the end of 2023, EPS performance conditions were achieved above the maximum target, while the TSR performance condition ranked 5 in the TSR peer group, vesting at 181.2%, thus the LTIP 2021 vested at 190.6% on 7 February 2024. The vested shares are subject to a two-year holding period, ending on 7 February 2026.

The 2021 performance conditions are set out in the table

### CEO SPECIAL AWARD

Following a recommendation from the Remuneration Committee, and in line with the Committee's focus on ensuring that the CEO's incentives remained competitive and achieved the necessary retention of the CEO, as expected from our major shareholders, the Board approved a one-time Special Award for the CEO in recognition of the continued and exceptional contributions to Pandora that he is expected to make.

The award consists of a one-time PSU grant valued at the equivalent of the CEO's annual base salary, which will vest over a two-year period, subject to performance conditions designed to ensure alignment with sustained success and long-term value creation for Pandora.

The award was reviewed by the Board's Remuneration Committee, with independent advice sought to ensure alignment with market standards and governance best practices. The Board considers this award a prudent recognition of leadership excellence and a reinforcement of alignment between executive performance and shareholder interests.

The CEO Special Award provided for a target award of 11,242 shares<sup>3</sup> (maximum: 22,484 shares) to Pandora's CEO, subject to fulfilment of performance conditions. The granted PSUs are scheduled to vest on 1 March 2026, subject to meeting the performance conditions within the

### LTIP 2022 FOR EXECUTIVE MANAGEMENT

	Metric	Weight	Vesting % for achievement of performance conditions			
			Below threshold	At threshold	At target	At or above stretch
Performance conditions	EPS	75%	0%	50%	100%	200%
	Progress as a sustainability leader <sup>1</sup>	25%	0%	0%	100%	200%
	<b>Total</b>	<b>100%</b>	<b>0%</b>	<b>37.5%</b>	<b>100%</b>	<b>200%</b>
<b>Shares awarded</b>			<b>0</b>	<b>7,895</b>	<b>21,053</b>	<b>42,106</b>
<b>Value at reference share price</b>			<b>DKK 0</b>	<b>DKK 6.4m</b>	<b>DKK 17.1m</b>	<b>DKK 34.3m</b>

<sup>1</sup> Pandora's sustainability will be addressed against 2024 objectives based on Pandora's progress as a sustainability leader.

### LTIP 2021 FOR EXECUTIVE MANAGEMENT

	Metric	Weight	Vesting % for achievement of performance conditions			
			Below threshold	At threshold	At target	At or above stretch
Performance conditions	EPS	50%	0%	0%	100%	200%
	Relative TSR <sup>1</sup>	50%	0%	50%	100%	200%
	<b>Total</b>	<b>100%</b>	<b>0%</b>	<b>25%</b>	<b>100%</b>	<b>200%</b>
<b>Shares awarded</b>			<b>0</b>	<b>6,286</b>	<b>25,144</b>	<b>50,288</b>
<b>Value at reference share price</b>			<b>DKK 0</b>	<b>DKK 4.1m</b>	<b>DKK 16.6m</b>	<b>DKK 33.2m</b>

<sup>1</sup> Pandora's relative TSR was ranked (over the period from December 2020 to December 2023) against a group of 14 industry peers (down from original 15 due to the removal of Capri Holding A/S). The threshold is a TSR ranking at median; the stretch is a TSR ranking at top quartile, and pro-rata in between. The exact ranking is shown in [Appendix 1](#).

<sup>1</sup> The target grant of PSUs was calculated based on the target grant level of 100% x fixed annual base salary and a reference share price of DKK 814.28 (the average price of Pandora's shares on Nasdaq Copenhagen over the last five trading days of 2021).

<sup>2</sup> The target grant of PSUs was calculated based on the target grant level of 100% x fixed annual base salary and a reference share price of DKK 660.24 (the average price of Pandora's shares on Nasdaq Copenhagen over the last five trading days of 2020).

<sup>3</sup> The target grant of PSUs was calculated based on the target grant level of 100% x fixed annual base salary and a reference share price of DKK 1,091.4 (the average closing price of Pandora's shares on Nasdaq Copenhagen over the last five trading days after publication of the Annual Report for 2023).

range 0-200% of the target PSUs granted. Any vested shares are subject to a one-year holding period, ending on 1 March 2027.

The CEO Special Award performance conditions are set out in the table:

**OTHER CUSTOMARY BENEFITS**

Members of Executive Management do not receive any Pandora-paid pension contribution as it is included in the fixed annual base salary and taken into account when benchmarking total remuneration. Other benefits - car allowance, annual health check, company canteen, company-paid health insurance, internet and phone allowance - are provided on the same basis as is available to other senior employees based in Denmark.

**RELOCATION ALLOWANCES**

In accordance with the relocation and settlement agreement for the CEO and Pandora's policy for other senior employees, the CEO continued to receive ongoing support through 2024 in respect of tax filing, reimbursement of education fees and mobility allowances for housing, transport and living expenses. The relocation allowance was extended throughout 2024, including housing and transportation allowance. The CEO housing allowance is due to decrease further in 2025.

CEO SPECIAL AWARD		Vesting % for achievement of performance conditions				
		Below threshold	At threshold	At target	At or above stretch	
Metric	Weight					
Performance conditions	Share price	25%				
	Organic growth %	25%				
	EPS	25%				
	eNPS	8.33%	0%	50%	100%	200%
	Internal fill rate band 3+%	8.33%				
	Store manager attrition %	8.33%				
<b>Total</b>	<b>100%</b>	<b>0%</b>	<b>50%</b>	<b>100%</b>	<b>200%</b>	
<b>Shares awarded</b>		<b>0</b>	<b>5,621</b>	<b>11,242</b>	<b>22,484</b>	
<b>Value at reference share price</b>		<b>DKK 0</b>	<b>DKK 6.1m</b>	<b>DKK 12.3m</b>	<b>DKK 24.5m</b>	



# EXECUTIVE MANAGEMENT'S INTERESTS IN PANDORA SHARES

A shareholding requirement applies for Executive Management. Together with the design of the incentive arrangements, the requirement ensures that the value realised by Executive Management is directly linked to long-term sustainable business performance. The shareholding requirement is set at 1x gross fixed annual base salary as applicable in the current year. Vested LTIP shares can be included towards meeting the requirement. Both the CEO and CFO hold a number of Pandora shares significantly above the requirements set out in our Remuneration Policy.

The table below sets out the development of Executive Management's shareholdings in Pandora during the financial year. The three tables on the following page provide details of the share movements during 2024.

In 2024, Executive Management members received allocations of PSUs under the LTIP 2024. Together with allocations received in previous years, the remuneration approach and significant shareholding of Executive Management ensure alignment with shareholders' short-term and long-term interests through both shares held and conditional shares dependent on the performance of Pandora over subsequent periods.

## SHARES HELD BY EXECUTIVE MANAGEMENT

Name	Role	Shares held at 31 December 2023	Market value in DKKm (Dec 2023) <sup>1</sup>	Purchases in 2024	Sales in 2024	Shares vested and exercised in 2024	Shares in holding period at 31 December 2024	Shares held at 31 December 2024	Market value in DKKm (December 2024) <sup>2</sup>	Holdings (X share ownership requirement)
Alexander Lacik	CEO	225,756	210.7	-	45,249	66,698	72,341 <sup>3</sup>	247,205	325.6	27X
Anders Boyer	CFO	133,486	124.6	-	20,223	49,845	55,794	163,108	214.8	32X
<b>Total</b>		<b>359,242</b>	<b>335.2</b>	<b>-</b>	<b>65,472</b>	<b>116,543</b>	<b>128,135</b>	<b>410,313</b>	<b>540.4</b>	<b>29X</b>

<sup>1</sup> Market value is based on the share price of DKK 933.2 as of close of business on 29 December 2023.

<sup>2</sup> Market value is based on the share price of DKK 1,317.0 as of close of business on 30 December 2024.

<sup>3</sup> 20,452 shares sold in 2024 to cover taxes for LTIP 2021.

UNVESTED SHARES ALLOCATED TO EXECUTIVE MANAGEMENT

Unvested shares at 31 December 2023

Name	Role	Options in holding	Conditional value of options DKK m <sup>1</sup>	Target number of PSUs	Maximum number of PSUs <sup>3</sup>	Conditional value at target DKKm <sup>1</sup>	Conditional value at max DKKm <sup>1</sup>
Alexander Lacik	CEO	36,384	34.0	47,349	94,698	44.2	88.4
Anders Boyer	CFO	32,233	30.1	26,962	53,924	25.2	50.3
<b>Total</b>		<b>68,617</b>	<b>64.0</b>	<b>74,311</b>	<b>148,622</b>	<b>69.3</b>	<b>138.7</b>

Movement in 2024

Name	Role	Options exercised	New allocations of PSUs at target	New allocations of PSUs at maximum	Target number of PSUs cancelled	PSUs vested
Alexander Lacik	CEO	36,384	22,484	44,968	747	30,314
Anders Boyer	CFO	32,233	6,107	12,214	434	17,612
<b>Total</b>		<b>68,617</b>	<b>28,591</b>	<b>57,182</b>	<b>1,181</b>	<b>47,926</b>

Unvested shares at 31 December 2024

Name	Role	Options in holding	Conditional value of options DKK m <sup>2</sup>	Target number of PSUs	Maximum number of PSUs	Conditional value at target DKKm <sup>2</sup>	Conditional value at max DKKm <sup>2</sup>
Alexander Lacik	CEO	-	-	53,929	107,858	71.0	142.0
Anders Boyer	CFO	-	-	23,829	47,658	31.4	62.8
<b>Total</b>		<b>-</b>	<b>-</b>	<b>77,758</b>	<b>155,516</b>	<b>102.4</b>	<b>204.8</b>

<sup>1</sup> Market value is based on the share price of DKK 933.2 as of close of business on 29 December 2023.

<sup>2</sup> Market value is based on the share price of DKK 1,317.0 as of close of business on 30 December 2024.



# RELATIONSHIP BETWEEN EXECUTIVE MANAGEMENT AND GROUP PAY STRUCTURES

Pay structures and salary budgets are managed on an organisation-wide basis – ensuring that reward structures and processes in Pandora continue to be fit for purpose. The table summarises the key elements of the remuneration structure for Executive Management and how these currently flow through to the rest of the organisation.

Given the relationship between the principles for Executive Management and the wider workforce, base salary developments for Executive Management are generally expected to be comparable to those for the wider workforce. The developments in Total Reward levels for Executive Management – as set out in [Appendix 4](#) – have, however, varied significantly more due to (i) the higher proportion of variable pay (which is linked to Pandora performance, especially to long-term performance through the LTIP) at Executive Management level, and (ii) changes in the employee mix (including movements in the proportions of the workforce employed in different geographies with different underlying pay levels).

## GROUP PAY STRUCTURES

### REWARD ELEMENT

### ALIGNMENT WITH THE WIDER WORKFORCE

<b>Fixed pay</b>	• Fixed annual base salary	✓ The broad principles of the Remuneration Policy also apply when making remuneration decisions for the wider workforce across Pandora, although, for roles below the most senior levels, different labour market dynamics may lead to local rather than international pay comparisons being more appropriate.
	• Retirement benefit	For roles below Executive Management, company contributions are provided in line with the local market level.
	• Car allowance	✓ For roles below Executive Management, a car allowance depends on the role and local market practice.
<b>Other benefits</b>		✓ For roles below Executive Management, benefits provided depend on local market practice.
<b>Short-term incentive</b>	• Link to Pandora performance	✓ Employees at management level and above are eligible for a Group bonus linked to business performance. The individual bonus payout is also linked to the individual's contribution to the delivery of our Phoenix strategy and values (via the performance evaluation). For roles in our Retail or Production and Distribution environments, the incentive outcome will relate more to the local achievement.
<b>Long-term incentive</b>	• Form of award	PSUs are awarded at vice president level and above.
	• Holding period requirement	There is no holding period applied below Executive Management level.
	• Share ownership requirement	There is no share ownership requirement below Executive Management level.

# OTHER DISCLOSURES

## SHARE PRICE PERFORMANCE

In 2024, reflecting good momentum on many strategic initiatives, the Pandora share price increased by 42% relative to the average share price in December 2023 and closed at a price of DKK 1,317. Adjusted for dividends, the TSR was 44%, ranking as the third highest among peers as set out in Appendix 1. The TSR over the three-year period from 2021 increased by 72%, ranking as the thirds highest return compared to peers. The TSR since 2022 ranks Pandora the highest among peers, with a TSR of 170%.

## SHAREHOLDER ENGAGEMENT

As in previous years, throughout 2024 we continued to discuss our Remuneration Policy and approach with larger shareholders and investor representative bodies and more particularly when decisions, disclosures and policy changes required more extensive feedback. We plan to continue this dialogue in 2025.

The Annual Remuneration Report will continue to be submitted for an advisory vote at our AGMs.

## REMUNERATION FROM GROUP COMPANIES

No member of the Board of Directors or Executive Management received any other remuneration from other Group companies.

## CLAW-BACK

During 2024, Pandora has not exercised any claw-back provisions related to the STIP or LTIP.

## DEVIATION FROM THE REMUNERATION POLICY

During 2024, Pandora has not found any reason to deviate from the framework set out by its current Remuneration Policy.

## DISCRETION

During 2024, Pandora has not found any reason to use its discretion to adjust target performance or payout.



# STATEMENT BY THE BOARD OF DIRECTORS

The Board of Directors (the “Board”) has today considered and approved the Remuneration Report of Pandora A/S for the financial year 2024.

This annual remuneration report (the “Annual Remuneration Report”) of Pandora A/S, CVR no. 28505116 (the “Company” or “Pandora”) has been prepared considering the requirements of section 139b of the Danish Companies Act. The Annual Remuneration Report provides an overview of the total remuneration received by each member of the Board and of the Executive Management (“Executive Management”) for the financial year 2024 with comparative figures for prior years. In line with the guidelines issued by the Danish Business Authority, five-year historical comparative figures have been provided. Executive Management includes the members of the Executive Management of Pandora registered as such with the Danish Business Authority.

In our opinion, the Annual Remuneration Report provides a fair presentation and complete overview of the remuneration that the individual management members were awarded during the 2024 financial year, and the Annual Remuneration Report explains how the overall remuneration is in accordance with the Remuneration Policy, including how the remuneration contributes towards promoting

the business strategy and creation of value by supporting the Company’s short-term and long-term objectives.

Copenhagen, 5 February 2025

## BOARD OF DIRECTORS

**Peter A. Ruzicka**  
Chair

**Christian Frigast**  
Deputy Chair

**Lilian Fossum Biner**


**Birgitta Stymne Göransson**

**Marianne Kirkegaard**

**Catherine Spindler**

**Jan Zijderveld**

## OUR APPROACH TO REMUNERATION

The remuneration of the Board and Executive Management during the past financial year has been provided in accordance with Pandora’s remuneration policy (the “Remuneration Policy”) approved by the Annual General Meeting (AGM) in 2024, which is available on [pandoragroup.com/investor](https://pandoragroup.com/investor). 

The overall purpose of the Remuneration Policy is to attract, retain and motivate Pandora’s Executive Management and members of the Board while supporting the long-term interests of Pandora, including its sustainability. The Remuneration Committee notes the support received from the shareholders in favour of the Remuneration Policy at Pandora’s AGM 2024. Our engagements with shareholders in 2024 helped us understand the voting outcome and expectations for further clarity around certain aspects of the Remuneration Policy. This Remuneration Report, to be tabled for an advisory vote at Pandora’s AGM 2025, illustrates how we have promoted and will continue to promote a healthy performance culture in a transparent remuneration framework that aligns the interests of Pandora’s Executive Management and the long-term interests of the shareholders.

# INDEPENDENT AUDITOR'S REPORT ON THE REMUNERATION REPORT

## TO THE SHAREHOLDERS OF PANDORA A/S

As agreed with the Company's Board of Directors, we have examined whether the Remuneration Report of Pandora A/S for the financial year 1 January – 31 December 2024 includes the disclosures required by section 139 b(3) of the Danish Companies Act and whether the information pertaining to remuneration, including performance share units, individual shareholdings and financial performance included in the Remuneration Report tables on [pages 8-9](#), [page 12](#) and [pages 14-18](#) as well as [Appendices 2-5](#), [pages 26-32](#), is accurate.

The degree of assurance we express in this report is reasonable.

## BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE REMUNERATION REPORT

The Board of Directors is responsible for the preparation of the Remuneration Report in accordance with section 139 b(3) of the Danish Companies Act and the Remuneration Policy as adopted by the Annual General Meeting on 14 March 2024.

The Board of Directors is also responsible for such internal control that the Board of Directors determines is necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud or error.

## AUDITOR'S INDEPENDENCE AND QUALITY CONTROL

We have complied with the independence and other ethical requirements of 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, as well as ethical requirements applicable in Denmark.

EY Godkendt Revisionspartnerselskab applies International Standard on Quality Management 1, ISQM1, 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 RESPONSIBILITIES

Our responsibility is to express a conclusion on the Remuneration Report based on our examinations. We conducted our examinations in accordance with ISAE 3000 Assurance Engagements Other than Audits or Reviews of Historical Financial Information, and additional requirements under Danish audit legislation to obtain reasonable assurance for purposes of our conclusion.

As part of our examinations, we performed the below procedures:

- We have verified that the Remuneration Report includes the information on remuneration for each individual member of the Board of Directors and Executive Board as required by section 139 b(3), item 1-6 of the Danish Companies Act.
- We have reconciled the information on financial performance for the Group and Parent Company included in the Remuneration Report with the financial highlights and other financial information as per the Annual Report for the financial year 2024 and, in addition, we have on a sample basis recalculated the average remuneration of Group and Parent Company employees based on full-time equivalents of other employees than registered executives.

- We have examined Management's process for recording, collecting and presenting information on fixed base salary, short term incentive plan (STIP) and other benefits to the Executive Board and remuneration to the Board of Directors and on a sample basis verified such information to employment contracts and other agreements and actual disbursements.
- We have examined Management's process for recording, collecting and presenting information on long-term incentives (LTI) and on a sample basis verified such information against contracts, individual allocated, vested and cancelled LTIs.
- We have examined Management's process for recording, collecting and presenting number of shares held by the individual members of the Board of Directors and Executive Board and on a sample basis verified such information against supporting documentation.
- We have examined Management's process for collecting input data, calculating and presenting the Gender pay gap and the CEO pay ratio and on a sample basis verified such information to supporting documentation and further recalculated both these numbers on the basis of the disclosed definitions

In our opinion, the examinations performed provide a sufficient basis for our opinion.

**CONCLUSION**

In our opinion, the Remuneration Report, in all material respects, includes the disclosures required by section 139 b(3) of the Danish Companies Act and the information pertaining to remuneration, including performance share units, individual shareholdings and financial performance included in the Remuneration Report tables on pages 8-9, page 12 and pages 14-18 as well as Appendices 2-5, pages 26-32, is accurate.

Copenhagen, 5 February 2025  
 EY Godkendt Revisionspartnerselskab  
 CVR no. 30 70 02 28

Henrik Kronborg Iversen  
 State Authorised  
 Public Accountant  
 mne24687

Jens Thordahl Nøhr  
 State Authorised  
 Public Accountant  
 mne32212

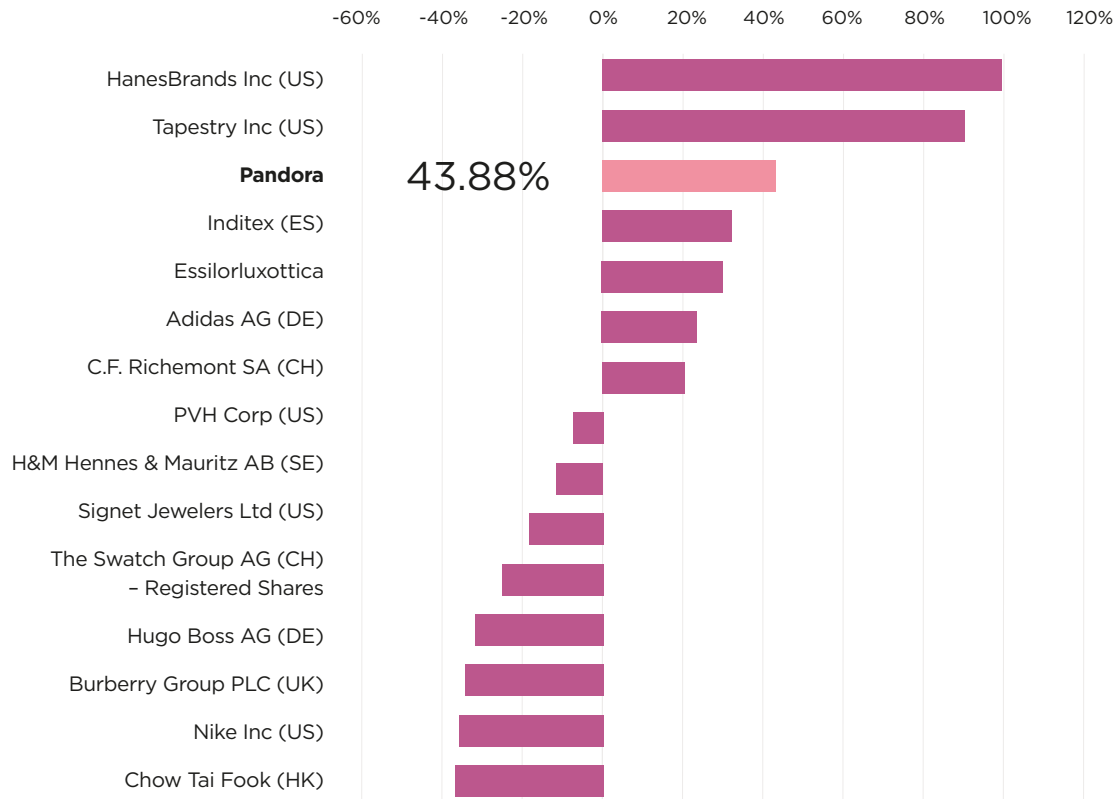


APPENDIX 1

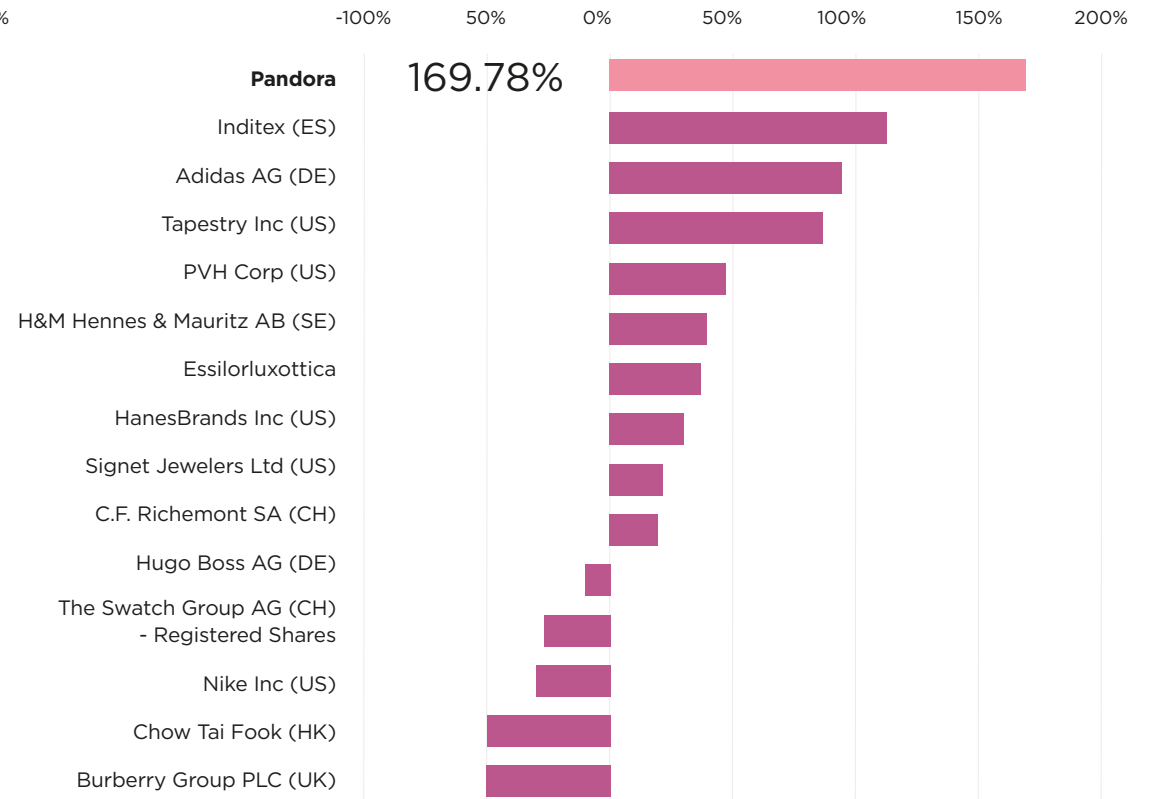
# PANDORA'S TOTAL SHAREHOLDER RETURN RELATIVE TO PEERS

Pandora's relative TSR was ranked against a group of 14 industry peers.

DECEMBER 2023 AVERAGE TO 30 DECEMBER 2024



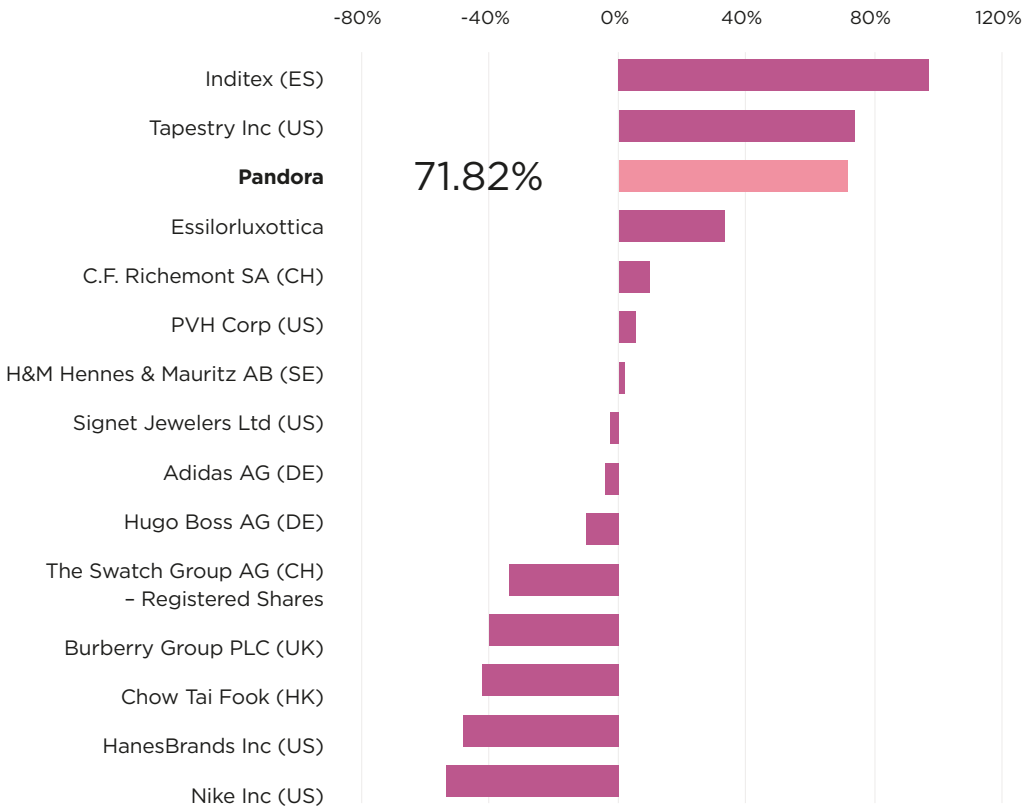
DECEMBER 2022 AVERAGE TO 30 DECEMBER 2024



APPENDIX 1

# PANDORA'S TOTAL SHAREHOLDER RETURN RELATIVE TO PEERS

DECEMBER 2021 AVERAGE TO 30 DECEMBER 2024



## APPENDIX 2

## STIP FOR EXECUTIVE MANAGEMENT

## STIP ACHIEVEMENT HISTORY

Programme	Performance period	Metrics	Weights	Achievement as % of maximum
2024	1 January 2024 – 31 December 2024	Like-for-like growth	60%	100%
		EBIT margin	40%	88%
		<b>Total</b>	<b>100%</b>	<b>95%</b>
		<hr/>		
2023	1 January 2023 – 31 December 2023	Like-for-like growth	60%	100%
		EBIT margin	40%	80%
		<b>Total</b>	<b>100%</b>	<b>92%</b>
		<hr/>		
2022	1 January 2022 – 31 December 2022	Like-for-like growth	60%	91%
		EBIT margin	40%	100%
		<b>Total</b>	<b>100%</b>	<b>95%</b>
		<hr/>		
2021	1 January 2021 – 31 December 2021	Like-for-like growth	50%	100%
		EBIT margin	50%	100%
		<b>Total</b>	<b>100%</b>	<b>100%</b>
		<hr/>		
Revised 2020	1 January 2020 – 31 December 2020	Revenue	50%	100%
		Adjusted EBIT (excl. restructuring)	50%	100%
		<b>Total</b>	<b>100%</b>	<b>100%</b>
		<hr/>		
2020	1 January 2020 – 31 December 2020	Like-for-like revenue growth	40%	0%
		EBIT margin (excl. restructuring)	60%	0%
		<b>Total</b>	<b>100%</b>	<b>0%</b>
		<hr/>		

## STIP PAY-OUT HISTORY

Name	Position	Programme	Achievement as % of maximum	Pay-out (DKKm)
Alexander Lacik	CEO	<b>2024</b>	<b>95%</b>	<b>11.7</b>
		2023	92%	10.5
		2022	95%	10.3
		2021	100%	10.5
		Revised 2020	100%	9.0
Anders Boyer	CFO	<b>2024</b>	<b>95%</b>	<b>6.3</b>
		2023	92%	5.9
		2022	95%	5.9
		2021	100%	6.1
		Revised 2020	100%	5.5
Anders Colding Friis	Former CEO	Revised 2020	100%	5.8
Peter Vekslund	Former CFO	Revised 2020	100%	0.3

## APPENDIX 3

## LTIP FOR EXECUTIVE MANAGEMENT

## LTIP ACHIEVEMENT HISTORY

Unvested programme	Performance period	End of holding period	Metrics	Weight	Achievement (range 0-200%)
2024	1 January 2024 – 31 December 2026	After publication of 2028 Annual Report – expected February 2029	EPS FY 2026	75%	Currently trending at 200%
			Low carbon emission	12.5%	Currently trending at 175%
			DEI gender parity	12.5%	Currently on track at 100%
			<b>Total</b>	<b>100%</b>	<b>184.4%</b>
2023	1 January 2023 – 31 December 2025	After publication of 2027 Annual Report – expected February 2028	EPS FY 2025	75%	Currently trending at 200%
			Low carbon emission	12.5%	Currently trending at 175%
			DEI gender parity	12.5%	Currently on track at 100%
			<b>Total</b>	<b>100%</b>	<b>184.4%</b>
2022	1 January 2022 – 31 December 2024	After publication of 2026 Annual Report – expected February 2027	EPS FY 2024	75%	200%
			Low carbon emission	8.3%	200%
			Circular	8.3%	200%
			DEI gender parity	8.3%	125%
			<b>Total</b>	<b>100%</b>	<b>193.8%</b>
Vested programme	Performance period	End of holding period	Metrics	Weight	Achievement (range 0-200%)
2021	1 January 2021 – 31 December 2023	After publication of 2025 Annual Report – expected February 2026	Relative TSR	50%	Rank 5 – 181.2%
			EPS FY2023	50%	200%
			<b>Total</b>	<b>100%</b>	<b>190.6%</b>
2020	1 January 2020 – 31 December 2022	After publication of 2024 Annual Report – expected February 2025	Relative TSR	50%	200%
			EPS FY2022	50%	200%
			<b>Total</b>	<b>100%</b>	<b>200%</b>

## APPENDIX 3

## LTIP FOR EXECUTIVE MANAGEMENT (CONTINUED)

## LTIP ALLOCATION HISTORY

Name	Position	Programme	Maximum number of options/PSUs allocated	Target value of grant (at grant date) DKKm	Total IFRS2 expense expected (at grant date) DKKm	Options/PSUs cancelled	PSUs vested	Options/PSUs in holding period	Options/PSUs exercised/awarded in shares	Share price at exercise/award DKK	Exercise price DKK	Value realised DKKm
Alexander Lacik	CEO	<b>2024</b>	<b>22,484</b>	<b>12.3</b>	<b>12.0</b>	-	<b>TBD</b>	-	-	-	-	-
		<b>CEO Special Award</b>	<b>22,484</b>	<b>12.3</b>	<b>12.1</b>	-	<b>TBD</b>	-	-	-	-	-
		2023	36,068	11.5	11.1	-	TBD	-	-	-	-	-
		2022	26,822	10.9	8.2	419	Yes	25,984	-	-	-	-
		2021	31,808	10.5	11.1	747	Yes	30,314	Yes	1,025.20	-	31.09
		2020	62,479	9.0	14.3	-	-	62,479	Yes	647.2	-	40.44
Anders Boyer	CFO	<b>2024</b>	<b>12,214</b>	<b>6.7</b>	<b>6.5</b>	-	<b>TBD</b>	-	-	-	-	-
		2023	20,160	6.4	6.2	-	TBD	-	-	-	-	-
		2022	15,284	6.2	4.6	239	Yes	14,807	-	-	-	-
		2021	18,480	6.1	6.4	434	Yes	17,612	Yes	1,025.20	-	18.06
		2020	38,182	5.5	8.7	-	-	38,182	Yes	647.2	-	24.71
Anders Colding Friis	Former CEO	2020	14,039	2.0	3.2	-	-	14,039	Yes	647.2	-	9.09
Peter Vekslund	Former CFO	2020	791	0.1	0.2	-	-	791	Yes	647.2	-	0.51

APPENDIX 3

## LTIP FOR EXECUTIVE MANAGEMENT (CONTINUED)

### LTIP EXPENSE AND REMUNERATION PROPORTIONS TO TOTAL REMUNERATION

Taking into account the methodology of expensing share-based awards over the vesting period under the relevant accounting standard for disclosing share-based payments (IFRS2), the table provides an overview of the key remuneration accounting cost for Executive Management for the financial year 2024:

Name	Role	Fixed annual base salary received	Fixed annual base proportion of total remuneration	Other benefits	Other benefits proportion of total remuneration	Expense for short-term incentive	Short-term incentive proportion of total remuneration	IFRS2 expense for long-term incentive					Total remuneration cost	
								LTIP 2022	LTIP 2023	CEO Special Award	LTIP 2024	LTIP total		Long-term incentive proportion of total remuneration
Alexander Lacik	CEO	12.1	20%	2.2	4%	11.7	19%	8.6	9.2	10.6	7.0	35.4	58%	61.4
Anders Boyer	CFO	6.6	24%	0.2	1%	6.3	23%	4.9	5.2	0.0	3.8	13.9	51%	27.1
<b>Total 2024 for current Executive Management</b>		<b>18.8</b>	<b>21%</b>	<b>2.4</b>	<b>3%</b>	<b>18.0</b>	<b>20%</b>	<b>13.5</b>	<b>14.4</b>	<b>10.6</b>	<b>10.8</b>	<b>49.3</b>	<b>56%</b>	<b>88.5</b>
<b>Total 2023 for current Executive Management</b>		<b>17.8</b>	<b>30%</b>	<b>2.6</b>	<b>4%</b>	<b>16.4</b>	<b>28%</b>	<b>7.9</b>	<b>5.8</b>	<b>N/A</b>	<b>N/A</b>	<b>22.2<sup>1</sup></b>	<b>38%</b>	<b>59.0</b>
<b>Annual change for current Executive Management (2023-2024)</b>														<b>50%</b>

<sup>1</sup> Total LTIP expense for 2023 includes DKK 8.5m expense for LTIP 2021.

APPENDIX 3

## LTIP FOR EXECUTIVE MANAGEMENT (CONTINUED)

The accounting expense of the share-based grants over the period reflects only a proportion of the total grant value. The table reconciles the par value of the share units allocated at the allocation date

with the accounting expense according to IFRS2 to give a more detailed illustration of the alignment of interests between Executive Management and the company's shareholders.

### RECONCILIATION OF LTIP ALLOCATIONS TO LTIP EXPENSE FOR EXECUTIVE MANAGEMENT

Name and position	Programme	Target value of grant (DKKkM)	Maximum options and PSUs granted	PSUs cancelled	PSUs vested	Shares subject to holding period	LTIP grant			IFRS 2 expense (DKKkM)				
							PSUs end 2023	Options in holding period	Total	Total expected, effective as of the grant date	Total expected, effective as of year-end 2024	Total recognised as of year-end 2023	Total not recognised as of year-end 2024	2024 expense recognised
Alexander Lacik (CEO)	<b>LTIP 2024</b>	<b>12.3</b>	<b>22,484</b>	-	-	-	<b>22,484</b>	-	<b>22,484</b>	<b>20.9</b>	<b>20.9</b>	<b>N/A</b>	<b>14.0</b>	<b>7.0</b>
	<b>CEO Special Award</b>	<b>12.3</b>	<b>22,484</b>	-	-	-	<b>22,484</b>	-	<b>22,484</b>	<b>21.2</b>	<b>21.2</b>	<b>N/A</b>	<b>10.6</b>	<b>10.6</b>
	LTIP 2023	11.5	36,068	-	-	-	36,068	-	36,068	11.1	19.4	3.7	6.5	9.2
	LTIP 2022	10.9	26,822	-	-	-	26,822	-	26,822	8.2	16.3	7.7	-	8.6
	LTIP 2021	10.5	31,808	-747	30,314	30,314	-	-	-	11.1	16.2	16.2	-	-
	LTIP 2020	9.0	62,479	-	62,479	62,479	-	-	-	14.3	19.4	19.4	-	-
	<b>Total</b>	<b>66.5</b>	<b>202,145</b>	<b>-747</b>	<b>92,793</b>	<b>92,793</b>	<b>107,858</b>	-	<b>107,858</b>	<b>86.8</b>	<b>113.4</b>	<b>47.0</b>	<b>31.1</b>	<b>35.4</b>
Anders Boyer (CFO)	<b>LTIP 2024</b>	<b>6.7</b>	<b>12,214</b>	-	-	-	<b>12,214</b>	-	<b>12,214</b>	<b>11.4</b>	<b>11.4</b>	<b>N/A</b>	<b>7.6</b>	<b>3.8</b>
	LTIP 2023	6.4	20,160	-	-	-	20,160	-	20,160	6.2	10.8	2.1	3.6	5.2
	LTIP 2022	6.2	15,284	-	-	-	15,284	-	15,284	4.6	9.3	4.4	-	4.9
	LTIP 2021	6.1	18,480	-434	17,612	17,612	-	-	-	6.4	9.4	9.4	-	-
	LTIP 2020	5.5	38,182	-	38,182	38,182	-	-	-	8.7	11.9	11.9	-	-
	<b>Total</b>	<b>30.9</b>	<b>104,320</b>	<b>-434</b>	<b>55,794</b>	<b>55,794</b>	<b>47,658</b>	-	<b>47,658</b>	<b>37.3</b>	<b>52.8</b>	<b>27.8</b>	<b>11.2</b>	<b>13.9</b>
<b>Total for current Executive Management</b>		<b>97.4</b>	<b>306,465</b>	<b>-1,181</b>	<b>148,587</b>	<b>148,587</b>	<b>155,516</b>	-	<b>155,516</b>	<b>124.1</b>	<b>166.2</b>	<b>74.8</b>	<b>42.3</b>	<b>49.3</b>

APPENDIX 4

## FIVE-YEAR COMPARISON OF EXPENSED REMUNERATION

The development in the expensed remuneration of the Board of Directors (“the Board”) and Executive Management over the past five financial years is summarised below:

Five-year history of remuneration of Executive Management and the Board of Directors		2024			2023			2022			2021			2020		
Name	Position	DKKm	Annual change, %	Variable proportion <sup>1</sup>	DKKm	Annual change, %	Variable proportion	DKKm	Annual change, %	Variable proportion	DKKm	Annual change, %	Variable proportion	DKKm	Annual change, %	Variable proportion
Alexander Lacik	CEO	61.4	60%	77%	38.4	1%	64%	38.1	-1%	66%	38.5	49%	68%	25.9	-14%	61%
Anders Boyer	CFO	27.1	31%	75%	20.6	-2%	68%	21.0	-6%	69%	22.2	35%	72%	16.4	16%	66%
Anders Colding Friis	Former CEO <sup>2</sup>	-	-	-	-	-	-	-	-	-	1.1	-48%	100%	2.1	-	100%
Peter Vekslund	Former CFO <sup>2</sup>	-	-	-	-	-	-	-	-	-	0.1	-	100%	-	-	100%
<b>Total for Executive Management</b>		<b>88.5</b>	<b>50%</b>	<b>76%</b>	<b>59.0</b>	<b>0%</b>	<b>65%</b>	<b>59.0</b>	<b>-5%</b>	<b>67%</b>	<b>61.9</b>	<b>39%</b>	<b>70%</b>	<b>44.5</b>	<b>-17%</b>	<b>65%</b>
Peter A. Ruzicka	Chair	3.1	0%	-	3.1	7%	-	2.6	7%	-	2.4	-	-	2.4	- <sup>3</sup>	-
Christian Frigast	Deputy Chair	1.2	-11%	-	1.3	16%	-	1.2	15%	-	1.0	0%	-	1.0	1%	-
Birgitta Stymne Göransson	Board member	1.1	-18%	-	1.3	16%	-	1.1	11%	-	1.0	9%	-	0.9	-7%	-
Marianne Kirkegaard	Board member	1.2	44%	-	0.8	29%	-	0.6	-2%	-	0.7	17%	-	0.6	-	-
Catherine Spindler	Board member	0.7	-26%	-	0.9	20%	-	0.8	16%	-	0.7	40%	-	0.5	-	-
Jan Zijderveld	Board member	1.1	8%	-	1.0	17%	-	0.9	71%	-	0.5	-	-	-	-	-
Lilian Fossum Biner	Board member	1.7	48%	-	1.2	-	-	-	-	-	-	-	-	-	-	-
Heine Dalsgaard <sup>4</sup>	Former Board member	-	-	-	0.2	-77%	-	1.0	32%	-	0.7	-	-	-	-	-
Andrea Dawn Alvey <sup>5</sup>	Former Board member	-	-	-	-	-	-	-	-	-	0.2	-75%	-	0.8	-4%	-
Isabelle Parize <sup>6</sup>	Former Board member	-	-	-	-	-	-	-	-	-	0.6	-14%	-	0.7	-9%	-
Ronica Wang <sup>5</sup>	Former Board member	-	-	-	-	-	-	-	-	-	0.2	-71%	-	0.7	-16%	-
Per Bank <sup>7</sup>	Former Board member	-	-	-	-	-	-	-	-	-	-	-	-	0.2	-77%	-
John Peace <sup>7</sup>	Former Board member	-	-	-	-	-	-	-	-	-	-	-	-	0.2	-73%	-
<b>Total for Board of Directors</b>		<b>10.1</b>	<b>1%</b>	<b>-</b>	<b>10.0</b>	<b>22%</b>	<b>-</b>	<b>8.2</b>	<b>2%</b>	<b>-</b>	<b>7.9</b>	<b>-1%</b>	<b>-</b>	<b>8.0</b>	<b>9%</b>	<b>-</b>

<sup>1</sup> This is the proportion of the remuneration expense for the year that relates to STIP and LTIP - the remainder relates to remuneration elements that are not linked to Pandora performance, such as fixed salary and other benefits.

<sup>2</sup> Accounting expense for 2020 in relation to Anders Colding Friis (released effective 1 September 2018 and expiry of employment on 31 August 2020) and Peter Vekslund (released effective 1 August 2018 and expiry of employment on 31 January 2020) reflects actual incidence of expense for incentive programmes compared to the amounts anticipated in prior years - no service was provided in the period. The annual change in remuneration for these years is therefore not meaningful and has not been included in the tables above.

<sup>3</sup> Peter A. Ruzicka was first appointed to the Board of Directors in December 2019 and was appointed Chair effective 1 January 2020. The annual change in remuneration for these years is therefore not meaningful and has not been included in the tables above.

<sup>4</sup> Heine Dalsgaard left the Board of Directors at the AGM on 16 March 2023.

<sup>5</sup> Andrea Dawn Alvey and Ronica Wang left the Board of Directors at the AGM on 11 March 2021.

<sup>6</sup> Isabelle Parize left the Board of Directors on 4 November 2021.

<sup>7</sup> Per Bank and John Peace left the Board of Directors after the AGM in March 2020.

APPENDIX 5

## FIVE-YEAR COMPARISON OF PANDORA PERFORMANCE, INCLUDING CHANGES IN THE LEVEL OF REWARD IN THE WIDER WORKFORCE

Five-year history of financial performance and average staff cost	2024	2023	2022	2021	2020
<b>Financial performance of the Pandora Group</b>					
Organic growth, %	13%	8%	7%	23%	-11%
Like-for-like growth, %	7%	6%	4%	20%	-12%
EBIT margin excluding restructuring costs, %	25.2%	25.0%	25.5%	25.0%	20.4%
Net profit (DKKm)	5,227	4,740	5,029	4,160	1,938
Earnings per share (EPS), basic - DKK	64.8	55.5	54.2	42.1	20.0
Earnings per share (EPS), diluted - DKK	64.6	55.1	53.7	41.7	19.9
Annual change in earnings per share, diluted, %	17%	3%	29%	110%	-33%
<b>Average remuneration of Group employees</b>					
Group employees (FTE)	28,190	27,480	26,986	22,441	22,336
Average staff costs (DKKm)	0.28	0.25	0.22	0.22	0.20
Annual change in average staff cost of a Group employee, %	12%	11%	0%	12%	-1%
<b>Parent Company details (Pandora A/S)</b>					
Net profit (DKKm)	5,415	4,715	12,671	5,420	1,624
Average remuneration of a Parent Company employee (DKKm)	1.20	1.23	1.10	1.16	1.07
Annual change in average remuneration of a Parent Company employee, %	-2%	11%	-5%	9%	17%
<b>CSRD reporting requirements</b>					
Gender pay gap <sup>1</sup>	1.9% <sup>2</sup>	-	-	-	-
CEO pay ratio <sup>3</sup>	288 <sup>4</sup>	-	-	-	-

<sup>1</sup> Gender pay gap and CEO pay ratio are disclosed in accordance with ESRS S1-16. The gender pay gap is calculated by comparing the average gross hourly earnings of men and women across the workforce expressed as a percentage of the average pay level of male employees. It includes all employees at year-end and is accounted for in Headcount, attributed to the binary gender of either female or male.

Employees not registered with a binary gender have not been included. The average gross hourly earnings includes annual base salary and STIP payout.

<sup>2</sup> The average male working in Pandora earns 1.9% more than the average female.

<sup>3</sup> The CEO pay ratio is calculated by comparing the annual total compensation of our highest paid employee, the CEO, to the median annual compensation of all other employees at year-end. The calculation is based on the total gross compensation figures, which includes salary, bonuses, and other financial benefits comprising the total fair value of all annual long-term incentives including share-based payments.

<sup>4</sup> Our CEO's salary is comparable to that of other CEOs in Denmark and Europe. The ratio to the median compensation is due to our significant workforce in Thailand and the large number of retail positions at Pandora. 28% of our employees work at our crafting facilities in Thailand, where they receive competitive local wages, though salaries and cost-of-living remain significantly lower than the Danish average. Additionally, 62% of our employees work in our stores worldwide. This structure results in a wider wage gap at Pandora compared to companies with a higher proportion of office-based employees or specialised professionals. In 2024, the ratio was further impacted by the special one-time award granted to the CEO. See the chapter on Adequate Wage in our [Annual Report](#) for more details.

PANDÖRA