

# Group governance

January 2026



A successful company starts with good, effective and conscious leadership. Here is an overview of our Visma group governance policies. The aim of these policies is to build trust and secure the proper operation of our company, and to create security and value for our investors, customers, and employees.

The Board of Directors is committed to these principles throughout its work, with a focus on accountability, fairness and transparency.

The Visma group governance policies, in conjunction with the Visma [Code of Conduct](#) and the Visma Articles of Association, act as guidelines in the daily work in Visma.

The Visma Group's [Annual Report](#) gives an annual update on the group governance work within the organisation.

## **Visma's key group practices and policies include**

- Visma's goal is to provide cloud software that help our customers simplify and automate mission critical processes
- Communication with stakeholders shall be open and reliable throughout the company's development and governance.

## **Reporting on group governance**

The Board of Directors, group management and the group responsibility team carry out an annual review of the group governance practices in Visma. This review is provided in Visma's annual reports.



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# Board of Directors

Visma is owned by international investors:

- Hg Capital & Co investors... **70.2%**
- GIC ..... **14.2%**
- ICG ..... **3.1%**
- CPP Investments ..... **1.9%**
- TPG ..... **1.8%**
- Vind ..... **1.1%**
- Folketrygdfondet ..... **0.9%**
- Jane Street ..... **0.3%**
- Aeternum ..... **0.1%**

Furthermore, 6.4% of the shareholder equity is held by management and a broad group of employees.

## The board's responsibility

The overall responsibility of the board is to monitor and supervise Visma's daily operations, and the implementation of a group strategy. This strategy is created annually.

The board meets on a monthly basis.

## Composition of the Board of Directors

The board consists of representatives of Visma's owners, independent non-executive directors and Visma's CEO. The Board members are elected by the shareholders at the Annual General Meeting and are elected for a period of one year.

### Board members

**Sir Rohinton Kalifa (Chair)**

**Nic Humphries**

**Henry Ormond**

**Steve Rowley**

**Adam Warby**

**Øystein Moan**

**Hanna Jacobsson**

**Irina Vartic**

**David Toms**

**Merete Hverven (CEO)**

## The Chairman of the Board

The Chairman of the Board has the responsibility to organise the overall work of the board and secure high quality and efficiency in all stages of the board's work.

# Board of Directors

## Criteria for board members

Criteria for becoming a board member is decided through a joint legally binding agreement between Visma's owners.

## Independence of the board

The composition of the board should reflect the company's ownership structure.

The composition of the board also ensures that it is able to operate independently of special interests. The largest shareholders have members on the board.

## Compensation

Compensation of the board is decided by the remuneration committee. The Board's remuneration is not performance-related. Further details about the remuneration of the board can be found in the [Annual Report](#).

## Self-evaluation

The board will conduct an annual self-evaluation to identify potential issues relating to the Board and management's procedures, performance, and effectiveness.

More information about the members of the board can be found [here](#).



# Board committees

The board gives authority to two committees regarding remuneration and auditing. The frequency and content of committee meetings are decided by each committee, depending on necessity.

The committee members are chosen by the shareholders during the Annual General Meeting.

## Remuneration committee

The remuneration committee has been given authority to assess and give recommendations on implementations and changes of remuneration policies, determinations of salary and remuneration for the CEO, and remuneration for the executive management.

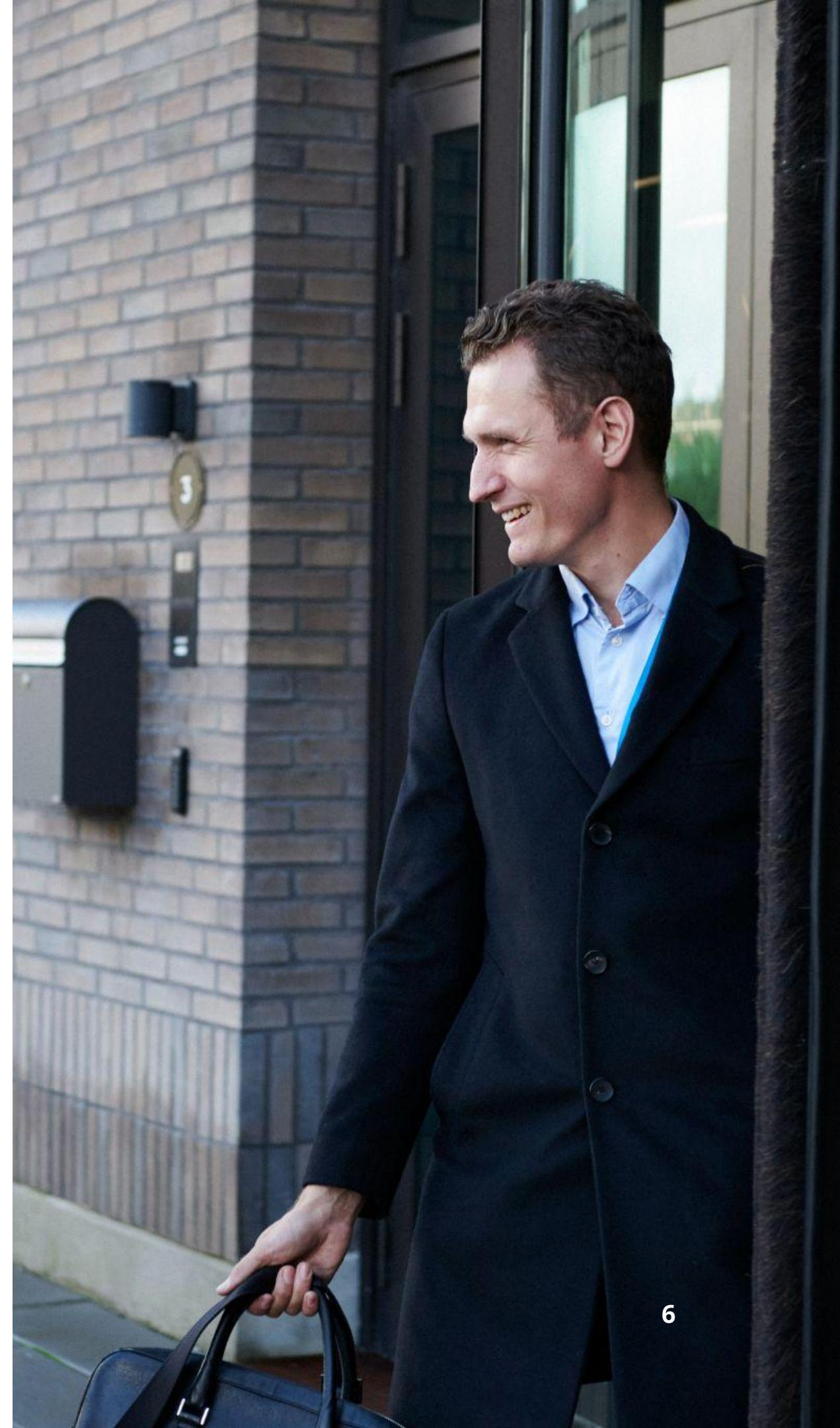
**Members:** Nicholas Humphries and Henry Ormond.

## Audit committee

The audit committee has the responsibility to ensure that the Visma Group has an effective external and internal audit system. This is done by assisting the Board's day to day management and compliance with its responsibilities.

The committee has the responsibility to make recommendations concerning the choice of and maintain continuous contact with an external auditor. The external auditor is elected at the Annual General Meeting. In addition, the committee has the responsibility to supervise the implementation of and compliance with applicable legislation, including ESG, risk management and ethical guidelines.

**Members:** Hanna Jacobsson (chair), Henry Ormond and David Toms.





# Annual general meeting

The shareholders exercise the highest authority in Visma through the Annual General Meeting. The Annual General Meeting is open to all shareholders, and all shares carry equal voting rights. All shareholders may participate in person or through a proxy. There are no limitations on ownership nor shareholders' agreements.

The Board of Directors strives to ensure that the Annual General Meeting is an effective forum for communication between shareholders and the Board. The agenda is decided by the Board, according to the Norwegian Public Limited Liability Companies Act and Visma's Articles of Association. The notice calling the Annual General meeting is distributed to the shareholders no later than 14 days before the meeting, as required by Norwegian law. The notice includes all the necessary information for shareholders to form a view on the matters to be considered, including the deadline for notice of intention to attend and a proxy form.



# Accounting principles

Visma AS (hereafter the 'Company' or 'Visma' or the 'Group') is a limited liability company incorporated and domiciled in Oslo, Norway. The registered office of Visma AS is Karenlyst allé 56, 0277 Oslo, Norway. The Company is 100 % owned by Vanahall AS and the ultimate parent is Vanahall Holdco S.à.r.l.

The consolidated financial statements of Visma AS including all its subsidiaries have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and as adopted by the EU.

Please refer to the [Visma annual report](#), where the Group's accounting policies are described in further detail.

# Auditors

EY is the group auditor, and all material subsidiaries within the Visma Group are audited by EY. This audit agreement has been approved by the CFO. The auditor is also engaged as a consultant for financial due diligence in connection with the acquisition of new businesses and for tax-related issues. However, the auditor is not consulted on strategic matters or issues that could affect the integrity of the audit.

Details of the auditor's compensation are reported at the Annual General Meeting and included in the notes to the [annual report](#).



# Equity and dividend policy

## Transactions with close associates

In the event of substantial transactions between Visma and any of its Board members, executive management or close associates of these parties, the Board will excuse board members with a conflict of interest from relevant discussions and decisions at the board meeting. The board will also consider obtaining a valuation from an independent third party in such cases.

The Board will also arrange for an independent valuation of transactions between companies in the Visma Group if any of the companies have minority shareholders.

## Equity

Visma is growing rapidly through acquisitions and needs a strong and liquid balance sheet. The largest asset on the company's balance sheet is goodwill arising on business combinations.

Due to the nature of a software business, Visma needs a higher level of shareholder equity than companies in more traditional industries.

Visma's business activities are, by nature, relatively capital-light in terms of capital expenditure requirements in physical assets, although the organic growth of the company entails some working capital requirements. Since Visma is also growing inorganically through acquisitions, Visma seeks to retain a capital buffer to maintain its investment flexibility.

## Dividend Policy

Visma is generally reinvesting its earnings in continued growth through acquisitions. The Board of Directors will evaluate the dividend policy as well as the dividend capacity annually, based on the need to secure the company's stable development, and the requirements for sound equity capital as well as for adequate financial resources to enable future growth. Under

Norwegian regulations, dividends are taxable for foreign shareholders, and the company is obliged to deduct tax at source.

## Capital increase

Since Visma was taken off the stock exchange in 2006, the Annual General Meeting has granted the board mandates to increase the share capital for defined purposes only. All mandates are limited in time until the following Annual General Meeting. In addition to the stability of the principal owners, key shareholders have co-investors composed of large international pension and investment funds.

# Tax strategy

Integrity and responsible social governance are important to Visma. We strive to comply with tax rules and regulations in the countries where we operate. The Group tax strategy is outlined below in compliance with UK requirements for publication of tax strategy and applies to the Visma Group and its subsidiaries globally.

Visma aims to comply with tax law and practice in the countries where the group operates. Visma operates a decentralized structure where legal entities in each country have the day-to-day responsibility for tax, including contact with relevant tax authorities. In core markets where the group operates several entities, the Group has a country finance function to assist the local subsidiaries. Further support is also received from the Group's tax manager in Norway. Visma will meet local tax authorities, including the HMRC in the UK, with an attitude of constructive dialogue and transparency.

With operations across several countries, the Visma Group is exposed to tax risk, ranging from tax compliance risk to reputational risk. The group accepts that not all risk can be fully mitigated and will manage tax risk in a similar manner as any other operational risk by seeking to identify, monitor and manage risks as applicable. Group and country-level finance resources work together with local management on this. From time to time, the Group may have a different view from tax authorities on the appropriate tax treatment in a given case. In such instances, we will proactively attempt to reach a resolution through constructive dialogue before considering litigation.

Visma acknowledges a responsibility to pay an appropriate amount of tax in the countries where the Group operates. The Group will aim to balance this with the responsibility to our shareholders to structure the Group's operations in an efficient manner. Tax regulations and tax

incentives may be several of a number of economic factors taken into consideration when structuring our operations. In certain instances where there is significant uncertainty or complexity involved, this may involve considering external advice. Visma will not engage in tax planning that the Group considers contrived or artificial.





# Information and communication

- Visma's management is responsible for informing shareholders and investors about Visma's commercial and financial performance.
- A financial calendar with important events is communicated on an annual basis.
- Financial figures shall be reported as early as possible to keep the board and investors updated on the business performance.
- Visma continuously strives to disclose all relevant information to the equity and debt-holders in a timely, efficient and non-discriminatory manner, according to our contracts and obligations.
- News from the company will be available on the company's website, as well as through press releases.

# Sustainability at Visma

Visma is taking the necessary steps in our sustainability transformation to move towards a more unified approach to sustainability, in which we are collaborating across our group of companies to gain better insight into and reduce adverse impacts. Our [Sustainability Policy](#) lays out the responsibility for each and every legal unit in Visma related to decision making with sustainability considerations in mind.

As a UN Global Compact participant, we have committed to integrate sustainability principles related to human rights, labour, environment, and anti-corruption into our strategies, policies and procedures.

The [Code of Conduct](#) also outlines core values that guide how Visma employees interact with stakeholders, whether in business, government, or society. These values are Entrepreneurial, Responsible, Dedicated, and Inclusive. [Read more about our values.](#)

## Human rights and slavery

Visma respects and supports human rights unconditionally, whether within the organisation or among our suppliers, partners, customers, and other stakeholders.

We believe in the principle of “do no harm” as defined at the international level and do not tolerate human rights abuses in our operations or among our business partners.

We believe that healthy people are the best resource an organisation can have, which is why we ensure that working conditions support our employees’ well-being. Furthermore, we believe that a diverse workforce only makes us stronger. We therefore have programs centred around diversity and inclusion in our HR processes. [Read more about our initiatives on diversity and inclusion.](#)

## Anti-corruption and bribery

We have active policies to ensure that no conflicts of interest take place, including any activities related to corruption, bribery, competition and market regulations, antitrust, and money laundering. Expectations of our employees related to anti-corruption and bribery are described in our [Anti-Corruption Policy](#), as well as our [Code of Conduct](#). Our anti-corruption program includes mandatory training for all employees, and local risk assessments conducted at the legal unit level.

We also expect our business partners, including suppliers, distributors, agents and joint venture partners, to abide by the same principles in their operations. These expectations are outlined in our [Supplier Code of Conduct](#).

# Sustainability at Visma

## Our focus areas and ambitions

We believe our impact is greatest when we capitalise on our strengths: a strategic approach using the effort of our people and technology to build innovative solutions to problems.

We are working in the following areas on an ongoing basis:

- Increased focus on diversity and inclusion (D&I) by growing awareness and competency, for example through a D&I index to measure and follow up on employee input
- Products and solutions to help our customers be more sustainable through optimisation, automation, bringing sustainability awareness, reporting, and more effective use of resources
- Continuing to support new and existing customers in the transition from on-premise to cloud solutions
- Developing technologies that improve social outcomes and support universal accessibility, security and privacy

We are also looking at how we can use our technological expertise to bring the world closer to the ambition of the SDGs. We are therefore increasing our work in the following areas:

- Measuring our environmental impacts, including our carbon footprint, and reducing emissions where possible (more information in the [Visma Sustainability Policy](#))
- Putting sustainability on the agenda for management teams within Visma
- Taking increased responsibility for our supply chains, asking our suppliers to join us in meeting the same environmental and social standards
- While many of our action areas are global in focus, we also believe in the snowball effect—the idea that even the smallest local initiatives can have big impacts down the line. It is only through our dedication to continually be better that we can ensure a sustainable future for all.



# Risk management and internal control

Visma is divided into several business units, with different products, customers and contracts. Thus, it is important for the Visma Group and its management that each business unit has a close relationship to the risk in its own business.

## Risk in general

Visma Group's division into business units reduces risk. According to the group risk policy, the managing director in each Visma entity produces a monthly report. Risks are, amongst others, assessed here. In addition, recurring board meetings for each business unit are held.

For large projects, activities or initiatives, formal steering committees are established with participants from both segment and top management.

To strengthen the group's' risk management even further, an important focus from a Visma group perspective is to provide the business units with tools, procedures and competence to educate on what and how to handle risk. In addition to displaying and measuring progress on maturity.

## Financial risk

As a leveraged company, Visma has debt service obligations and depends on steady cash flow. The company has limited inventory. Visma has strict principles for income recognition, and the main cash flow risk is related to EBITDA performance. As long as Visma has sufficient EBITDA, the risk of a shortfall in the cash flow is limited. Visma manages its cash through a multi-currency, real-time cash management system. This system is managed by the CFO of Visma, and makes it possible to monitor and control large cash flow movements.

Like most companies, Visma is exposed to general market conditions and developments in GDP in its key markets. In addition, Visma is a technology company and, as such, is exposed to risks associated with rapid changes in technology and strong competition. The competition can be divided into two categories: large international companies and smaller local players. It is a constant struggle to protect and gain market share. All units of Visma have numerous local specialised competitors, but while some of these may be aggressive in certain areas, their potential impact on the Visma Group as a whole is limited.

# Risk management and internal control

## Cybersecurity and privacy risk

Today, the most significant risks that software companies face are cyber threats and threats against customers' privacy rights and freedom. Thus, Visma has invested heavily in both areas.

Visma has extensive security and privacy programs. Visma has security and privacy teams on management, segment, country and company levels in order to safeguard that these risks form a fundamental part of building and running a software company. More information about security and privacy can be found at Visma's [Trust Centre](#).



## ESG risk

At Visma, we see enhanced emissions-reporting obligations and increased stakeholder concern about sustainability related topics as both an opportunity and a risk for our business.

Software companies are not typically seen as high polluters, but as the world becomes increasingly digitised and the demand for energy continues to increase, the sector is increasingly seeing a shift towards demands for more sustainable practices. As a large international software provider, it is important that we identify these shifts and are able to meet the stakeholder concerns and demands. In addition to the reputational and regulatory risks, extreme weather events, such as droughts, fires, floodings or even rising sea levels, pose a threat to the well-being of our employees and customers, and could affect price-levels and availability within our supply chains.

An anti-corruption risk assessment is part of Visma's anti-corruption program and it is a mandatory process for all Visma companies. Visma also conducts assessments related to human rights risks. However, based on the nature of our business as a professional software provider, we consider the risks of human rights violations in our value chain to be relatively low, and we do not sell products or services in markets that are subject to government-required monitoring, blocking, content filtering, or censoring.

# Third-party assurance and certifications

To demonstrate our ability to meet customer requirements and market expectations, Visma business units provide necessary third-party assurance reports and certifications. We see this as crucial to build trust in our products, business units and brand.

Many of our business units have their own third party assurance reports such as SOC 1 (ISAE 3402/3000), SOC 2 and/or various certifications like ISO 27001 and ISO 9001. Some also have country specific certifications, such as for GDPR.

The certificates and audit assurance reports can be obtained by contacting the relevant Visma business unit.

In addition, many of our business units and products benefit from the following:

- The Visma Integrated Management Framework for QMS, EMS and ISMS can be used by the business units as a best practice for their own management systems and own certifications. The certificates are available on the [Visma Trust Centre](#).
- The Visma Cloud Delivery Model (VCDM) describes our approach to developing, delivering and operating cloud services. VCDM has an ISAE 3402 Type II and ISO 27001 certificate. These are available through the [Visma Trust Centre](#) and includes a list of products in scope.
- Visma has a cloud-first strategy, using AWS, Azure and Google as our preferred cloud providers. These providers have a number of certifications and audit assurance reports that can be downloaded via the cloud provider web pages.

In addition, Visma also serves as a cloud provider for some of our products and has obtained the following certifications and audit assurance reports: ISO 9001, ISO 14001, ISO 27001 and ISAE 3402 type II. These are available through the [Visma Trust Centre](#) where the list of products in scope is displayed.

# Further information

[Code of Conduct](#)

[Annual report](#)

[Board and owners](#)

[Sustainability](#)

[Trust Centre](#)

