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| --- |
| Template to prepare a remuneration report Prepared by the Danish Corporate Governance Committee with assistance from Gorrissen Federspiel**25. February 2020Version 1.0** |

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Introduction

This document has been prepared by the Danish Corporate Governance Committee with assistance from Gorrissen Federspiel.

This document constitutes a template and should only be used as inspiration when preparing the remuneration report. The template includes additional information than the minimum requirements set out in section 139 b of the Danish Companies Act.

The template should be adjusted in order to portray the company responsible for preparing the remuneration report, including in relation to the descriptions of remuneration components and the specific incentive programmes.

Copenhagen, 25. February 2020, Danish Corporate Governance Committee

# Introduction/Statements

Remuneration Report for the financial year [2020]

[Company] A/S

This remuneration report (the “Report”) provides an overview of the total remuneration received by each member of the board of directors (“Board”) and of the executive management (“Executive Management”) of [Company] A/S, CVR no. [number], (the “Company”) for the financial year [2020] with comparative figures for the past five financial years. The Executive Management includes the members of the executive management of the Company registered as such with the Danish Business Authority.

The remuneration of the Board and Executive Management during the past financial year has been provided in accordance with the remuneration policy of the Company approved by the annual general meeting on [date] [2020], which is available on the Company’s website, [website], (the “Remuneration Policy”). The overall objective of the remuneration is to attract, motivate and retain qualified members of the Board and the Executive Management and to align the interests of the Board and the Executive Management with the interests of the Company and its shareholders. In this context, remuneration should contribute towards promoting the strategy, long-term sustainability and creation of value in the Company by supporting the Company’s long-term and short-term objectives.

The information included in the Report has been derived from the audited annual reports of the Company for the financial years [period] available on the Company’s website, [website]. All amounts are included in [DKK]/[EUR]/[USD], gross.

##  [Alternative A: Introduction]

The Board has on the date hereof approved the Company’s Report for the financial year [2020].

The Report has been prepared in accordance with section 139 b of the Danish Companies Act and section 4.2.3 in Recommendations on Corporate Governance (“Recommendations”) issued by the Danish Corporate Governance Committee.

The Report provides an overall overview of the remuneration that the individual management members were awarded during or for the benefit of the financial year [2020], a comprehensive overview of the remuneration that the individual management members received during or for the benefit of the financial year [2020] and explains how the overall remuneration is in accordance with the agreed Remuneration Policy, including how the remuneration contributes towards promoting the business strategy, long-term interests, sustainability and creation of value in the Company by supporting the Company’s long-term and short-term objectives.

The Report has been submitted to the auditor with a view to ensure that information pursuant to section 139 b (3) of the Danish Companies Act appears in the Company’s Report for the financial year [2020].

The Company’s auditor have not found any deficiencies in the information provided in the Report for the financial year [2020].

## [Alternative B: Statements]

[To be considered to include a statement by the Board. The chairman may make the statement on behalf of the Board. However, this is not a requirement in section 139 b of the Danish Companies Act.]

**Statement by the board**

The Board has today approved the Company’s Report for the financial year [2020].

The Report has been prepared in accordance with section 139 b of the Danish Companies Act and section 4.2.3 in Recommendations on Corporate Governance (“Recommendations”) issued by the Danish Corporate Governance Committee.

In our opinion, the Report provides an overall overview of the remuneration that the individual management members were awarded during or for the benefit of the financial year [2020], and the Report provides a comprehensive overview of the remuneration that the individual management members received during or for the benefit of the financial year [2020], and the Report explains how the overall remuneration is in accordance with the agreed Remuneration Policy, including how the remuneration contributes towards promoting the business strategy, long-term interests, sustainability and creation of value in the Company by supporting the Company’s long-term and short-term objectives.

[The Report has been submitted to the auditor with a view to ensure that information pursuant to section 139 b (3) of the Danish Companies Act appears in the Company’s Report for the financial year [2020].

The Company’s auditor have not found any deficiencies in the information provided in the Report for the financial year [2020].][[1]](#footnote-1)

The Report is submitted for an advisory vote at the annual general meeting to be held on [date] [2021].

 [City], [date] [2021]

The Board

[Name] [Name] [Name]

Chairman Deputy chairman Board member

[Name] [Name] [Name]

Board member Board member Board member

**Statement by the independent auditor**

[The auditor must ensure that the information required pursuant to the Danish Companies Act, section 139 b (3) is contained in the Company’s remuneration report, but is not required to make a statement. It may however be considered to include a statement by the independent auditor.]

# Overview | Financial performance

[To be considered to include an overview of relevant facts and developments in the performance, operations and/or business environment of the Company as well as other material decisions made which has had or would have an impact on the remuneration would be beneficial to provide some context.]

[Brief highlight summary of the last financial year based on description in the annual report, including key events in the Company’s business environment affecting the remuneration of the Board and the Executive Management, key changes in the composition of the Board and the Executive Management, in the Remuneration Policy and in its application.]

# Remuneration | Board[[2]](#footnote-2)

## Fixed annual fee

Members of the Board receive a fixed annual base fee approved by the annual general meeting. This annual base fee shall be in line with market practice of comparable listed companies taking into account the required competencies, effort and scope of work of the members of the Board. The Chairman and the Deputy Chairman each receive a multiplier of the annual base fee of [●] and [●], respectively, for their extended duties. Members of the Board who are also members of a Board committee receive an additional fixed fee as remuneration for their committee work. [No member of the Board is entitled to receive any share-based incentive, other variable remuneration or pension contribution.]

The following fees for the financial year [2020] were approved at the annual general meeting on [date] [2020]:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Board | Audit committee | Nomination Committee | Remuneration Committee |
| Member  | [amount] (base fee) | [amount] | [amount] | [amount] |
| Chairman  | [amount] ([ ]x base fee) | [amount] | [amount] | [amount] |
| Deputy Chairman | [amount] ([ ]x base fee) | [amount] | [amount] | [amount] |

Members of the Board may be entitled to additional fees as set out in the Remuneration Policy, including for undertaking specific ad hoc tasks outside the scope of the ordinary tasks of the Board, travel allowance and participation in relevant training. [The Company pays social security contributions in respect of members of the Board not residing in Denmark.]

[To be considered whether the overview should include comparison figures for the previous financial year.]

| Table 1 | Remuneration of Board for the financial year [2020][[3]](#footnote-3)[[4]](#footnote-4) |
| --- |
| Name and position | Annual fee | Committee fees | Allowance | Benefits | [Ad hoc/extraordinary] | Subsidiaries | Total remuneration |
| [Name], Chairman[Committee membership] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], Deputy Chairman [Committee membership] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], Board member [Committee membership] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], Board member[Committee membership] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], Board member[Committee membership] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], Board member(employee representative) | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], Board member(employee representative) | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], Board member (employee representative) | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], Board member (former representative) | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| Total ([2020]) | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| ([2019]) | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |

[The nature of remuneration received outside the scope of the ordinary tasks of the Board should be specified, including ad hoc tasks, etc.]

[Information on members of the Board, which have been appointed or resigned during the financial year should be included.]

##  [Shareholding requirement]

[With a view to align the interests of the Company and its shareholders and the members of the Board, each member of the Board elected by the general meeting is required to invest in Company shares for an amount of no less than the annual base fee paid to an ordinary member of the Board according to the most recent annual report and to keep such shareholding for as long as the individual is a member of the Board.]

# Remuneration | Executive Management

The Remuneration Committee makes recommendations to the Board with regard to the base salary. The Remuneration Committee’s recommendations must be based on market practice, the scope and nature of the work, the qualifications required and the performance of each individual executive. In addition, the Company’s interest in attracting, motivating and maintaining qualified members of the Executive Management must in general be taken into account.

Members of the Executive Management may also be granted certain non-monetary benefits such as company car as well as other customary non-monetary employee benefits such as insurance, newspaper, telephony and internet access as approved by the Board.

The Board determines the terms governing pension and resignation based on the Remuneration Committee’s recommendations. The ordinary notice period on the part of the Company cannot exceed [●] months. An executive may terminate his/her employment subject to at least an ordinary notice period of [●] months. The total value of remuneration relating to the notice period, including any severance pay, cannot exceed two years of remuneration, including all remuneration components, of the relevant member of the Executive Management.

The remuneration of the members of the Executive Management is assessed on an annual basis. The remuneration and the remuneration components is approved by the Board based on recommendations by the Remuneration Committee.

Members of the Executive Management are entitled to an annual remuneration in accordance with the Remuneration Policy, which may consist of the following fixed and variable remuneration components:

1. fixed base salary,
2. pension contribution,
3. short-term incentive remuneration consisting of [an annual cash bonus],
4. long-term incentive remuneration consisting of participation in [Matching Shares Programs]/[Share Option Programs]/[RSU Programs],
5. termination and severance payments, and
6. non-monetary employee benefits.

The choice of these components create a well-balanced remuneration package reflecting (i) individual performance and responsibility of the members of the Executive Management in relation to established goals and targets, both in the short and the longer term, and (ii) the Company’s overall performance.

The Executive Management’s short and long-term incentive schemes are linked directly to the financial targets supporting the Company’s strategy. The composition of the remuneration of each individual executive is determined with a view to contribute to the Company’s ability to attract and retain competent key employees while, at the same time, ensuring that the Executive Management has an incentive to create added value for the benefit of the Company's shareholders through variable remuneration.

The terms of employment and remuneration for each member of Executive Management are agreed between the individual executive and the Board.

| **Table 2 | Remuneration of Executive Management for the financial year [2020][[5]](#footnote-5)** |
| --- |
| Name and position | Fixed remuneration | Variable remuneration | Extraordinary items[[6]](#footnote-6) | Pension contribution | Subsidiaries | Total remuneration | Proportion of fixed and variable remuneration |
| Base salary | Other fees | Benefits | Cash bonus | Matching Shares |
| [Name], CEO | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [ ]% / [ ]% |
| [Name], CFO  | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [ ]% / [ ]% |
| [Name], COO | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [ ]% / [ ]% |
| [Name], former [position] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [ ]% / [ ]% |
| **Total ([2020])** ([2019]) | **[amount]** | **[amount]** | **[amount]** | **[amount]** | **[amount]** | **[amount]** | **[amount]** | **[amount]** | **[amount]** |  |
| [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |  |

[To be considered if notes should be included explaining certain extraordinary events included in the items, hereunder claw-back of remuneration, severance pay, extraordinary remuneration received for a specific task, etc. The note should specify the amount and percentage of the accumulated remuneration.]

[If variable remuneration is postponed in accordance with the Remuneration Policy this should be specified, including the period of postponement and conditions to be fulfilled before the expiration of the period of postponement.]

## Fixed base salary

The annual fixed base salary is intended to attract and retain competent key employees with a view to contribute to the Company’s ability to obtain its short- and long-term targets.

## Pension contribution

Members of the Executive Management are entitled to receive a pension contribution of up to [●] % of [the fixed base salary].

## Short-term incentive

Members of the Executive Management may receive an annual cash bonus determined at the discretion of the Board. The annual cash bonus is intended to align the individual members’ interests with the Company’s short-term targets in the Company’s strategy and reward satisfactory results in relation to these targets. Payment of the cash bonus thus depends on the achievement of objectives related to the achievement of the Company’s budgeted results, financial ratios and other measurable personal results of a financial or non-financial nature all of which reflect and support the Company’s short-term objectives.

The size of the bonus may not exceed [●] % of [the fixed base salary] of the relevant member of the Executive Management.

For the financial year [2020], a total cash bonus of [DKK]/[EUR]/[USD] [amount] was paid to the Executive Management, corresponding to [●] % of the maximum pay-out due to [description of size of cash bonus (relative to maximum) and the criteria on which it was awarded.][[7]](#footnote-7)

| **Table 3 | KPI for Cash Bonus to Executive Management[[8]](#footnote-8)**  |
| --- |
| Name and position | Description of KPI | Relative weighting of KPIs | Actual KPI performance  | Achievement of target | Actual award |
| [Name], CEO | [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Name], CFO  | [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Name], COO | [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Name], former [position]  | [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Description] | [●]% | [●] | [under/on/above target] | [amount] |
| [Description] | [●]% | [●] | [under/on/above target] | [amount] |

[Description of any other bonus determined at the discretion of the Board, e.g. in connection with any resignation or otherwise.]

## Long-term incentive

Individual members of the Executive Management may at the discretion of the Board be offered to participate in [Matching Shares Programs]/[Share Option Programs]/[RSU Programs]. Participating members are [description of program, e.g. “offered the opportunity to acquire shares in the Company at their own cost, which after three years of ownership provides the right to receive between [●] and [●] Matching Shares per investment share, depending on fulfillment of certain performance criteria.”]

Participation in the [Matching Shares Programs]/[Share Option Programs]/[RSU Programs] is offered to members of the Executive Management as an element of remuneration in order to ensure that the Executive Management stays focused on value creation and achievement of the Company’s long-term objectives. [The entitlement to receive Matching Shares is determined based on the number of Company shares acquired, the participant's continued employment with the Company, and the achievement of targets determined by the Board with respect to the Company’s earnings and turnover consistent with the Company’s short- and long-term targets.]

[The maximum number of Company shares which the participating member may transfer to a Matching Shares Program will be determined at the discretion of the Board, but may in no event exceed [●] % of the executive’s fixed base salary.[[9]](#footnote-9) The fair value of Matching shares is [DKK]/[EUR]/[USD] [amount] per share based on the share price at the time of grant.]

| **Table 4 | [●] Programs of Executive Management[[10]](#footnote-10)** |
| --- |
| Name and position |  |
| Program | Performance period | Award date | Vesting date | Maximum number of Matching Shares  | Value of award (at the time of grant) | Matching Shares vested  | Value at time of vesting |
| [Name], CEO | [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name], CFO  | [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name], COO  | [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name], former [position]  | [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| [Name] | [date]-[date] | [date] | [date] | [number] | [amount] | [number] | [amount] |
| **Total** |  |  |  |  |  |  |  |  |

For the financial year [2020], [description of allocation/vesting of [program] (relative to maximum) and how performance criteria were applied.]

| **Table 5 | KPIs for [program]** |
| --- |
| Name and position | Description of KPI | Relative weighting of KPIs | Actual KPI performance | Achievement of target | Actual award |
| [Name], CEO | [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Name], CFO | [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Name], COO | [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Name], former [position] | [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |
| [Description] | [ ]% | [Description] | [under/on/above target] | [amount] |

[The above KPIs reflect the Company’s long-term targets as defined in the strategic plan. Allocations to the Executive Management in the financial year [2020] comprise a total of [amount] conditional shares corresponding to [●] % of the share capital of the Company. Upon full achievement of the KPIs, all the shares allotted will vest. A partial acquisition results in no or partial vesting of the shares allotted.]

| Table 6 | Executive Management’s previous and existing [share units]  |
| --- |
| Name and position | Number of share units beginning of year | Number of granted share units | Number of cancelled share units | Number of vested share units | Number of share units end of year | Value of outstanding share units | Value of vested share units |
| [Name], CEO | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], CFO | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], COO | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |
| [Name], former [position] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] | [amount] |

[Further, an amount of [●] % conditional shares are granted to previous members of the Executive Management.]

## Termination and severance payments[[11]](#footnote-11)

Employment agreements with members of the Executive Management may be ongoing (i.e. without a fixed term) and are subject to a maximum notice of termination of 24 months. The total value of remuneration relating to the notice period, including any severance pay, cannot exceed two years of remuneration, including all remuneration components, of the relevant member of the Executive Management.

## Non-monetary benefits

Members of the Executive Management are offered non-monetary benefits such as company car as well as other customary non-monetary employee benefits such as insurance, newspaper, telephony and internet access as approved by the Board.[[12]](#footnote-12)

## Claw-back[[13]](#footnote-13)

The Company may decide to reduce or reclaim incentive remuneration in full or in part in cases where a cash bonus or other incentive remuneration is payable or has already been provided to a member of the Executive Management if the basis of data or accounts for such cash bonus or incentive remuneration subsequently prove to have been misstated or if the member of the Executive Management is deemed to have caused a material loss to the Company due to willfull misconduct or [gross] negligence. In the financial year [2020], [no incentive remuneration was reclaimed.]

# Remuneration | Comparative overview[[14]](#footnote-14)

The development in the remuneration of the Board and Executive Management over the past five financial years is summarized in the table below.

| **Table 7 | Comparison of remuneration and Company performance over the past five financial years[[15]](#footnote-15)** |
| --- |
|  | **[2020]** | **[2020 vs. 2019][[16]](#footnote-16)** | **[2019 vs. 2018][[17]](#footnote-17)** | **[2018 vs. 2017][[18]](#footnote-18)** | **[2017 vs. 2016][[19]](#footnote-19)** | **[2016 vs. 2015][[20]](#footnote-20)** |
| **Financial Performance** |
| Net result before taxes for the Company | [amount] | [change] | [change] | [change] | [change] | [change] |
| Net result after taxes for the Company | [amount] | [change] | [change] | [change] | [change] | [change] |
| Net result before taxes for the Group | [amount] | [change] | [change] | [change] | [change] | [change] |
| Net result after taxes for the Group | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Other financial or non-financial metric] | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Other financial or non-financial metric] | [amount] | [change] | [change] | [change] | [change] | [change] |
| **Executive management** |
| [Name], CEO | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], CFO | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], COO | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], former [position] | [amount] | [change] | [change] | [change] | [change] | [change] |
| **Board** |
| [Name], Chairman | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], Deputy Chairman | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], Board member | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], Board member | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], Board member | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], Board member (employee representative) | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], Board member (employee representative) | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], Board member (employee representative) | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Name], former Board member | [amount] | [change] | [change] | [change] | [change] | [change] |
| **Average remuneration of Company Employees (FTE)** |
| Company Employees  | [amount] | [change] | [change] | [change] | [change] | [change] |
| [Group Employees] within [ ] | [amount] | [change] | [change] | [change] | [change] | [change] |

# Board’s and Executive Management’s holding of shares

Amount of shares in the Company owned by members of the Board and Executive Management:

| **Table 8 | Holding of shares** |
| --- |
| Name and position | Holding | Changes | Holding | Market value[[21]](#footnote-21) (DKK(EUR/USD mill.) |
| 1. January [2020] | Purchased | Vested shares | Exercised options | Sold | 31. December [2020] | End of year |
| **Executive Management** |  |  |  |  |  |  |  |
| [Name], CEO | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], CFO | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], COO | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], former [position] | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| **Board** |
| [Name], Chairman | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], Deputy Chairman | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], Board member | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], Board member | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], Board member | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], Board member (employee representative) | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], Board member (employee representative) | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], Board member (employee representative) | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |
| [Name], former Board member | [number] | [number] | [number] | [number] | [number] | [number] | [amount] |

# Compliance with the Remuneration Policy[[22]](#footnote-22)

The remuneration of the Board and Executive Management for the financial year [2020] is consistent with the framework provided by the Remuneration Policy as [insert explanation]. There has been [no deviation or derogation from the framework provided by the Remuneration Policy].

1. Consider not to included if the Report includes a separate statement by the independent auditor. [↑](#footnote-ref-1)
2. Consider to include information on associated companies in accordance with Recommendations section 4.2.3. [↑](#footnote-ref-2)
3. Need for individual non-pecuniary categories to be considered. [↑](#footnote-ref-3)
4. To be considered whether the overview should include comparison figures for the previous financial year as set out in the draft European Commission Guidelines on the standardized presentation of the remuneration report under Directive 2007/36/EC, as amended by Directive (EU) 2017/828 as regards the encouragement of the long-term shareholder engagement (the “**Guidelines**”). [↑](#footnote-ref-4)
5. To be considered whether the overview should include comparison figures for the previous financial year as set out in the draft European Commission Guidelines on the standardized presentation of the remuneration report under Directive 2007/36/EC, as amended by Directive (EU) 2017/828 as regards the encouragement of the long-term shareholder engagement (the “**Guidelines**”). [↑](#footnote-ref-5)
6. I.e. non-recurring remuneration awarded or due (sign-on fee, retention bonus, redundancy payment, compensation for relocation, severance payments, etc.). [↑](#footnote-ref-6)
7. If the pay-out is subject to a cap and the cap has been reached this should be explained. [↑](#footnote-ref-7)
8. If any discretion has been exercised in respect of the award, a descriptive note of how the discretion was exercised, which factors were taken into account and how the resulting level of award was determined should be included. [↑](#footnote-ref-8)
9. If the Incentive Program is subject to a cap and the cap has been reached this should be explained. [↑](#footnote-ref-9)
10. A separate table to be included in case of other incentive programs. [↑](#footnote-ref-10)
11. Consider to include information on the most important content of any retention and severance package in accordance with section 4.2.3 of the Recommendations. [↑](#footnote-ref-11)
12. All offered customary benefits should be included in the remuneration. [↑](#footnote-ref-12)
13. If incentive remuneration was reclaimed, a description should be inserted including name, amount and the financial year in which the variable remuneration was awarded or due. [↑](#footnote-ref-13)
14. The Company may either include the previous financial years’ information by way of estimates or omit the information for financial years where the reporting obligation did not yet apply if some of the required information is not readily available. [↑](#footnote-ref-14)
15. It should be noted that according to the Danish Companies Act it is only mandatory to give information from the date on which these rules apply, e.g. only to inform on [2020] in [2021], etc. [↑](#footnote-ref-15)
16. May be included as absolute numbers or percentages. [↑](#footnote-ref-16)
17. May be included as absolute numbers or percentages. [↑](#footnote-ref-17)
18. May be included as absolute numbers or percentages. [↑](#footnote-ref-18)
19. May be included as absolute numbers or percentages. [↑](#footnote-ref-19)
20. May be included as absolute numbers or percentages. [↑](#footnote-ref-20)
21. The market value at the end of the year is based on the official closing price on [date] [2020]. [↑](#footnote-ref-21)
22. In case of any derogations, detailed information should be inserted, including which specific elements are deviated from, a confirmation that the remuneration policy allows this deviation, an explanation of the nature of the exceptional circumstances, an explanation on why the deviation is necessary to serve the long-term interest and sustainability of the company as a whole or to assure its viability, and information on the procedure followed and a confirmation that this procedure complies with the remuneration policy. [↑](#footnote-ref-22)