

# Corporate Governance Statement

Statutory Corporate Governance Statement pursuant to section 107b of  
the Danish Financial Statements Act for the financial year 2022

NNIT A/S

CVR no. 21 09 31 06

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# 1 Introduction

This corporate governance statement for NNIT A/S ("NNIT") has been prepared in connection with the Annual Report for the financial year 2022. Corporate governance refers to the way a company is governed as well as the interaction between a company's managerial bodies, its shareholders and other stakeholders. The purpose of corporate governance is to adopt procedures and rules to support and improve the control and management of NNIT. The statement includes a description of the company's management structure, a review of how the company considers the Danish Recommendations on Corporate Governance issued by the Committee on Corporate Governance December 2, 2020 as well as a description of the main elements of the internal control and risk management systems in connection with the company's financial reporting.

# 2 Board of Directors

As is current practice in Denmark, the company has a two-tier management structure where powers and responsibilities are distributed between the Board of Directors and the Executive Management. No person serves as a member of both corporate bodies. The two bodies are independent. The Board of Directors supervises the work of the Executive Management and is responsible for the overall management and strategic direction, while the Executive Management handles the day-to-day management.

The Board of Directors currently consists of six members elected by the general meeting and three employee elected members. A chairman and a deputy chairman have been elected by the general meeting. Four of the six members of the Board of Directors elected by the general meeting are independent. The members of the Board of Directors comprise a group of professionally skilled business-people also representing diversity and international experience.

The members of the Board of Directors elected by the general meeting are elected for a term of one year. The Board of Directors meets at least six times a year and on an ad-hoc basis if necessary.

The Board of Directors evaluates its work on an annual basis and describes the procedures for such evaluation as well as the overall outcome thereof in the annual report. The Board of Directors also conducts an annual review of the Board of Directors' performance and achievements, including the competencies of each board member, and the cooperation with Executive Management. Furthermore, the Board of Directors annually evaluates the work and performance of the Executive Management.

In March 2022 the Annual General Meeting elected the following members to the Board of Directors, the majority of whom are independent:

- Carsten Dilling (chairman and member since 2016, independent)
- Eivind Kolding (deputy chairman and member since 2016, independent)
- Anne Broeng (member since 2014, independent)
- Christian Kanstrup (member since 2018, not independent)
- Caroline Serfass (member since 2018, independent)
- Nigel Govett (member since 2022, not independent)

In 2022, the Board of Directors conducted 9 meetings. All Board members participated in all meetings in 2022, except for three board members who each were absent from one meeting.

### 3 The Chairmanship

The annual general meeting elects the chairman and deputy chairman of the Board of Directors directly. The Chairmanship carries out administrative tasks, such as planning board meetings to ensure a balance between overall strategy-setting and financial and managerial supervision of the company. For a detailed view of the Chairmanship's tasks please refer to the Chairmanship Charter on NNIT's website.

At the March 2022 annual general meeting, the shareholders re-elected the chairman, Carsten Dilling, independent, and the deputy chairman, Eivind Kolding, independent. In the 2022 term, the Chairmanship conducted six meetings, and the chairman and the deputy chairman participated in all meetings.

### 4 The Audit Committee

The Board of Directors has established an Audit Committee, which is responsible for assisting the Board in overseeing the financial reporting process and the effectiveness of the internal control and risk management systems. For a detailed view of the committee's tasks please refer to the Audit Committee Charter available on NNIT's website.

In March 2022 the Board of Directors elected the following members to the Audit Committee:

- Anne Broeng (member and chairman since 2015, independent)
- Christian Kanstrup (member since 2018, not independent)
- Nigel Govett (member since 2022, not independent)

In 2022, the Audit Committee conducted four ordinary meetings. The members of the Audit Committee participated in all meetings in 2022.

### 5 The Remuneration Committee

The Board of Directors has established a Remuneration Committee, which is responsible for assisting the Board in overseeing the Remuneration Policy for the members of the Board of Directors and Executive Management, including guidelines on incentive pay to Executive Management, the remuneration of the members of the Board of Directors, its committees and the members of Executive Management, as well as the preparation of the annual remuneration report. For a detailed view of the committee's tasks please refer to the Remuneration Committee Charter available on NNIT's website.

In March 2022 the Board of Directors elected the following members to the Remuneration Committee, the majority of whom are independent:

- Eivind Kolding (Chairman since 2018, independent)
- Carsten Dilling (member since 2018, independent)
- Christian Kanstrup (member since 2018, not independent)

In 2022, the Remuneration Committee conducted 2 meetings. The members of the Remuneration Committee participated in all meetings in 2022.

## 6 Executive Management

The Executive Management is responsible for the day-to-day management and compliance with the procedures, instructions, guidelines and recommendations issued by the Board of Directors. The Executive Management's responsibilities include inter alia organization of the company as well as allocation of resources, determination and implementation of strategies and policies and ensuring timely reporting to the Board of Directors. The Executive Management also presents and recommends proposals on the overall strategy and objectives to the Board of Directors.

As of August 2021, the Executive Management consists of the following two members:

- Pär Åke Fors (chief executive officer (CEO))
- Pernille Fabricius (chief financial officer (CFO))

As of December 2022, the Executive Management consists of the following three members:

- Pär Åke Fors (chief executive officer (CEO))
- Carsten Ringius (chief financial officer (CFO))
- Pernille Fabricius (executive vice president for strategy, transformation and M&A)

## 7 Internal control and risk management

The Board of Directors and Executive Management set out general requirements for business processes and internal controls in connection with NNIT's financial reporting.

The responsibility for maintaining sufficient and effective internal controls and risk management system in relation to financial reporting is anchored with Executive Management. Executive Management ensures design and implementation of controls considered necessary to mitigate risks identified in relation to the financial reporting process.

The Audit Committee appointed by the Board of Directors monitors on an ongoing basis the management of risk and the design and operating effectiveness of the implemented internal controls in connection with the financial reporting process.

The Executive Management is responsible for performing compliance reviews in NNIT's affiliates and reports to the Audit Committee.

The Audit Committee and Executive Management perform assessments of the risk exposure of NNIT, including the impact on the financial reporting and the financial reporting process.

## 8 Recommendations for Corporate Governance in Denmark

NNIT is subject to the Recommendations on Corporate Governance from December 2020, which are available on the Committee on Corporate Governance's website <https://corporategovernance.dk/>. As a company listed on Nasdaq Copenhagen, NNIT will be required to report on its compliance with these recommendations according to the "comply or explain" principle. NNIT's position on each recommendation is described in the following. NNIT complies with the Recommendations on Corporate Governance in all material respects, with two exceptions:

- 1) Due to the size of NNIT, the Board of Directors has not found it necessary or appropriate to establish a nomination committee. The tasks of the nomination committee are handled by the Chairmanship.
- 2) The Board of Directors has not found it necessary that a majority of the members of the audit committee are independent. The members of the audit committee are elected from whom of the Board of Directors has best individual qualifications to perform the tasks of the audit committee.

This corporate governance statement has been approved by the Board of Directors of the Company on 7 December 2022.

**Table:**

**Recommendations for Corporate Governance**

## Recommendation

The company complies

The company explains<sup>1</sup>

*why*

*how*

### 1. Interaction with the company's shareholders, investors and other stakeholders

#### 1.1. Communication with the company's shareholders, investors and other stakeholders

<p><b>1.1.1. The Committee recommends</b> that the management through ongoing dialogue and interaction ensures that shareholders, investors and other stakeholders gain the relevant insight into the company's affairs, and that the board of directors obtains the possibility of hearing and including their views in its work.</p>	<p>√</p>		
<p><b>1.1.2. The Committee recommends</b> that the company adopts policies on the company's relationships with its shareholders, investors and if relevant other stakeholders in order to ensure that the various interests are included in the company's considerations and that such policies are made available on the company's website.</p>	<p>√</p>		
<p><b>1.1.3. The Committee recommends</b> that the company publishes quarterly reports.</p>	<p>√</p>		

<sup>1</sup> If the company does not comply with a recommendation, the company must specifically explain; *why* the company has decided not to comply with the recommendation, and *which* approach the company has chosen instead. A comprehensive explanation answers both questions and is considered as compliant. Thus, it is important that the company answers both questions in its explanation.

# Recommendation

## The company complies

## The company explains<sup>1</sup>

*why*

*how*

### 1.2. The general meeting

**1.2.1. The Committee recommends** that the board of directors organises the company's general meeting in a manner that allows shareholders, who are unable to attend the meeting in person or are represented by proxy at the general meeting, to vote and raise questions to the management prior to or at the general meeting. The Committee recommends that the board of directors ensures that shareholders can observe the general meeting via webcast or other digital transmission.

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**1.2.2. The Committee recommends** that proxies and postal votes to be used at the general meeting enable the shareholders to consider each individual item on the agenda.

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### 1.3. Takeover bids

**1.3.1. The Committee recommends** that the company has a procedure in place in the event of takeover bids, containing a "road map" covering matters for the board of directors to consider in the event of a takeover bid, or if the board of directors obtains reasonable grounds to suspect that a takeover bid may be submitted. In addition, it is recommended that it appears from the procedure that the board of directors abstains from countering any takeover bids by taking actions that seek to prevent the

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**Recommendation**

**The company complies**

**The company explains<sup>1</sup>**

*why*

*how*

shareholders from deciding on the takeover bid, without the approval of the general meeting.

**1.4. Corporate Social Responsibility**

**1.4.1. The Committee recommends** that the board of directors adopts a policy for the company’s corporate social responsibility, including social responsibility and sustainability, and that the policy is available in the management commentary and/or on the company’s website. The Committee recommends that the board of directors ensures compliance with the policy.

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**1.4.2. The Committee recommends** that the board of directors adopts a tax policy to be made available on the company’s website.

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**2. The duties and responsibilities of the board of directors**

**2.1. Overall tasks and responsibilities**

**2.1.1. The Committee recommends** that the board of directors in support of the company’s statutory objects according to its articles of association and the long-term value creation considers the company’s purpose and ensures and promotes a good culture and sound values in the company. The company should provide an account

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## Recommendation

### The company complies

### The company explains<sup>1</sup>

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*how*

thereof in the management commentary and/or on the company's website.

**2.1.2. The Committee recommends** that the board of directors at least once a year discusses and on a regular basis follows up on the company's overall strategic targets in order to ensure the value creation in the company.

**2.1.3. The Committee recommends** that the board of directors on a continuously basis takes steps to examine whether the company's share and capital structure supports the strategy and the long-term value creation in the interest of the company as well as the shareholders. The Committee recommends that the company gives an account thereof in the management commentary.

**2.1.4. The Committee recommends** that the board of directors prepares and on an annual basis reviews guidelines for the executive management, including requirements in respect of the reporting to the board of directors.

## 2.2. Members of the board of directors

**2.2.1. The Committee recommends** that the board of directors, in addition to a chairperson, appoints a vice chairperson, who can step in if the chairperson is absent

## Recommendation

## The company complies

## The company explains<sup>1</sup>

*why*

*how*

and who can generally act as the chairperson's close sparring partner.

**2.2.2. The Committee recommends** that the chairperson in cooperation with the individual members of the board of directors ensures that the members up-date and supplement their knowledge of relevant matters, and that the members' special knowledge and qualifications are applied in the best possible manner.

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**2.2.3. The Committee recommends** that if the board of directors, in exceptional cases, requests a member of the board of directors to take on special duties for the company, for instance, for a short period to take part in the daily management of the company, the board of directors should approve this in order to ensure that the board of directors maintains its independent overall management and control function. It is recommended that the company publishes any decision on allowing a member of the board of directors to take part in the daily management, including the expected duration thereof.

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## 3. The composition, organisation and evaluation of the board of directors

### 3.1. Composition

# Recommendation

## The company complies

## The company explains<sup>1</sup>

*why*

*how*

<p><b>3.1.1. The Committee recommends</b> that the board of directors on an annual basis reviews and in the management commentary and/or on the company's website states</p> <ul style="list-style-type: none"> <li>• which qualifications the board of directors should possess, collectively and individually, in order to perform its duties in the best possible manner, and</li> <li>• the composition of and diversity on the board of directors.</li> </ul>	<p>√</p>		
<p><b>3.1.2. The Committee recommends</b> that the board of directors on an annual basis discusses the company's activities in order to ensure relevant diversity at the different management levels of the company and adopts a diversity policy, which is included in the management commentary and/or available on the company's website.</p>	<p>√</p>		
<p><b>3.1.3. The committee recommends</b> that candidates for the board of directors are recruited based on a thorough process approved by the board of directors. The Committee recommends that in assessing candidates for the board of directors – in addition to individual competencies and qualifications – the need for continuity, renewal and diversity is also considered.</p>	<p>√</p>		
<p><b>3.1.4. The Committee recommends</b> that the notice convening general meetings, where election of members</p>	<p>√</p>		

# Recommendation

## The company complies

## The company explains<sup>1</sup>

*why*

*how*

to the board of directors is on the agenda - in addition to the statutory items - also includes a description of the proposed candidates'

- qualifications,
- other managerial duties in commercial undertakings, including board committees,
- demanding organisational assignments and
- independence.

**3.1.5. The Committee recommends** that members to the board of directors elected by the general meeting stand for election every year at the annual general meeting, and that the members are nominated and elected individually.

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### 3.2. The board of director's independence

**3.2.1. The Committee recommends** that at least half of the members of the board of directors elected in general meeting are independent in order for the board of directors to be able to act independently avoiding conflicts of interests.

In order to be independent, the member in question may not:

- be or within the past five years have been a member of the executive management or an executive employee in the company, a subsidiary or a group company,

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<b>Recommendation</b>	<b>The company <u>complies</u></b>		<b>The company <u>explains</u><sup>1</sup></b>	
		<i>why</i>	<i>how</i>	
<ul style="list-style-type: none"> <li>• within the past five years have received large emoluments from the company/group, a subsidiary or a group company in another capacity than as member of the board of directors,</li> <li>• represent or be associated with a controlling shareholder,</li> <li>• within the past year have had a business relationship (e.g. personally or indirectly as a partner or an employee, shareholder, customer, supplier or member of a governing body in companies with similar relations) with the company, a subsidiary or a group company, which is significant for the company and/or the business relationship,</li> <li>• be or within the past three years have been employed with or a partner in the same company as the company's auditor elected in general meeting,</li> <li>• be a CEO in a company with cross-memberships in the company's management,</li> <li>• have been a member of the board of directors for more than twelve years, or</li> <li>• be closely related to persons, who are not independent, cf. the above-stated criteria.</li> </ul> <p>Even if a member of the board of directors does not fall within the above-stated criteria, the board of directors may</p>				

# Recommendation

## The company complies

## The company explains<sup>1</sup>

*why*

*how*

for other reasons decide that the member in question is not independent.

**3.2.2. The Committee recommends** that members of the executive management are not members of the board of directors and that members retiring from the executive management does not join the board of directors immediately thereafter.

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### 3.3. Members of the board of directors and the number of other managerial duties

**3.3.1. The Committee recommends** that the board of directors and each of the members on the board of directors, in connection with the annual evaluation, cf. recommendation 3.5.1., assesses how much time is required to perform the board duties. The aim is for the individual member of the board of directors not to take on more managerial duties than the board member in question is able to perform in a satisfactory manner.

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**3.3.2. The Committee recommends** that the management commentary, in addition to the statutory requirements, contains the following information on the individual members of the board of directors:

- position, age and gender,
- competencies and qualifications relevant to the company,
- independence,

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# Recommendation

## The company complies

## The company explains<sup>1</sup>

*why*

*how*

- year of joining the board of directors,
- year of expiry of the current election period,
- participation in meetings of the board of directors and committee meetings,
- managerial duties in other commercial undertakings, including board committees, and demanding organisational assignments, and
- the number of shares, options, warrants, etc. that the member holds in the company and its group companies and any changes in such holdings during the financial year.

### 3.4. Board committees

**3.4.1. The Committee recommends** that the management describes in the management commentary:

- the board committees' most significant activities and number of meetings in the past year, and
- the members on the individual board committees, including the chairperson and the independence of the members of the committee in question.

In addition, it is recommended that the board committees' terms of reference are published on the company's website.

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**3.4.2. The Committee recommends** that board committees solely consist of members of the board of

The Board of Directors has not found it necessary

The members of the audit committee are elected

**Recommendation**

**The company complies**

**The company explains<sup>1</sup>**

*why*

*how*

directors and that the majority of the members of the board committees are independent.

that a majority of the members of the audit committee are independent.

from whom of the Board of Directors has best individual qualifications to perform the tasks of the audit committee.

**3.4.3. The Committee recommends** that the board of directors establishes an audit committee and appoints a chairperson of the audit committee, who is not the chairperson of the board of directors. The Committee recommends that the audit committee, in addition to its statutory duties, assists the board of directors in:

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- supervising the correctness of the published financial information, including accounting practices in significant areas, significant accounting estimates and related party transactions,
- reviewing internal control and risk areas in order to ensure management of significant risks, including in relation to the announced financial outlook,
- assessing the need for internal audit,
- performing the evaluation of the auditor elected by the general meeting,
- reviewing the auditor fee for the auditor elected by the general meeting,
- supervising the scope of the non-audit services performed by the auditor elected by the general meeting, and

**Recommendation**

**The company complies**

**The company explains<sup>1</sup>**

*why*

*how*

<ul style="list-style-type: none"> <li>ensuring regular interaction between the auditor elected by the general meeting and the board of directors, for instance, that the board of directors and the audit committee at least once a year meet with the auditor without the executive management being present.</li> </ul> <p>If the board of directors, based on a recommendation from the audit committee, decides to set up an internal audit function, the audit committee must:</p> <ul style="list-style-type: none"> <li>prepare terms of reference and recommendations on the nomination, employment and dismissal of the head of the internal audit function and on the budget for the department,</li> <li>ensure that the internal audit function has sufficient resources and competencies to perform its role, and</li> <li>supervise the executive management’s follow-up on the conclusions and recommendations of the internal audit function.</li> </ul>			
<p><b>3.4.4. The Committee recommends</b> that the board of directors establishes a nomination committee to perform at least the following preparatory tasks:</p> <ul style="list-style-type: none"> <li>describing the required qualifications for a given member of the board of directors and the executive management, the estimated time required for performing the duties of this member of the board</li> </ul>		<p>Due to the size of NNIT, The Board of Directors has not found it necessary or appropriate to establish a nomination committee.</p>	<p>The nomination committee tasks are handled by the Chairmanship.</p>

Recommendation	The company <u>complies</u>		The company <u>explains</u> <sup>1</sup>	
			<i>why</i>	<i>how</i>
<p>of directors and the competencies, knowledge and experience that is or should be represented in the two management bodies,</p> <ul style="list-style-type: none"> <li>• on an annual basis evaluating the board of directors and the executive management's structure, size, composition and results and preparing recommendations for the board of directors for any changes,</li> <li>• in cooperation with the chairperson handling the annual evaluation of the board of directors and assessing the individual management members' competencies, knowledge, experience and succession as well as reporting on it to the board of directors,</li> <li>• handling the recruitment of new members to the board of directors and the executive management and nominating candidates for the board of directors' approval,</li> <li>• ensuring that a succession plan for the executive management is in place,</li> <li>• supervising executive managements' policy for the engagement of executive employees, and</li> <li>• supervising the preparation of a diversity policy for the board of directors' approval.</li> </ul>				
<p><b>3.4.5. The Committee recommends</b> that the board of directors establishes a remuneration committee to perform at least the following preparatory tasks:</p>	√			

**Recommendation**

**The company complies**

**The company explains<sup>1</sup>**

*why*

*how*

- preparing a draft remuneration policy for the board of directors' approval prior to the presentation at the general meeting,
- providing a proposal to the board of directors on the remuneration of the members of the executive management,
- providing a proposal to the board of directors on the remuneration of the board of directors prior to the presentation at the general meeting,
- ensuring that the management's actual remuneration complies with the company's remuneration policy and the evaluation of the individual member's performance, and
- assisting in the preparation of the annual remuneration report for the board of directors' approval prior to the presentation for the general meeting's advisory vote.

**3.5. Evaluation of the board of directors and the executive management**

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**3.5.1. The Committee recommends** that the board of directors once a year evaluates the board of directors and at least every three years engages external assistance in the evaluation. The Committee recommends that the evaluation focuses on the recommendations on the board of directors' work, efficiency, composition and organisation, cf. recommendations 3.1.-3.4. above, and

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**Recommendation**

**The company complies**

**The company explains<sup>1</sup>**

*why*

*how*

that the evaluation as a minimum always includes the following topics:

- the composition of the board of directors with focus on competencies and diversity
- the board of directors and the individual member’s contribution and results,
- the cooperation on the board of directors and between the board of directors and the executive management,
- the chairperson’s leadership of the board of directors,
- the committee structure and the work in the committees,
- the organisation of the work of the board of directors and the quality of the material provided to the board of directors, and
- the board members’ preparation for and active participation in the meetings of the board of directors.

**3.5.2. The Committee recommends** that the entire board of directors discusses the result of the evaluation of the board of directors and that the procedure for the evaluation and the general conclusions of the evaluation are described in the management commentary, on the company’s website and at the company’s general meeting.

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## Recommendation

## The company complies

## The company explains<sup>1</sup>

*why*

*how*

**3.5.3. The Committee recommends** that the board of directors at least once a year evaluates the work and results of the executive management according to pre-established criteria, and that the chairperson reviews the evaluation together with the executive management. In addition, the board of directors should on a continuous basis assess the need for changes in the structure and composition of the executive management, including in respect of diversity, succession planning and risks, in light of the company's strategy.

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## 4. Remuneration of management

### 4.1. Remuneration of the board of directors and the executive management

**4.1.1. The Committee recommends** that the remuneration for the board of directors and the executive management and the other terms of employment/service is considered competitive and consistent with the company's long-term shareholder interests.

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**4.1.2. The Committee recommends** that share-based incentive schemes are revolving, i.e. that they are periodically granted, and that they primarily consist of long-term schemes with a vesting or maturity period of at least three years.

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## Recommendation

### The company complies

### The company explains<sup>1</sup>

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**4.1.3. The Committee recommends** that the variable part of the remuneration has a cap at the time of grant, and that there is transparency in respect of the potential value at the time of exercise under pessimistic, expected and optimistic scenarios.

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**4.1.4. The Committee recommends** that the overall value of the remuneration for the notice period, including severance payment, in connection with a member of the executive management's departure, does not exceed two years' remuneration including all remuneration elements.

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**4.1.5. The Committee recommends** that members of the board of directors are not remunerated with share options and warrants.

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**4.1.6. The Committee recommends** that the company has the option to reclaim, in whole or in part, variable remuneration from the board of directors and the executive management if the remuneration granted, earned or paid was based on information, which subsequently proves to be incorrect, or if the recipient acted in bad faith in respect of other matters, which implied payment of a too large variable remuneration.

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## 5. Risk management

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Recommendation	The company <u>complies</u>	The company <u>explains</u> <sup>1</sup>	
		<i>why</i>	<i>how</i>
<b>5.1. Identification of risks and openness in respect of additional information</b>			
<b>5.1.1. The Committee recommends</b> that the board of directors based on the company's strategy and business model considers, for instance, the most significant strategic, business, accounting and liquidity risks. The company should in the management commentary give an account of these risks and the company's risk management.	√		
<b>5.1.2. The Committee recommends</b> that the board of directors establishes a whistleblower scheme, giving the employees and other stakeholders the opportunity to report serious violations or suspicion thereof in an expedient and confidential manner, and that a procedure is in place for handling such whistleblower cases.	√		