

Recommendation	Followed by Bygningsfonden	Further elaborated by Bygningsfonden
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1. Transparency and communication		
1.1 It is recommended that the Management Board adopt guidelines on external communication, covering issues such as who can and should make statements to the public on behalf of the commercial foundation and on what matters. The guidelines should address the need for transparency and the needs of the stakeholders and the possibility for obtaining relevant, updated information on the status of the foundation.	X	
2. Tasks and responsibilities of the Management Board		
2.1.1 It is recommended that the Management Board review the foundation's overarching strategy and distribution policy on the basis of its articles of association at least once a year to ensure that the foundation is acting in accordance with its objectives and interests.	X	
2.2 Chair and Deputy Chair of the Management Board		
2.2.1 It is recommended that the Chair of the Management Board organise, convene and steer Management Board meetings to ensure that the management board works effectively and to create optimal conditions for the work of the board members individually and jointly.	X	

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<p>2.2.2 It is recommended that, in the event that the Management Board requests the Chair of the Management Board to perform special duties for the foundation beyond the normal duties of the office of Chair, the Management Board should adopt a decision that ensures that the Management Board retains its independent overall management and supervisory function. There should be a proper division of labour between the Chair, Deputy Chair, the other members of the board and, if relevant, the senior management.</p>	<p>X</p>	
<p>2.3 Composition and organisation of the Management Board</p>		
<p>2.3.1 It is recommended that the Management Board regularly evaluate and determine what competences the Management Board should have in order to optimally perform the duties incumbent on it.</p>	<p>X</p>	
<p>2.3.2 It is recommended that the Management Board, with respect to any right of appointment stated in the articles of association, ensure a structured, thorough and transparent process for selecting and recommending candidates to the Management Board.</p>	<p>X</p>	
<p>2.3.3 It is recommended that members of the Management Board be appointed on the basis of their personal qualities and competences, taking into consideration the Management Board's overall competences, and that when selecting and recommending new members of the Management Board, the need for renewal be taken into account, together with the need for continuity, and the need for diversity in relation to, for example, professional experience, experience with distribution, age and gender.</p>	<p>X</p>	
<p>2.3.4 It is recommended that the composition of the Management Board, including the principle of diversity, be explained once a year in</p>	<p>X</p>	

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<p>the management report and, if relevant, on the foundation's homepage, and that the following information on each individual member of the Management Board be provided:</p> <ul style="list-style-type: none"> • The person's name and position • The person's age and gender • The date on which they joined the Management Board, if they have been re-elected and when their current term of office is due to expire • Other executive posts they hold, including senior managerial positions, positions on executive boards or supervisory boards, including management committees, in Danish and foreign foundations, companies or institutions, or high-level administrative functions • Which members have been appointed by authorities/funding providers, etc. • Whether the member is considered to be independent 		
<p>2.3.5 It is recommended that the majority of the members of the Management Board of the commercial foundation should not at the same time be members of the management board or the senior management of one of the foundation's subsidiaries, unless the company in question is a wholly-owned holding company.</p>	X	
<p>2.4 Independence</p>		
<p>2.4.1 It is recommended that a suitable number of Management Board members should be independent.</p>	X	

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<p>If the Management Board (excluding members elected by the staff) comprises up to four members, at least one member must be independent. If the Management Board consists of between five and eight members, at least two members must be independent. If the Management Board comprises nine to eleven members, at least three members must be independent and so forth.</p> <p>In this respect, a Management Board Member is not considered to be independent if the person in question:</p> <ul style="list-style-type: none"> • Is, or has been within the last three years, a member of the senior management or a senior member of staff in the foundation or a major subsidiary or company affiliated with the foundation; • Has within the last five years received substantial remuneration, including dividends or other payments, from the foundation/group or a subsidiary or company affiliated with the foundation in another capacity than as a member of the Management Board of the foundation or of the senior management ; • Has had important business relations within the last few years (e.g. personally or indirectly as partner or employee, shareholder, customer, supplier or member of the management in companies with a corresponding connection) with the foundation/group or a subsidiary or company affiliated with the foundation; • Is, or has been within the last three years, employed by or a partner of an external auditor; • Has been a member of the Management Board or the senior management of the foundation for more than twelve years; • Is closely related or in some other way closely connected to persons not considered to be independent; • Is a founder or major benefactor, if the foundation has the intention of providing 		
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<p>support to the person's family or others who are closely connected to the person, or</p> <ul style="list-style-type: none"> • Is a member of the management of another organisation or another foundation or similar which receives or has regularly received major donations from the foundation over the last five years. 		
2.5 Term of appointment		
2.5.1 It is recommended that the members of the Management Board be appointed for a minimum term of two years and a maximum term of four years.	X	
2.5.2 It is recommended that an age limit be set for members of the Management Board, which is published in the management report or on the foundation's homepage.	X	
2.6 Evaluation of the work of the Management Board and of senior management		
2.6.1 It is recommended that the Management Board draw up an evaluation procedure for annually assessing the Management Board, the Chair and the individual members' contributions and results and discussing the findings in the Management Board.	X	
2.6.2 It is recommended that the Management Board evaluate once a year, if relevant, the work of the senior management and/or administration and the results of their work according to clearly defined, pre-determined criteria.	X	
3.1.1 It is recommended that members of the Management Board of commercial foundations receive a fixed remuneration and that, if relevant, members of the senior management receive a fixed remuneration, possibly in combination with a bonus that is independent of financial results. The	X	

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remuneration should reflect the duties and responsibility of the office.		
3.1.2 It is recommended that the accounts give details of the total remuneration which each member of the Management Board and any senior management members receive from the commercial foundation and from other companies in the group. Furthermore information should be given about any other remuneration which the Management Board members, with the exception of staff representatives in the Management Board, receive for performing duties for the foundation, subsidiaries of the foundation or companies affiliated with the foundation.	X	