

“Statutory report on foundation governance, cf. section 77a of the Danish
Financial Statements Act”

Rambøll Fonden

Statutory report on foundation governance, cf. section 77a of the Financial Statements Act

Note!

The report is an integrated part of the Trustees Statement in the annual report of the foundation for the following accounting period:
1.1.2020 – 31.12.2020

Recommendations on Foundation Governance

The foundation is covered by the Recommendations on Foundation Governance, which are available on the website of the Committee on Foundation Governance www.godfondsledelse.dk.

Recommendation	The foundation <u>complies</u>	The foundation <u>explains</u> ¹		Not applicable
		<i>why</i>	<i>how</i>	
1. Transparency and communication				
1.1 It is recommended that the board of directors adopt principles for external communication that address the need for transparency and stakeholders' needs and possibilities to obtain relevant up-to-date information about the circumstances of the foundation.	The Foundation has adopted rules of procedures stating that external communication is handled by the Chairman of the Ramboll Foundation and in his/her absence by the Deputy Chairman with proper involvement of the rest of the board. When communicating with the public, efforts must be made to meet stakeholders need for openness and the opportunity to obtain relevant, up-to-date information about the Foundation. The Foundation provides general communication via its website; www.rambollfonden.com			
2. Tasks and responsibilities of the board of directors				

¹ In case of lack of compliance with a recommendation, the foundation must explain *why* this recommendation was not followed and *how* the foundation has acted differently. An adequate explanation answers both questions and categorises the answer as being in compliance with the recommendation. It is therefore important that the foundation answer both questions in its explanation.

Recommendation	The foundation <u>complies</u>	The foundation <u>explains</u> ¹		Not applicable
		<i>why</i>	<i>how</i>	
2.1 Overall tasks and responsibilities				
<p>2.1.1 It is recommended that, in order to secure the activities of the commercial foundation in accordance with the purposes and interests of the foundation, the board of directors should, at least once a year, take a position on the overall strategy and distribution policy of the foundation on the basis of the articles of association.</p>	<p>The Foundation has issued a Memorandum 'Long-term Priorities and Aims', which is the direction and stewardship memorandum outlining the Foundation's overall priorities and aims for the operating Company. The document is available via the Ramboll Foundation website.</p> <p>Guiding principles for the distribution of donations can be found on the Ramboll Foundation webpage under the section <i>We Support</i>. Once a year the Foundation Board decides on the level of donations for the coming year. The Foundation has established a donation committee who gives recommendations on applications and has overall responsibility for drafting donation guidelines.</p>			
<p>2.1.2 It is recommended that the board of directors regularly address whether the foundation's asset management is in line with the purpose of the foundation and its long- and short-term needs.</p>	<p>The Foundation has established a Finance committee which provides recommendations on the asset management. The Finance committee has the responsibility for administration of external advisors and for development and management of investment strategy incl. recommendations as to risk level, financial resources and risk spreading. Recommendation is discussed in the Foundation Board on a yearly basis.</p>			

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		<i>why</i>	<i>how</i>	
2.2 Chairman and vice-chairman of the board of directors				
2.2.1 It is recommended that the chairman of the board of directors organise, convene and chair meetings of the board of directors in order to ensure effective board work and to establish the best conditions for the work of the board members, individually and collectively.	The Chairman organises, convenes, and chairs the board meetings. Further details are set out in the Foundation rules of procedures and the annual wheel for Foundation board meetings.			
2.2.2 It is recommended that if the board of directors, in exceptional cases, asks the chairman of the board of directors to perform special activities for the commercial foundation which extend beyond the duties of chairman, a board resolution to that effect be passed to ensure that the board of directors maintains its independent, general management and control function. Appropriate allocation of responsibilities should be ensured between the chairman, the vice-chairman, the other members of the board of directors and the executive board, if any.	The Rules of Procedure sets out the duties of the Chairman and deputy Chairman and also addresses the requirement for a written agreement in the event that the Chairman is requested to perform special activities for the foundation. The Chairman has not been requested to perform special activities in 2020.			
2.3 Composition and organisation of the board of directors				

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		<i>why</i>	<i>how</i>	
<p>2.3.1 It is recommended that the board of directors regularly, and at least every second year, assess and stipulate the competences that the board of directors needs to possess in order to best perform the tasks incumbent upon the board of directors.</p>	<p>Up to 6-9 Members are elected by the Trustees in a co-opting process (Trustee elected members). Currently there are 8 members elected through this process. 4 Members are elected by the Danish employees in accordance with the Danish legislation. Once a year the Trustee elected members meet to discuss the composition of the Trustee elected board members and to decide on its recommendation to elect or re-elect members up for election. This includes discussion on competencies, which have been mapped as relevant to the board and to ensure fulfilment of the objectives, as specified in the Foundation Charter.</p>			
<p>2.3.2 It is recommended that, with due respect of any right in the articles of association to make appointments, the board of directors approves a structured, thorough and transparent process for selection and nomination of candidates for the board of directors.</p>	<p>The Foundation Charter requires that board members elected by the Foundation shall primarily be elected among present and former managers. The Chairmanship holds a list with names of potential candidates and all board members are invited to suggest new candidates. The list is discussed among the Trustee elected board members and shared with the entire board.</p>			
<p>2.3.3 It is recommended that members of the board of directors are appointed on the basis of their personal qualities and competences, taking into account the collective competences of the board, and when</p>	<p>The board members are elected based on their personal skills, knowledge about Ramboll and Ramboll values, the need for continuity, and with an aim for suitable gender distribution.</p>			

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		<i>why</i>	<i>how</i>	
composing and nominating new members of the board the need for introducing new talent is weighed against the need for continuity and the need for diversity in relation to commercial and grants experience, age and gender.				
<p>2.3.4 It is recommended that in the management commentary in the annual report and on the commercial foundation's website, if any, there is an account of the composition of the board of directors, including its diversity, and that the following information is provided on each board member:</p> <ul style="list-style-type: none"> • the name and position of the member, • the age and gender of the member, • date of original appointment to the board whether the member has been re-elected, and expiry of the current election period, • any special competences possessed by the member, • other managerial positions held by the member, including positions on executive boards, boards of 	Information about all board members is stated in the Annual Report which is posted on the Foundations website.			

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		<i>why</i>	<i>how</i>	
<p>directors and supervisory boards and board committees in Danish and foreign foundations, enterprises and institutions, as well as other demanding organisation tasks,</p> <ul style="list-style-type: none"> • whether the member owns shares, options, warrants and similar in the foundation's subsidiaries and/or associated companies, • whether the member has been appointed by authorities/providers of grants etc., and • whether the member is considered independent. 				
<p>2.3.5 It is recommended that the majority of the members of the board of directors of the commercial foundation are not also members of the board of directors or executive board of the foundation's subsidiary(ies), unless it is a fully owned actual holding company.</p>	<p>Managerial positions are listed in the Annual report.</p>			
<p>2.4 Independence</p>				

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		<i>why</i>	<i>how</i>	
<p>2.4.1 It is recommended that an appropriate proportion of the board of directors be independent.</p> <p>If the board of directors (excluding employee representatives) is composed of</p> <ul style="list-style-type: none"> • up to four members, at least one member should be independent, • between five and eight members, at least two members should be independent, or • nine to eleven members, at least three members should be independent, and so on. <p>To be considered independent, this person may not, for example:</p> <ul style="list-style-type: none"> • be or within the past three years have been member of the executive board, or senior employee in the foundation, or an essential subsidiary or associated company to the foundation, • within the past five years have received larger emoluments, including distributions or other 	We explain	<p>The Charter allows two members to be elected outside the group of present or former employees. The Trustees have decided to elect current and former Ramboll employees due to the need for in-depth knowledge about the Ramboll Group and Ramboll values.</p> <p>Currently none of the board members fulfil the requirements set out to be considered independent.</p>	<p>The Trustees have instead decided that all members of the Board of directors elected in Ramboll Group A/S consists of independent members, excluding the employee-elected members.</p>	

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<p>benefits from the foundation/group or a subsidiary or associated company to the foundation in other capacity than as member of the board of directors or executive board of the foundation,</p> <ul style="list-style-type: none"> • within the past year have had a significant business relationship (e.g. personal or indirectly as partner or employee, shareholder, customer, supplier or member of the executive management of companies with corresponding connection) with the foundation/group or a subsidiary or associated company to the foundation, • be or within the past three years have been employed or partner at the external auditor, • have been a member of the board of directors or executive board of the foundation for more than 12 years, • be a close relative of, or in some other way be especially close to, persons who are not considered independent, • be the founder or a significant donor if the purpose of the foundation is to grant support to this person's 				

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<p>family or others who are especially close to this person, or</p> <ul style="list-style-type: none"> be a member of the management of an organisation, another foundation or similar, which receives or repeatedly within the past five years has received significant donations from the foundation. 				
2.5 Appointment period				
2.5.1 It is recommended that members of the board of directors be appointed for a minimum period of two years and a maximum period of four years.	Trustee elected board members are elected for a two years period. Employee elected board members are elected for a four years period.			
2.5.2 It is recommended that an age limit for members of the board of directors be set, which is published in the management commentary or on the foundation's website.	Board members are not eligible for re-election after they attain the age of 72.			

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2.6 Evaluation of the performance of the board of directors and executive board				
2.6.1 It is recommended that the board of directors establish an evaluation procedure in which the board of directors, the chairman and the contributions and performance of individual members are evaluated annually, and the result is discussed by the board of directors.	Each year the Foundation conducts a self-evaluation which forms the basis for individual discussion between the chairman and each board member but also a general discussion on the cooperation between the board members.			
2.6.2 It is recommended that once a year the board of directors evaluate the work and performance of the executive board and/or the administrator (where relevant) in accordance with predefined clear criteria.	The self-evaluation includes questions about the secretarial assistance provided to the board.			
3. Remuneration of management				
3.1.1 It is recommended that the members of the board of directors of commercial foundations be remunerated with a fixed remuneration and that members of an executive board, if any, be remunerated with a fixed remuneration, possibly combined with a bonus which should not be dependent upon accounting results. The remuneration should reflect the work and responsibilities consequential to the position.	The board members are remunerated with a fixed fee which is decided each year on the annual meeting.			

Recommendation	The foundation <u>complies</u>	The foundation <u>explains</u> ¹		Not applicable
		<i>why</i>	<i>how</i>	
<p>3.1.2 It is recommended that the financial statements provide information about the full remuneration received by each member of the board of directors and any executive board from the commercial foundation and from the foundation's subsidiaries and associated companies. Furthermore there should be information on any other remuneration which members of the board of directors and any executive board have received for performing other work or tasks for the foundation, the foundation's subsidiaries or associated companies, except for the remuneration of employee representatives as employees.</p>	We explain	A board member's salary as an employee of a Ramboll company is not shown in the annual statement but is kept confidential.	The annual report shows the compensation to the board members for their work in the Foundation Board.	