

Statutory report on Foundation Governance , cf. Law for Annual Report § 77 a

Please Note!

This report is part of the Trustees Statement in the Foundation's Annual Report for the fiscal period: **1/1- 31/12 2017.**

The report is not part of the independent auditors opinion in the Foundations Annual Report.

Recommendations for Foundation Governance

Rambøll Fonden uses the Recommendations on Foundation Governance of the Committee on Foundation Governance found on the website: (www.godfondsledelse.dk/english)

Recommendation	The Foundation Follows	The Foundation Comments
1 Transparency and Communication		
<p>1.1. It is recommended that the board adopts guidelines for external communication, including who can make public statements on behalf of the foundation and on what matters. The guidelines should address the need for transparency and stakeholders' needs and possibilities to obtain relevant up-to-date information about the circumstances of the foundation.</p>	<p>The external communication is handled by the Chairman of the Ramboll Foundation and in his/her absence by the Deputy Chairman of the Ramboll Foundation</p>	
2 The Board's responsibilities and tasks		
2.1 Overall tasks and responsibilities		
<p>2.1.1. It is recommended that, in order to secure the activities of the enterprise foundation in accordance with the purposes and interests of the foundation, at least once a year the board takes 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', as a guidance to the Board of the subsidiary. The annual donation policy is addressed in connection with the annual budget planning.</p>	
2.2 The Chairman and the Deputy Chairman of the Board		
<p>2.2.1. It is recommended that the Chairman of the Board of Trustees organise, convene and chair meetings of the board of directors in order to</p>	<p>The Chairman of the Foundation is in charge of preparations and invitations to the board meetings The Chairman of the Foundation leads the meetings.</p>	

<p>ensure effective board work and to establish the best conditions for the work of the board members individually and collectively.</p>		
<p>2.2.2. It is recommended that if, in addition to the position as chairman, in exceptional circumstances, the chairman of the board of directors is requested to perform specific operating functions for the commercial foundation, a board resolution be passed which ensures that the board of directors retains its independent, overall 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.</p>	<p>The organisation between the Chairman and the rest of the Board of Trustees is stated in the rules of procedure. The Foundation has set up a number of ongoing committees to take care of specific issues, including the following committees:</p> <ol style="list-style-type: none"> 1) Donations, grants and charity 2) Fundamentals and legacy 3) Finances, investments and economics 4) Communication 5) Succession and recruitment 6) Our Future Committee 	
<p>2.3 The Board's composition and organisation</p>		
<p>2.3.1. It is recommended that the board of directors regularly assess and stipulate the competences that the board of directors is to possess in order to perform the tasks incumbent upon the board of directors as well as possible.</p>	<p>The Foundation conducts a self-assessment every year to identify competences and collaboration.</p>	
<p>2.3.2. It is recommended that, with due respect of any</p>	<p>The Foundation-elected board members have entered into an</p>	

<p>right in the articles of association to make appointments, the board of trustees ensure a structured, thorough and transparent process for selection and nomination of candidates for the board of trustees.</p>	<p>agreement about the principles for election of Foundation-elected board members. Additionally, the Chairman maintains a list of potential candidates based on submitted suggestions.</p>	
<p>2.3.3. It is recommended that members of the board of trustees be appointed on the basis of their personal qualities and competences, taking into account the collective competences of the board and, when composing and nominating new members of the board, the need for introducing new talent be weighed against the need for continuity and the need for diversity be considered in relation to commercial and grant experience, age and gender.</p>	<p>See the above article 2.3.2.</p>	
<p>2.3.4. It is recommended that, in the trustees statement in the annual report and on the enterprise foundation's website, there be an account of the composition of the board of trustees, including its diversity, and that the following information be provided on each board member:</p>	<p>An overview of the recommended information is published in the Foundation's Annual Report and on the Foundation's website: www.rambollfonden.com</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 directors and supervisory boards and board committees in Danish and foreign foundations, enterprises and institutions, as well as other demanding organization tasks; • whether the member has been appointed by authorities/providers of grants etc.; and • whether the member is considered independent. 		
2.3.5. It is recommended	The Foundation follows this	

<p>that the majority of the members of the board of trustees of the enterprise foundation not also be members of the board of directors or executive board of the foundation's subsidiary or subsidiaries, unless it is a fully owned actual holding company.</p>	<p>recommendation.</p>	
<p>2.4 Independence</p>		
<p>2.4.1. It is recommended that an appropriate proportion of the board of trustees be independent. If the board of trustees (excluding employee representatives) is composed of up to four members, at least one member should be independent. If the board of trustees is composed of between five and eight members, at least two members should be independent. If the board of trustees is composed of nine to eleven members, at least three members should be independent, and so on.</p> <p>To be considered independent, this person may not:</p> <ul style="list-style-type: none"> • be or within the past three years have been 		<p>The individual members of Board of Trustees are not independent as defined in the recommendations on Foundation Governance. However, Board of Directors elected in the subsidiary company Ramboll Group A/S consists of independent members, excluding the employee-elected members.</p>

<p>a member of the executive board or senior employee in the foundation or a subsidiary or associated company to the foundation;</p> <ul style="list-style-type: none">• within the past five years have received larger emoluments, including distributions or other benefits from the foundation/group or a subsidiary or associated company to the foundation in another capacity than as a member of the board of trustees or executive board of the foundation;• within the past year have had a significant business relationship (e.g. personal or indirectly as a 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		
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<p>associated company of the foundation;</p> <ul style="list-style-type: none">• be or within the past three years have been employed or have been a partner of the external auditor;• have been a member of the board of trustees or executive board for more than 12 years;• be close relatives with persons who are not considered as independent;• be the founder or a significant donor if the purpose of the foundation is to grant support to this person's family or others who are especially close to this person; or• 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		
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from the foundation		
2.5 Appointment period		
2.5.1. It is recommended that members of the board of trustees be appointed for a minimum period of two years and a maximum period of four years.	The Foundation-elected board members are appointed for a 2-year-period at a time, while the employee-elected Board members are elected for a 4-year period.	
2.5.2. It is recommended that an age limit for members of the board of trustees be set which is published in the Trustees Statement or on the foundation's website.	A Foundation-elected Board member cannot be reelected after turning 70 years cf. the Foundation charter.	
2.6 Evaluation of the work of the Board of Trustees and the board of directors		
2.6.1. It is recommended that the board of trustees establish an evaluation procedure in which the board of trustees, the chairman and the contributions and performance of individual members are evaluated annually and the result is discussed by the board of trustees.	Every year, the Board conducts a self-assessment that is part of the discussion within the Board of Trustees.	
2.6.2. It is recommended that once a year the board of trustees evaluate the work and performance of the executive board and/or the administrator (where relevant) in accordance with predefined clear criteria.	The Ramboll Foundation has no Board of Directors or administrator. The Foundation has a Foundation secretary and acquires the necessary assistance on an hourly basis.	
3. The Board's remuneration		

<p>3.1. It is recommended that the members of the board of trustees of enterprise foundations be remunerated with a fixed remuneration and that members of a possible executive board 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.</p>	<p>The Chairman of the Foundation receives DKK 525,000 The Deputy Chairman of the Foundation receives DKK 350,000 Additional Board members receive DKK 175,000.</p>	
<p>3.2. It is recommended that the annual report provide information about the full remuneration received by each member of the board of trustees and executive board (if relevant) from the enterprise foundation and from other enterprises in the company. Furthermore, there should be information on any other remuneration which members of the board of trustees, except for employee representatives, have received for performing tasks for the foundation, subsidiaries of the foundation or enterprises in the same company as the foundation.</p>		<p>The Board members that are employed in the Ramboll Group receive their regular salaries.</p>

