Statutory report on Foundation Governance, cf. section 77a of the Danish Financial Statements Act

Please Note!

The report is an integrated part of the Trustees Statement in the annual report of the foundation for the following accounting period: 1/1-31/12 - 2019.

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 Commun	ication		
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.	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		
2 The Board's responsibilities	and tasks		
2.1 Overall tasks and respons	sibilities		
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.	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.		
2.2 The Chairman and the Deputy Chairman of the Board			
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	The Chairman of the Foundation is in charge of preparations and invitations to the board meetings The Chairman of the Foundation leads the meetings.		

ensure effective board work and to establish the best conditions for the work of the board members individually and collectively. 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 ensure effective board work and to establish the best conditions for the work of the board 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 jesues:
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functions for the commercial
foundation, a board resolution 1) Donations Committee
be passed which ensures that 2) Finance Committee
the board of directors retains 3) Succession Committee 4) Fundamentals and Legacy
its independent, overall Committee
management and control 5) Communication
function. Appropriate allocation Committee
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.
2.3 The Board's composition and organisation
2.3.1. It is recommended The Foundation conducts a self-
that the board of directors assessment every year to identify
regularly assess and stipulate competences and collaboration.
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.
2.3.2. It is recommended The Foundation-elected board
that, with due respect of any members have entered into an

right in the articles of	agreement about the principles for	
association to make	election of Foundation-elected	
appointments, the board of	board members. Additionally, the	
trustees ensure a structured,	Chairman maintains a list of	
thorough and transparent	potential candidates based on	
process for selection and	submitted suggestions.	
nomination of candidates for		
the board of trustees.		
2.3.3. It is recommended	See the above article 2.3.2.	
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.		
2.3.4. It	An overview of the recommended	
is recommended that, in the	information is published in the	
trustees statement in the	Foundation's Annual Report and on	
annual report and on the	the Foundation's website:	
enterprise foundation's	www.rambollfonden.com	
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:		

		,
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	
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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. 2.4 Independence 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 between five and eight members, at least three members should be independent, and so on. To be considered independent, the past	that the majority of the	recommendation.	
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be or within the past	To be considered independent,		
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· ·	be or within the past		
	three years have been		

a member of the	
executive board or	
senior employee in the	
foundation or a	
subsidiary or	
associated company to	
the foundation;	
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	
Substitut y of	

acceptated commany of	Г	1	
associated company of the foundation;			
 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			
receives or repeatedly within			
the past five years			
has received			
significant donations			
Significant donations			

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operation and/or the administrator (where relevant) in accordance with predefined clear criteria.	trustees evaluate the work and	The Foundation has a Foundation	
where relevant) in accordance basis. with predefined clear criteria.	performance of the executive	secretary and acquires the	
with predefined clear criteria.	board and/or the administrator	necessary assistance on an hourly	
	(where relevant) in accordance	basis.	
3. The Board's remuneration	with predefined clear criteria.		
	3. The Board's remuneration		

3.1. It is recommended that	The Chairman of the Foundation	T
the members of the board of	receives DKK 525,000	
trustees of enterprise	The Deputy Chairman of the	
foundations be remunerated	Foundation receives DKK 350,000	
with a fixed remuneration and	Additional Board members receive	
that members of a possible	DKK 175,000.	
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.		
3.2. It is recommended that		The Board members that are employed in the Ramboll Group receive
the annual report provide		their regular salaries.
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.		