

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

TICRA fond

What should this form be used for?

This form is meant as a tool for commercial foundations who wish to report on the foundations compliance with the Recommendations on foundation governance in a standard reporting format, cf. section 77a of the Financial Statements Act.

The report on foundation governance must be published in the management commentary, in the notes to the annual report, or on the foundation's website with a reference to the website in the management commentary or in the notes.

Publication of the report on foundation governance on the foundation's website with a precise reference in the management commentary establishes the highest level of transparency and is easier to access for the public.

Publication on the foundation's website requires that the URL address on which the report on foundation governance is published is stated in the management commentary or in the notes. The URL address must be the internet address which can be used to access the report **directly**.

For more information about publication of the report on foundation governance on the foundation's website the Committee refers to the relevant Executive Order on report on foundation governance and on report on the foundation's distribution policy on the foundation's website etc.

Note: The form below contains the Recommendations of the Committee on Foundation Governance of December 2014. These Recommendations are available from the Committee's website: www.godfondsledelse.dk. **The form can be used to prepare report on foundation governance in the annual report.**

"Comply or explain"

Section 77a of the Financial Statements Act, which is covered by the Commercial Foundations Act (*Lov om erhvervsdrivende fonde*) states that foundations must include a report by the board of directors on foundation governance, cf. section 60 of the Commercial Foundations Act, in the management commentary or in the notes.

According to section 60 of the Commercial Foundations Act the report contains information on how the commercial foundation has addressed the Recommendations. The board of directors can choose to comply with the Recommendations or explain what they have chosen to do instead.

*Failure to comply with a Recommendation is **not** considered as a breach of rules but merely implies that the board of directors has chosen a different approach.*

Reporting must reflect the current type of management at the date of the annual report. In the event of significant changes during the year, or after the balance sheet date, this should be described in the report on foundation governance. It is important that board of directors consider the individual Recommendations.

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

Note:

The report is an integrated part of the management commentary in the annual report of the foundation for the following accounting period: **January 1, 2019 – December 31, 2019**

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 complies	The foundation does not comply and explains	Not applicable
1. Transparency and communication			
1.1. IT IS RECOMMENDED that the board of directors adopt 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.	X		

Recommendation	The foundation complies	The foundation does not comply and explains	Not applicable
2. Tasks and responsibilities of the board of directors			
2.1 Overall tasks and responsibilities			
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, at least once a year the board of directors take a position on the overall strategy and distribution policy of the foundation on the basis of the articles of association.	X		
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.	X		
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.		The Board of Directors consists mainly of employees, as stipulated in TICRA's trust deed. The chairperson has been appointed by taking into account seniority and a deep knowledge of the nature of the foundation's commercial activities, its finances, organisation, and history. The chairperson is therefore a full-time employee of the foundation. Nevertheless, an appropriate allocation of responsibilities has been ensured.	

Recommendation	The foundation complies	The foundation does not comply and explains	Not applicable
2.3 Composition and organization of the board of directors			
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.	X		
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 ensures a structured, thorough and transparent process for selection and nomination of candidates for the board of directors.	X		
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 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 is considered in relation to commercial and grants experience, age and gender.	X		
2.3.4 IT IS RECOMMENDED that in the management review in the annual report and on the commercial foundation's website, 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: <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, 	X		

Recommendation	The foundation complies	The foundation does not comply and explains	Not applicable
<ul style="list-style-type: none"> 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 organisation tasks, 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>	X		
<i>2.4 Independence</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 up to four members, at least one member should be independent. If the board of directors is composed of between five and eight members, at least two members should be independent. If the board of directors 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 member of the executive board, or senior employee in the 	X		

Recommendation	The foundation complies	The foundation does not comply and explains	Not applicable
<p>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 other capacity than as member of the board of directors or executive board of the foundation, • 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 of 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, • have close relatives with persons who are not considered as independent, • is 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 • a member of the management of an organisation, another foundation or similar, which receives or repeatedly within the past five years have received significant donations from the foundation. 			

Recommendation	The foundation complies	The foundation does not comply and explains	Not applicable
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.	X		
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 review or on the foundation's website.		No age limit has been decided. With the current board composition, an age limit is not considered to be a relevant concern in the foreseeable future.	
2.6 Evaluation of the performance of the board of directors and the 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.	X		
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.	X		
3. Remuneration of management			
3.1. IT IS RECOMMENDED that the members of the board of directors of commercial foundations be remunerated with a fixed remuneration and that members of a possible executive board be remunerated with a fixed remuneration, possibly combined with a bonus which should not be dependent upon accounting results. The	X		

Recommendation	The foundation complies	The foundation does not comply and explains	Not applicable
remuneration should reflect the work and responsibilities consequential to the position.			
3.2 IT IS RECOMMENDED that the annual financial statements provide information about the full remuneration received by each member of the board of directors and executive board (if relevant) from the commercial foundation and from other enterprises in the group. Furthermore there should be information on any other remuneration which members of the board of directors, except for employee representatives, have received for performing tasks for the foundation, subsidiaries of the foundation or enterprises in the same group as the foundation.		The remuneration of the board of directors is included in the annual report. The remuneration of the executive board is not included in the annual financial statements, since the board do not consider this remuneration to be different from, or more relevant than, the remuneration received by any other employee of the foundation.	

TICRA Foundation Grant Policy

The objectives of the Foundation are to offer engineering consultancy and related services and to support higher education and research within the electro technical engineering sciences in Denmark or abroad.

The Board of Directors distributes grants according to the TICRA Foundation objectives. Each year, the provision for distribution equals at least 10% of the net profit of the year (before tax) with a minimum amount of 10,000 DKK annually.

If the Board of Directors, in any given year, does not find the need to distribute the entire provision available, the excess amount is transferred for distribution in the following years. Grants may be awarded without application, why postings of any kind under this Foundation are not required prior to the distribution of grants.

It is possible to send an application to the TICRA Foundation. The application must be submitted by email to ticra@ticra.com and marked "Application to the TICRA Foundation". The application will be evaluated within 3 months. The result of the evaluation, i.e. whether a grant is awarded or not, is sent by email to the applicants within two weeks after the evaluation.