



# Corporate Governance Statement

## 2018/19

Chr. Hansen Holding A/S  
Bøge Allé 10-12, 2970 Hørsholm  
Denmark

Company reg. no. 28318677

[www.chr-hansen.com](http://www.chr-hansen.com)

**CHR HANSEN**

*Improving food & health*



# CORPORATE GOVERNANCE

# **ANNUAL CORPORATE GOVERNANCE STATEMENT 2018/19**

This annual corporate governance statement for Chr. Hansen Holding A/S (hereinafter “Chr. Hansen” or the “Company”) has been prepared pursuant to Section 107b of the Danish Financial Statements Act<sup>1</sup> and covers the accounting period from September 1, 2018 to August 31, 2019. The statement forms part of the Management’s Review in the 2018/19 Annual Report but is not covered by the independent auditor’s report. As a Company incorporated in Denmark and listed on Nasdaq Copenhagen A/S (hereinafter “Nasdaq Copenhagen”), Chr. Hansen is subject to the Corporate Governance Recommendations<sup>2</sup> issued by the Danish Committee on Corporate Governance and most recently updated in November 2017, which have been incorporated in the Rules for Issuers of Shares of Nasdaq Copenhagen. This annual corporate governance statement is available on the Company’s website <https://www.chr-hansen.com/en/investors/governance/corporate-governance>.

The statement includes:

- A description of the Company’s governance structure
- A review of Chr. Hansen’s position on the Danish Recommendations on Corporate Governance (hereinafter the “Recommendations”)
- The main elements of the internal control and risk management systems in relation to financial reporting.

## CHR. HANSEN GOVERNANCE STRUCTURE

The shareholders of Chr. Hansen Holding A/S exercise their rights at a General Meeting, which is the supreme governing body of the Company and which elects the Board of Directors.

Chr. Hansen Holding A/S has a two-tier management structure consisting of:

- the Board of Directors, and
- the Executive Board

### Shareholders

The shareholders have ultimate authority over the Company and can exercise their rights by passing resolutions at general meetings. At each Annual General Meeting, shareholders approve the annual report, any amendments to the Articles of Association, elect board members and the independent auditor. Resolutions can generally be passed by a simple majority. However, resolutions to amend the Articles of Association require two-thirds of the votes cast and capital represented, unless the Danish Companies Act imposes other adoption requirements.

### Board of Directors

Roles and responsibilities, composition, independence, attendance, diversity and shareholding requirement

The Board of Directors is responsible for the overall management of the Company. In accordance with current practice in Denmark, responsibilities are distributed in a two-tiered structure between the Board of Directors and the Executive Board. The Executive Board oversees the day-to-day management, while the Board of Directors supervises the work of the Executive Board and is responsible for the overall management and strategic direction. The two bodies are separate with no overlapping members.

The Board of Directors has eleven members, seven of whom are elected by shareholders and four by employees in Denmark.

In November 2018, the shareholders elected the following members to the Board of Directors:

- Dominique Reiniche (Chair of the Board of Directors since 2018 (member since 2013 and Vice Chair from 2015-2018), chair of the Nomination Committee and the Remuneration Committee, and member of the Audit Committee)

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<sup>1</sup> In Danish “Redegørelse for virksomhedsledelse, jf. årsregnskabslovens § 107 b”.

<sup>2</sup> The Danish Corporate Governance Recommendations can be found at [www.corporategovernance.dk](http://www.corporategovernance.dk).

- Jesper Brandgaard (Vice Chair of the Board of Directors since 2018 and member since 2017, member of the Nomination Committee and the Audit Committee)
- Luis Cantarell (member of the Board of Directors since 2016 and chair of the Scientific Committee)
- Heidi Kleinbach-Sauter (member of the Board of Directors since 2017 and member of the Remuneration Committee and the Scientific Committee)
- Niels Peder Nielsen (member of the Board of Directors since 2018 and member of the Scientific Committee)
- Kristian Villumsen (member of the Board of Directors since 2014 and member of the Audit Committee and the Nomination Committee)
- Mark Wilson (member of the Board of Directors since 2010, chair of the Audit Committee and member of the Remuneration Committee)

Currently, all seven board members elected by the shareholders are independent according to the Recommendations. All shareholder-elected members of the Board of Directors serve for terms of one year and are up for re-election at each annual general meeting.

In 2017, the employees in Denmark elected four board members, two men and two women, for a statutory four-year term:

- Lisbeth Grubov (member of the Board of Directors since 2017)
- Charlotte Hemmingsen (member of the Board of Directors since 2017)
- Per Poulsen (member of the Board of Directors since 2013)
- Kim Ib Sørensen (member of the Board of Directors since 2017)

The employee-elected members are up for election in 2021.

Employee-elected members have the same rights, duties and responsibilities as shareholder-elected members. Employee-elected members are not considered independent as defined in the Recommendations.

The Board of Directors held eight board meetings in 2018/19. All board members attended all meetings, except Niels Peder Nielsen, Luis Cantarell, Per Poulsen and Kim Ib Sørensen, who were excused from one board meeting each during the term of their board membership.

In 2018/19, the gender distribution on the Board of Directors remained stable with two out of seven members elected by the shareholders being women. Similar to 2017/2018, the Board of Directors achieved equal gender representation under Danish law<sup>3</sup>. In 2018/19 the Board of Directors maintained the target of having at least three women elected by the shareholders by 2022, as well as a strong diversity of skills, experience and nationalities.

The shareholder-elected members of Chr. Hansen's Board of Directors have committed to purchase shares corresponding to at least one year's base fee for an ordinary board member within 12 months of their appointment, and to maintain a shareholding corresponding to at least one year's base fee throughout the entire period of their board membership. See note 2.3 to the Consolidated Financial Statements for information on the current board members' shareholdings.

### Board committees

The Board of Directors may establish board committees in order to prepare decisions and recommendations for evaluation and approval by the Board of Directors. In accordance with the Recommendations, the Board of Directors has established the following four committees:

- Audit Committee
- Nomination Committee

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<sup>3</sup> The Danish Business Authority's "Guidelines on target figures, policies and reporting on the gender composition of management".

- Remuneration Committee
- Scientific Committee

Reporting to the Board of Directors, the committees have individual charters and agreed annual schedules which define their key tasks and responsibilities.

#### *Audit Committee*

##### Roles and responsibilities, composition, independence and attendance

The Board of Directors has established an Audit Committee, which consists of four members appointed by the Board of Directors from among its members. One member is appointed as chair, who cannot be the Chair of the Board of Directors. The Audit Committee's role is to assist the Board of Directors in performing its responsibilities in the financial reporting process, the system of internal controls, the audit process and the Company's process for monitoring compliance with laws, regulations, internal policies and positions, including considering the independence of the independent auditors and reviewing the annual and quarterly financial reports. The Audit Committee meets at least four times a year in accordance with an agreed annual schedule with fixed agenda items, ensuring compliance with recommendations and adequate monitoring. The annual schedule reflects the key events of the annual financial reporting cycle and the aforementioned responsibilities.

In November 2018, the Board of Directors appointed the following to serve on the Audit Committee:

- Mark Wilson (chair; independent; financial expert)
- Jesper Brandgaard (member; independent; financial expert)
- Dominique Reiniche (member; independent)<sup>4</sup>
- Kristian Villumsen (member; independent)

All members qualify as independent as defined in the Recommendations according to which a majority of the members of a board committee must qualify as independent. Under Danish law, at least one of the members must have expertise and experience in accounting and auditing (financial expert), and the members of the committee must as a whole have competencies relevant for the industry in which the Company operates. Two members have expertise and experience in accounting and auditing (financial experts) and the members as a whole have competencies relevant to the industries in which Chr. Hansen operates, as required by the Danish Act on Approved Auditors and Audit Firms.

The Audit Committee held four meetings in 2018/19. All Audit Committee members attended all meetings during the term of their committee membership in 2018/19.

For the key matters handled by the Audit Committee in 2018/19 please refer to [www.chr-hansen.com](http://www.chr-hansen.com).

#### *Nomination Committee*

##### Roles and responsibilities, composition, independence and attendance

The Board of Directors has established a Nomination Committee, which consists of at least three members appointed by the Board of Directors from among its members. The Chair of the Board of Directors serves as chair of the Nomination Committee. The Nomination Committee's role is to assist the Board of Directors in performing its responsibilities with respect to the nomination and appointment of members of the Board of Directors and the Executive Board, ensuring that the Board of Directors and the Executive Board are at all times of an appropriate size and consisting of individuals with the professional qualifications and experience required, and conducting regular evaluations of the performance of the Board of Directors and the Executive Board. The Nomination Committee meets at least three times a year in accordance with an agreed annual schedule with fixed agenda items.

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<sup>4</sup> Dominique Reiniche was appointed member of the Audit Committee in March 2019.

In November 2018, the Board of Directors appointed the following to serve on the Nomination Committee:

- Dominique Reiniche (chair; independent)
- Jesper Brandgaard (member; independent)
- Kristian Villumsen (member, independent)

All members qualify as independent as defined in the Recommendations according to which a majority of the members of a board committee must qualify as independent.

The Nomination Committee held three meetings in 2018/19. All Nomination Committee members attended all meetings during the term of their committee membership in 2018/19.

For the key matters handled by the Nomination Committee in 2018/19 please refer to [www.chr-hansen.com](http://www.chr-hansen.com).

#### *Remuneration Committee*

##### Roles and responsibilities, composition, independence and attendance

The Board of Directors has established a Remuneration Committee, which consists of three members appointed by the Board of Directors from among its members. The Chair of the Board of Directors serves as chair of the Remuneration Committee. The Remuneration Committee's role is to assist the Board of Directors in performing its obligations to establish, implement and execute its remuneration policy for the members of the Board of Directors, its committees and the Executive Board. Furthermore, the Remuneration Committee assists the Board of Directors in preparing a general remuneration policy for the Company. The Remuneration Committee meets at least four times a year in accordance with an agreed annual schedule with fixed agenda items.

In November 2018, the Board of Directors appointed the following to serve on the Remuneration Committee:

- Dominique Reiniche (chair; independent)
- Heidi Kleinbach-Sauter (member; independent)
- Mark Wilson (member; independent)

All members qualify as independent as defined in the Recommendations according to which a majority of the members of a board committee shall qualify as independent.

In 2018/19, the Remuneration Committee held four meetings. All Remuneration Committee members attended all meetings within the member's term in 2018/19.

For the key matters handled by the Remuneration Committee in 2018/19 please refer to [www.chr-hansen.com](http://www.chr-hansen.com).

#### *Scientific Committee*

##### Roles and responsibilities, composition, independence and attendance

The Board of Directors has established a Scientific Committee, which consists of one to three members appointed by the Board of Directors from among its members. One member is appointed as chair. The Scientific Committee's role is to assist the Board of Directors in fulfilling its responsibilities with respect to the Company's research & development (R&D) activities and ensuring that the Board of Directors has an informed, independent view of the focus and direction of the R&D function's work and capabilities. Furthermore, the Scientific Committee provides reassurance to the Board of Directors that the R&D and technical resources of the Company are appropriately aligned with the agreed strategy. The Scientific Committee meets at least four times a year in accordance with an agreed annual schedule with fixed agenda items.

In November 2018, the Board of Directors appointed the following to serve on the Scientific Committee:

- Luis Cantarell (chair; independent)
- Heidi Kleinbach-Sauter (member; independent)
- Niels Peder Nielsen (member; independent)

All members qualify as independent as defined in the Recommendations according to which a majority of the members of a board committee must qualify as independent.

The Scientific Committee held five meetings in 2018/19. All Scientific Committee members attended all meetings during the term of their committee membership in 2018/19.

For the key matters handled by the Scientific Committee in 2018/19 please refer to [www.chr-hansen.com](http://www.chr-hansen.com).

### **Executive Board**

The Board of Directors appoints an Executive Board responsible for the day-to-day management and compliance with the guidelines and recommendations issued by the Board of Directors. The Executive Board also submits and recommends to the Board of Directors proposals for the Company's overall strategy and objectives.

The Executive Board currently has three members and is chaired by the Chief Executive Officer ("CEO"). The Executive Board forms part of the Corporate Leadership Team, which currently has six additional members, and meets at least once a month, apart from in the month of July. The Board of Directors appoints members of the Executive Board, reviews their performance and determines their remuneration based on a recommendation from the Remuneration Committee.

In May 2019, the Executive Vice President for Food Cultures & Enzymes, Christoffer Lorenzen, resigned and stepped down from the Executive Board and was replaced by Executive Vice President Jacob Vishof Paulsen, who is part of the Corporate Leadership Team.

More information on the members of the Executive Board and Corporate Leadership Team is available on pp 33-39 and at [www.chr-hansen.com](http://www.chr-hansen.com).

As of August 31, 2019, the members of the Executive Board were:

- Mauricio Graber (President & CEO)
- Søren Westh Lonning (Executive Vice President & Chief Financial Officer (CFO))
- Thomas Schäfer (Executive Vice President & Chief Scientific Officer (CSO))

## CHR. HANSEN'S POSITION ON THE DANISH RECOMMENDATIONS ON CORPORATE GOVERNANCE

As a company incorporated in Denmark with its shares listed on Nasdaq Copenhagen A/S, Chr. Hansen must either comply with or explain any deviations from the Danish Recommendations on Corporate Governance. It is important that Chr. Hansen complies with good corporate governance practices, including statutory requirements and the Recommendations. Therefore, our Board of Directors regularly reviews its rules of procedure, charters, policies and practices. In 2018/19, Chr. Hansen complied with all of the Recommendations.

● = complies  
● = not complying

RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
<b>1. Communication and interaction by the company with its investors and other stakeholders</b>		
<b>1.1. Dialogue between company, shareholders and other stakeholders</b>		
1.1.1. The Committee <b>recommends</b> that the board of directors ensure ongoing dialogue between the company and its shareholders, so that the shareholders gain relevant insight into the company and in order for the board of directors to be aware of the shareholders' views, interests and opinions in relation to the company.	●	<p>Chr. Hansen strives to provide a high and consistent level of information to the investor community and seeks to ensure that adequate information flows back from the investor community to the Executive Board and the Board of Directors.</p> <p>Chr. Hansen publishes annual and quarterly financial reports. These and other company announcements are published in English via the West Digital Communications system and can subsequently be accessed at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>, where Danish translations also are made available.</p> <p>The primary dialogue with shareholders takes place at annual general meetings and at investor meetings and presentations. Investors may also maintain an ongoing dialogue by contacting the Investor Relations department to obtain additional non-price-sensitive information. Webcasts are held following the publication of annual and quarterly financial reports to give participants the opportunity to direct questions to management. Webcasts, including transcripts are subsequently made available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>.</p> <p>Chr. Hansen held more than 320 meetings with institutional investors during the 2018/19 financial year.</p>
1.1.2. The Committee <b>recommends</b> that the board of directors adopt policies on the company's relationship with its stakeholders, including shareholders, and that the board of directors ensure that the interests of the stakeholders are respected in accordance with company policies.	●	<p>Chr. Hansen is committed to maintaining a transparent and constructive dialogue with shareholders and other stakeholders.</p> <p>Stakeholder dialogue and relationships are managed in accordance with the Company's Corporate Governance, Communications and Business Integrity Policies, as well as positions on Investor Relations and Sustainability.</p>

RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
		In 2018/19, the policies and positions were reviewed and approved by the Board of Directors at a board meeting in September 2018 and are available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a> .
1.1.3. The Committee <b>recommends</b> that the company publish quarterly reports	●	<p>The Company publishes quarterly financial reports. Danish law no longer requires the publication of quarterly reports. However, to serve the best interests of shareholders and to maintain a high and consistent level of information to the investor community, the Board of Directors has resolved that the Company will continue to publish quarterly reports.</p> <p>In 2018/19, the reports were prepared in English only, and with effect from January 2019 Danish translations were subsequently also made available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>.</p>
<b>1.2 General meeting</b>		
1.2.1 The Committee <b>recommends</b> that in organising the company's general meeting, the board of directors plans the meeting to support active ownership.	●	<p>Chr. Hansen is committed to maintaining constructive dialogue and a high level of transparency when communicating with the Company's shareholders and other stakeholders.</p> <p>The Board of Directors and the Executive Board encourage investors to participate actively in general meetings. The date of each year's annual general meeting is published in the financial calendar and, as part of the ongoing dialogue, investors are actively encouraged to attend.</p> <p>All shareholders receive a notice convening general meetings electronically, if their e-mail address has been provided to Chr. Hansen.</p> <p>A proxy/postal voting form is made available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>, and it is also possible for the shareholders to vote electronically by proxy or postal vote at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>.</p> <p>The Annual General Meeting for the 2017/18 financial year was held at Chr. Hansen's headquarters in Hørsholm, Denmark, on November 29, 2018, with 64% of the share capital represented, a slight decrease from 65% the previous year.</p>
1.2.2. The Committee <b>recommends</b> that proxies or votes by post for the general meeting allow shareholders to consider each individual item on the agenda.	●	Pursuant to the Articles of Association, shareholders may cast their votes in writing to the Board of Directors prior to the Annual General Meeting (postal votes). Furthermore, voting rights may be exercised by means of written and dated proxies in accordance with the applicable laws in force at any given time. Both postal and proxy votes must consider each individual item on the agenda. The form to be used for postal and proxy voting is available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a> .



RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
		The proxy/postal voting form used for the Annual General Meeting for the financial year 2017/18 allowed shareholders to consider each individual item on the agenda.

### 1.3 Takeover bids

1.3.1 The Committee <b>recommends</b> that the company set up contingency procedures in the event of takeover bids, from the time that the board of directors has reason to believe that a takeover bid will be made. The contingency procedures should establish that the board of directors should not without the acceptance of the general meeting, attempt to counter the takeover bid by making decisions which, in reality, prevent the shareholders from deciding on the takeover bid themselves.	●	<p>Chr. Hansen confirms that, should it become aware that a takeover bid will or is likely to be submitted, it will not make any decisions or initiate defensive measures without prior shareholder approval granted at a general meeting. Chr. Hansen has prepared a takeover procedure to ensure that shareholders are given the opportunity to decide whether they wish to dispose of their shares in Chr. Hansen under the terms offered.</p> <p>The Board of Directors is not aware of and did not receive any takeover bids during 2018/19.</p>
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## 2. Tasks and responsibilities of the board of directors

### 2.1 Overall tasks and responsibilities

2.1.1. The Committee <b>recommends</b> that at least once annually the board of directors consider the matters that should be included in the board's performance of its work.	●	<p>At least once a year, the Board of Directors addresses the matters that should be included in the Board's performance of its work. The Board has identified its main tasks in relation to financial and managerial supervision of the Company, including the way it intends to supervise the work of the Executive Board, in its Rules of Procedure and its annual wheel.</p> <p>In 2018/19, the Board of Directors identified its most important tasks for the year and reviewed and updated its Rules of Procedure at a board meeting in September 2018.</p>
2.1.2. The Committee <b>recommends</b> that at least once annually the board of directors consider the overall strategy of the company with a view to ensuring value creation in the company.	●	<p>At least once a year, the Board of Directors sets out the strategic objectives of Chr. Hansen based on proposals submitted by the Executive Board and approves the Company's general business policies and guidelines to ensure optimum value creation.</p> <p>The Board of Directors reviewed the "Nature's No.1 Sustainably" strategy at a two-day board meeting in March 2019. In addition, the Board regularly discusses strategic topics at board meetings.</p> <p>The general business policies and guidelines were reviewed and approved at a board meeting in September 2018.</p>
2.1.3. The Committee <b>recommends</b> that the board of directors ensure that the company has a capital and share structure which supports that the strategy and long-term value creation of the company are in the best interest of the shareholders and the company, and that the board of directors explain this in the	●	<p>The Board of Directors regularly assesses whether the share capital and the share structure are in the best interest of the Company and its shareholders. The findings are presented in the Annual Report. The Management's Review in the Annual Report contains the Board's assessment.</p>

RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
management commentary and/or on the company's website.		<p>At present, the Company has a single class of shares, and all shares rank pari passu. Each DKK 10 share carries one vote.</p> <p>To ensure a capital structure that is in the shareholders' best interests and to reflect the Company's cash flow generation, excess cash has been allocated to shareholders in the form of share buy-backs and extraordinary dividends.</p> <p>At the Annual General Meeting held in November 2018, the shareholders approved the pay-out of an ordinary year-end dividend of EUR 114 million (EUR 0.87 per share). In addition, an extraordinary dividend of EUR 110 million (EUR 0.84 per share) was paid in July 2019.</p>
2.1.4. The Committee <b>recommends</b> that the board of directors annually review and approve guidelines for the executive board; this includes establishing requirements for the executive board's reporting to the board of directors.	●	<p>The Board of Directors has issued Rules of Procedure for the Executive Board detailing the overall duties, obligations and liabilities of the Executive Board, including specific mandates under which the Executive Board may act. The Rules of Procedure and authorizations are subject to annual review, update and approval by the Board of Directors.</p> <p>In 2018/19, the Rules of Procedure were reviewed, updated and approved by the Board of Directors in September 2018.</p>
2.1.5. The Committee <b>recommends</b> that at least once annually, the board of directors discuss the composition, developments, risks and succession plans of the executive board.	●	<p>The Board of Directors assesses the composition and performance of the Executive Board and other key management positions at least once a year, including a review of developments, risks and succession plans. In 2018/19, the assessment was conducted at a board meeting held in April 2019.</p>
<b>2.2 Corporate social responsibility</b>		
2.2.1 The Committee <b>recommends</b> that the board of directors adopt policies on corporate social responsibility.	●	<p>The Board of Directors has adopted a Sustainability Position setting out the Company's commitments in this area. The Company reports non-financial data in its annual Sustainability Report, with the primary focus on sustainable products, climate &amp; environmental sustainability, workplace responsibility, business and product integrity, and human rights and responsible sourcing.</p> <p>In January 2019, Chr. Hansen was recognized as the world's most sustainable company by the independent organization Corporate Knights. The award is recognition of the documented impact the company can have through its products, and it reflects how sustainability is an integral part of Chr. Hansen's business.</p> <p>The Company has been a signatory to the UN Global Compact since September 2009.</p>

RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
		<p>Chr. Hansen's UN Global Compact Communication on Progress for 2018/19 is available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>.</p> <p>The report includes an overview of relevant policies and how they link with Chr. Hansen's sustainability ambitions, as well as the governance structure on sustainability.</p>

### 2.3 Chairman and vice-chairman of the board of directors

2.3.1 The Committee <b>recommends</b> appointing a vice chairman of the board of directors, who will assume the responsibilities of the chairman in the event of the chairman's absence, and who will also act as effective sparring partner for the chairman.	●	<p>According to the Articles of Association, the Board is required to appoint a Vice Chair from among its members, which is done at the constituent meeting immediately following each year's annual general meeting.</p> <p>The Vice Chair acts as a sounding board and sparring partner to the Chair of the Board of Directors and assumes the responsibilities of the Chair in the Chair's absence. The role of the Vice Chair is described in the Rules of Procedures for the Board and the Charter for the Chair.</p>
2.3.2 The Committee <b>recommends</b> that, if the board of directors, in exceptional cases, asks the chairman of the board of directors or other board members to perform special activities for the company, including briefly participating in the day-to-day management, a board resolution to that effect should be passed to ensure that the board of directors maintains its independent, general management and control function. Resolutions on the chairman's or other board members' participation in day-to-day management and the expected duration hereof should be publicly announced.	●	<p>The Chair does not assume special tasks or participate in the day-to-day management of Chr. Hansen unless required to do so in exceptional circumstances. Such assignment or managerial involvement will always be limited to a fixed-term period and requires the prior approval of the Board of Directors.</p> <p>The Chair did not assume any special tasks and did not participate in the day-to-day management of Chr. Hansen during the 2018/19 financial year.</p>

## 3. Composition and organisation of the board of directors

### 3.1 Composition

<p>3.1.1. The Committee <b>recommends</b> that the board of directors annually evaluate and in the management commentary account for</p> <ul style="list-style-type: none"> <li>the competencies that it must have to best perform its tasks,</li> <li>the composition of the board of directors, and</li> <li>the special competencies of each member.</li> </ul>	●	<p>Based on input from the Nomination Committee, the Board of Directors is responsible for identifying on an annual basis the appropriate qualifications, experience and skills required of candidates for the Board in order for the Board of Directors to best perform its tasks, considering Chr. Hansen's needs and the current composition of the Board of Directors. Nominations of candidates to be submitted to a general meeting must be prepared accordingly.</p> <p>The competences that should be represented on the Board of Directors are set out in the Competency Profile, which is made available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>. The Competency Profile is reviewed</p>
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RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
		<p>annually by the Nomination Committee and presented to the Board of Directors for approval.</p> <p>A profile of each board member, including his or her special competences is set out in the Management's Review of the Annual Report, in the notice convening the Annual General Meeting and posted at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>. The Annual Report also includes an account of the current composition of the Board of Directors including its diversity.</p>
3.1.2. The Committee <b>recommends</b> that the board of directors annually discuss the company's activities to ensure relevant diversity at management levels and prepare and adopt a policy on diversity. The policy should be published on the company's website.	●	<p>Once a year, the Board of Directors discusses its objectives and the company's activities to ensure relevant diversity at management levels and review the progress made by the company.</p> <p>The diversity objectives for the Board of Directors and corporate management teams, as well as progress made on these during the year, are presented in the Annual Report for 2018/19.</p> <p>The Board has prepared and adopted a policy on diversity and inclusion, which is available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>.</p>
3.1.3. The Committee <b>recommends</b> that the selection and nomination of candidates for the board of directors be carried out through a careful and transparent process approved by the board of directors. When assessing its composition and nominating new candidates, the board of directors should, in addition to the need for competencies and qualifications, take into consideration the need for integration of new talent and diversity.	●	<p>The Board of Directors has established a formal, thorough and transparent process for the selection and nomination of candidates to the Board of Directors, which is formalized in its Rules of Procedures and the Nomination Committee Charter.</p> <p>When evaluating its composition and nominating new candidates, the Board takes into account the need for diversity and integration of new talent, in addition to the need for competences and qualifications. This to ensure a well-balanced and diverse Board in terms of age, international expertise, experience, nationality and gender.</p> <p>The Nomination Committee conducts the preparatory work for the Board, which also takes into account the results and feedback from the annual Board evaluation.</p>
<p>3.1.4. The Committee <b>recommends</b> that the notice convening a general meeting where the agenda includes the election of members to the board of directors, include (in addition to the statutory requirements) a description of the qualifications of nominated candidates, including information about the candidates'</p> <ul style="list-style-type: none"> <li>• other executive functions, including positions on executive boards, boards of directors and supervisory boards, including board committees, in Danish and foreign enterprises, and</li> <li>• demanding organisational tasks.</li> </ul>	●	<p>A presentation of the qualifications of the nominated candidates, including information on other board functions, and whether a candidate is considered to be independent is provided in the notice convening an annual general meeting.</p>



RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
Furthermore, it should be indicated if the candidates to the board of directors are considered independent.		
3.1.5. The Committee <b>recommends</b> that members of the company's executive board be not members of the board of directors and that a resigning chief executive officer be not directly elected as chairman or vice chairman for the same company.	●	There is no overlap between members of the Board of Directors and the Executive Board. Chr. Hansen complies with this recommendation. In addition, the Chair and Vice Chair are not past members of the Executive Board.
3.1.6. The Committee <b>recommends</b> that members of the board of directors elected by the general meeting be up for election every year at the annual general meeting.	●	Pursuant to the Articles of Association, shareholder-elected members of the Board of Directors steps down at each annual general meeting but are potentially eligible for re-election.

### 3.2 Independence of the board of directors

<p>3.2.1 The Committee <b>recommends</b> that at least half of the members of the board of directors elected by the general meeting be independent persons, in order for the board of directors to be able to act independently of special interests.</p> <p>To be considered independent, this person may not:</p> <ul style="list-style-type: none"> <li>• be or within the past five years have been a member of the executive board, or senior staff member in the company, a subsidiary or an associated company,</li> <li>• within the last five years, have received significant remuneration from the company/group, a subsidiary or an associated company in a different capacity than as member of the board of directors,</li> <li>• represent or be associated with a controlling shareholder,</li> <li>• within the past year, have had significant business relations (e.g. personally or indirectly as partner or employee, shareholder, customer, supplier or member of management in companies with corresponding connection) with the company, a subsidiary or an associated company.</li> <li>• be or within the past three years have been employed or been a partner in the same company as the auditor elected by the general meeting,</li> <li>• be part of the executive management in a company with cross-management representation in the company,</li> <li>• have been a member of the board of directors for more than 12 years, or</li> <li>• be a close relative with persons who are not considered independent.</li> </ul>	●	<p>The Board of Directors currently comprises seven shareholder-elected members, who all are deemed to be independent based on the criteria outlined in this recommendation.</p> <p>One of the shareholder-elected members is the deputy-CEO of Novo Nordisk Fonden. Novo Nordisk Fonden owns 100% of the shares in Novo Holdings A/S, which owns 21.98% of the shares in Chr. Hansen Holding A/S.</p>
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RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
Even if a member of the board of directors is not covered by the above criteria, certain conditions may exist that will lead the board of directors to decide that one or more members cannot be regarded as independent.		




### 3.3 Members of the board of directors and the number of other management functions

3.3.1 The Committee <b>recommends</b> that each member of the board of directors assess the expected time commitment for each function so that the member does not take on more functions than he/she can complete at a satisfactory level for the company.	●	<p>This recommendation forms part of the Rules of Procedure for the Board of Directors. Further, each board member is required to sign a board agreement with Chr. Hansen under which the member commits not to take on any more functions than will allow him/her to reasonably perform his/her duties to the Company.</p> <p>Further, all board members at least once annually formally assess their expected time commitment on directorships, executive positions and other offices held by them.</p>
<p>3.3.2 The Committee <b>recommends</b> that the management commentary, in addition to the provisions laid down by legislation, includes the following information about the members of the board of directors:</p> <ul style="list-style-type: none"> <li>• the position of the relevant person,</li> <li>• the age and gender of the person in question,</li> <li>• the person's competencies and qualifications that are relevant to the company</li> <li>• whether the member is considered independent,</li> <li>• the member's date of appointment to the board of directors,</li> <li>• expiry of the current election term,</li> <li>• the member's participation in the meetings on the board of directors and committee meetings,</li> <li>• other management functions, including memberships in executive boards, boards of directors, and supervisory boards, including board committees in Danish and foreign enterprises and demanding organisational tasks, and</li> <li>• the number of shares, options, warrants and similar owned by the member in the company and other group companies, as well as changes to the member's portfolio of the mentioned securities which have occurred during the financial year.</li> </ul>	●	The Management's Review in the Annual Report and note 2.3 to the Consolidates Financial Statements contains the recommended information.
3.3.3 The Committee <b>recommends</b> that the annual evaluation procedure, cf. section 3.5, include an evaluation of what is regarded as a reasonable level for the number of other management functions, where the	●	The annual board evaluation procedure includes an assessment of what the Board considers to be a reasonable level of other management functions for

RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
number, level and complexity of the other individual management functions are taken into account.		each member of the Board. This is also assessed by the Board when nominating board candidates.

### 3.4 Board committees




<p>3.4.1 The Committee <b>recommends</b> that the company publish the following on the company's website:</p> <ul style="list-style-type: none"> <li>• the terms of reference of the board committees,</li> <li>• the most important activities of the committees during the year and the number of meetings held by each committee, and</li> <li>• the names of the members of each committee, including the chairmen of the committees, as well as information regarding which members are independent members and which members have special competencies.</li> </ul>	●	<p>The Board of Directors has established four board committees: an Audit Committee, a Nomination Committee, a Remuneration Committee and a Scientific Committee.</p> <p>Chr. Hansen discloses at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a> the charters for the four committees, descriptions of key matters addressed during the year, the number of meetings held, attendance as well as names, positions, independence and relevant qualifications.</p>
<p>3.4.2 The Committee <b>recommends</b> that a majority of the members of a board committee be independent.</p>	●	<p>All members of the Board committees are considered independent.</p>
<p>3.4.3 The Committee <b>recommends</b> that the members of the board of directors set up among its members an <u>audit committee</u> and that a chairman is appointed who is not the chairman of the board of directors.</p>	●	<p>An Audit Committee was established by the Board in 2010, The Chair of the Board is not chair of the Audit Committee.</p>
<p>3.4.4. The Committee <b>recommends</b> that, prior to the approval of the annual report and other financial reports, the audit committee monitor and report to the board of directors about:</p> <ul style="list-style-type: none"> <li>• significant accounting policies,</li> <li>• significant accounting estimates,</li> <li>• related party transactions, and</li> <li>• uncertainties and risks, including in relation to the outlook for the current year.</li> </ul>	●	<p>Pursuant to the Charter for the Audit Committee and an established annual schedule, the Audit Committee, amongst other things, monitors and reports to the Board of Directors on significant accounting policies and estimates, related party transactions, the company's tax policy, and uncertainties and risks, including in relation to the outlook, prior to the approval of the Annual Report and other financial reports.</p> <p>The charter can be found at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>.</p>
<p>3.4.5 The Committee <b>recommends</b> that the audit committee:</p> <ul style="list-style-type: none"> <li>• annually assesses the need for an internal audit function and, in such a case, presents mandates and recommendations on selecting, appointing and removing the head of any internal audit function and on the budget of the internal audit function,</li> <li>• ensure that if an internal audit has been established, a description of its functions is approved by the board of directors,</li> <li>• ensure that if an internal audit has been established, adequate resources and competencies are allocated to carry out the work, and</li> <li>• monitor the executive board's follow-up on the conclusions and recommendations of the internal audit function.</li> </ul>	●	<p>Pursuant to the Charter for the Audit Committee, the Audit Committee assesses on an annual basis whether there is a need for an internal audit function.</p> <p>In June 2019, the Audit Committee concluded that there is currently no need for an internal audit function, as the internal control function is effectively being performed by the finance organization and the Financial Compliance Officer. The conclusion was subsequently endorsed by the Board of Directors.</p>

RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
<p>3.4.6 The Committee <b>recommends</b> that the board of directors establish a <u>nomination committee</u>, which is at least, responsible for the following preparatory tasks:</p> <ul style="list-style-type: none"> <li>• describing the qualifications required by the board of directors and the executive board and for a given position, indicating the time expected to be spent carrying out a specific position, as well as assessing the competencies, knowledge and experience found in the two governing bodies,</li> <li>• annually assessing the structure, size, composition and results of the board of directors and the executive board and recommend any changes to the board of directors,</li> <li>• annually assessing the competencies, knowledge, experience and succession of the individual members of management and report to the board of directors in this respect,</li> <li>• recommending candidates for the board of directors and the executive board, and</li> <li>• proposing an action plan to the board of directors on the future composition of the board of directors, including proposals for specific changes.</li> </ul>		<p>A Nomination Committee was established by the Board in 2010. The Charter for the Nomination Committee and the tasks performed by the committee complies with the requirements set out in this recommendation.</p>
<p>3.4.7 The Committee <b>recommends</b> that the board of directors establish a <u>remuneration committee</u>, which is at least, responsible for the following preparatory tasks:</p> <ul style="list-style-type: none"> <li>• recommending the remuneration policy (including the "General Guidelines for incentive-based Remuneration") to the board of directors and the executive board for approval by the board of directors prior to approval by the general meeting,</li> <li>• making proposals to the board of directors on remuneration for members of the board of directors and the executive board, as well as ensuring that the remuneration is in compliance with the company's remuneration policy and the assessment of the performance of the persons concerned. The committee should have information on the total remuneration that members of the board of directors and the executive board receive from other companies in the group,</li> <li>• recommending a remuneration policy applicable for the company in general and</li> <li>• assisting with the preparation of the annual remuneration report.</li> </ul>		<p>A Remuneration Committee was established by the Board in 2010. The Charter for the Nomination Committee and the tasks performed by the committee complies with the requirements set out in this recommendation.</p>
<p>3.4.8 The Committee <b>recommends</b> that the remuneration committee do not consult with the same external advisers as the executive board of the company.</p>		<p>The Remuneration Committee may engage external advisors as it deems necessary to carry out its duties satisfactorily. During 2018/19, the Remuneration Committee did not consult with the same external advisors as the Executive Board.</p>



RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
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### 3.5 Evaluation of the performance of the board of directors and the executive board

<p>3.5.1. The Committee <b>recommends</b> that the board of directors establish an evaluation procedure for an annual evaluation of the board of directors and the individual members. External assistance should be obtained at least every third year. The evaluation should inter alia include:</p> <ul style="list-style-type: none"> <li>• contribution and results,</li> <li>• cooperation with the executive board,</li> <li>• the chairman's leadership of the board of directors,</li> <li>• the composition of the board of directors (including competencies, diversity and the number of members),</li> <li>• the work in the committees and the committee structure, and</li> <li>• the organisation and quality of the material that is submitted to the board of directors.</li> </ul> <p>The evaluation procedure and the general conclusions should be described in the management commentary and on the company's website. The chairman should account for the evaluation of the board of directors, including the process and general conclusions on the general meeting prior to the election of the board of directors.</p>		<p>The Chair of the Board of Directors is responsible for conducting an annual evaluation of the Board's performance. The evaluation includes all members of the Board, the Executive Board and the other members of the Corporate Leadership Team. The evaluation addresses the efficiency of the Board, the board composition and dynamics, the processes supporting its work, the value contributions of individual members, the Chair's performance and the collaboration with and performance of the Executive Board. Further, the process evaluates topics such as agendas and discussions, strategy development and implementation, risk awareness, monitoring and reporting, succession, and potential overboarding. In addition, each member of the Board of Directors is provided with feedback on their individual performance from all other board members, as well as members of the Executive Board and Corporate Leadership Team. Finally, the Board committees conduct an annual informal self-evaluation, the outcome of which is presented to the Board of Directors.</p> <p>The evaluation is directed by the Chair and has in recent years been facilitated by an external consultant. The outcome of the evaluation is discussed by the Board, and the process and outcome are described in the Annual Report and at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a></p> <p>Furthermore, the Chair presents the process and general conclusions at the Annual General Meeting prior to the election of members to the Board of Directors.</p> <p>Details of the process for the 2018/19 evaluation and its outcome are described on p. 30 of the 2018/19 Annual Report.</p>
<p>3.5.2. The Committee <b>recommends</b> that at least once annually, the board of directors evaluate the work and performance of the executive board in accordance with pre-defined criteria. Furthermore, the board of directors should evaluate the need for changes to the structure and composition of the executive board, in light of the company's strategy.</p>		<p>At least once a year, the work and performance of the Executive Board is evaluated by the Board of Directors in accordance with predefined key performance indicators, including financial and non-financial targets, as well as the need for changes to the structure and the composition of the Executive Board.</p>
<p>3.5.3 The Committee <b>recommends</b> that the executive board and the board of directors establish a procedure according to which their cooperation is evaluated annually through a formalised dialogue between the chairman of the board of directors and the chief executive officer, and that the outcome of the evaluation be presented to the board of directors.</p>		<p>The cooperation between the Board of Directors and the Executive Board is evaluated, and the outcome presented to the Board of Directors, as part of the Board's annual evaluation procedure, as well as through a formal dialogue between the Chair of the Board of Directors and the CEO.</p>

RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
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#### 4. Remuneration of management

##### 4.1. Form and content of the remuneration policy

<p>4.1.1. The Committee <b>recommends</b> that the board of directors prepare a remuneration policy for the board of directors and the executive board, which includes</p> <ul style="list-style-type: none"> <li>• a detailed description of the components of the remuneration for members of the board of directors and the executive board,</li> <li>• the reasons for choosing the individual components of the remuneration,</li> <li>• a description of the criteria that form the basis for the balance between the individual components of the remuneration, and</li> <li>• an explanation for the correlation between the remuneration policy and the company's long-term value creation and relevant related goals.</li> </ul> <p>The remuneration policy should be approved by the general meeting at least every fourth year and upon any material amendments and it should be published on the company's website.</p>	●	<p>At its September 26, 2019 meeting, the Board of Directors adopted a revised Remuneration Policy applicable to the Board of Directors and the Executive Board, which integrates the current overall guidelines for incentive-based remuneration for the Executive Board and has been updated to comply with the recommendations in sections 4.1.1 and 4.1.2.</p> <p>The policy is expected to be approved by at the Annual General Meeting to be held on November 27, 2019 and will subsequently be made available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>.</p> <p>The Board of Directors and the Executive Board have in 2018/19 been remunerated in accordance with the Remuneration Policy approved by the Annual General Meeting on November 28, 2017 and the overall guidelines for incentive-based remuneration adopted by the Annual General Meeting on November 26, 2015. The policy and guidelines are available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>.</p>
<p>4.1.2. The Committee <b>recommends</b> that if the remuneration policy includes variable components,</p> <ul style="list-style-type: none"> <li>• limits be set on the variable components of the total remuneration package,</li> <li>• a reasonable and balanced composition be ensured between remuneration for members of management and the value creation for shareholders in the short and long term,</li> <li>• clarity be established about performance criteria and measurability for the award of variable components,</li> <li>• it is ensured that variable remuneration not only consists of short-term remuneration components, and that long-term remuneration components must have a vesting or maturity period of at least three years, and</li> <li>• it be ensured that the company has the ability to reclaim, in full or in part, variable components of remuneration that were paid on the basis of information, which subsequently are found to be incorrect.</li> </ul>	●	<p>Executives, but not board members, are partly remunerated by way of variable components.</p> <p>At its September 26, 2019 meeting, the Board of Directors adopted a revised Remuneration Policy applicable to the Board of Directors and the Executive Board, which integrates the current overall guidelines for incentive-based remuneration for the Executive Board and have been updated to comply with the recommendations in sections 4.1.1 and 4.1.2. The policy is expected to be approved at the Annual General Meeting to be held on November 27, 2019 and will subsequently be made available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>.</p> <p>The Board of Directors and the Executive Board have in 2018/19 been remunerated in accordance with the Remuneration Policy approved by the Annual General Meeting on November 28, 2017 and the overall guidelines for incentive-based remuneration adopted by the Annual General Meeting on November 26, 2015. The policy and guidelines are available at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a>.</p>
<p>4.1.3. The Committee <b>recommends</b> that remuneration of members of the board of directors does not include share options or warrants.</p>	●	<p>Reference is made to the updated Remuneration Policy, see section 4.1.1. above.</p>

RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
		The Board members receive fixed annual fees as approved at a general meeting and do not receive incentive-based remuneration.
4.1.4. The Committee <b>recommends</b> that if, in relation to long-term incentive programmes, a share-based remuneration is used, the programmes should have a vesting or maturity period of at least three years after being allocated and should be roll-over programmes, i.e. the options should be granted periodically.	●	Each year, the Board establishes a long-term incentive program (Matching Shares), which complies with this recommendation.  Reference is made to the updated Remuneration Policy, see section 4.1.1. above.
4.1.5 The Committee <b>recommends</b> that the total value of the remuneration relating to the notice period, including severance pay, do not exceed two years of remuneration, including all components of the remuneration.	●	The Company's Remuneration Policy and the current service agreements with members of the Executive Board comply with this recommendation.  Reference is made to the updated Remuneration Policy, see section 4.1.1. above.

## 4.2 Disclosure of remuneration

4.2.1. The Committee <b>recommends</b> that the company's remuneration policy and compliance with this policy be explained and justified annually in the chairman's statement at the company's general meeting.	●	The Chairman's report at annual general meetings includes an explanation of and motivation for the Company's Remuneration Policy, as well as an update on compliance with the policy.
4.2.2. The Committee <b>recommends</b> that shareholders at the general meeting consider proposals for approval of remuneration for the board of directors for the current financial year.	●	The remuneration of the Board of Directors is approved as a separate agenda item by the shareholders at each year's annual general meeting.  The remuneration for 2018/19 was approved by the shareholders at the Annual General Meeting held on November 29, 2018.
4.2.3. The Committee <b>recommends</b> that the company prepares a remuneration report that includes information on the total remuneration received by each member of the board of directors and the executive board from the company and other companies in the group and associated companies for the last three years, including information on the most important content of retention and resignation arrangements and that the correlation between the remuneration and company strategy and relevant related goals be explained.  The remuneration report should be published on the company's website.	●	The remuneration granted to each member of the Board of Directors and the Executive Board is fully disclosed in the Remuneration Report, which forms part of the Annual Report, and complies with this recommendation.  The 2018/19 Remuneration Report can be found at <a href="http://www.chr-hansen.com">www.chr-hansen.com</a> .

## 5. Financial reporting, risk management and audits

### 5.1 Identification of risks and transparency about other relevant information

5.1.1. The Committee <b>recommends</b> that the board of directors consider and in the management commentary account for the most important strategic and business-related risks, risks in connection with the	●	The Annual Report includes a description of the Company's Enterprise Risk Management process and a description of the most important business and financial risks identified in this process. A description of the risks associated with financial reporting is
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RECOMMENDATION	The company complies/does not comply	Explanation for complying /not complying with the recommendation
financial reporting as well as for the company's risk management.		<p>included in the last section of this annual corporate governance statement.</p> <p>The key strategic, operational and financial risks as identified in Chr. Hansen's Enterprise Risk Management process are described in the 2018/2019, including an evaluation of whether the risk profile has changed. The present annual corporate governance statement, which forms part of the 2018/19 Annual Report, contains information on risks related to the financial reporting.</p>

## 5.2 Whistleblower scheme

5.2.1. The Committee <b>recommends</b> that the board of directors establish a whistleblower scheme for expedient and confidential notification of serious wrongdoing or suspicions thereof.	●	<p>A whistleblower scheme for expedient and confidential notification of possible or suspected wrongdoings has been in place since October 2013.</p> <p>In 2018/19, eight cases were reported, six of which were raised through the whistleblower hotline. All cases were investigated of which five cases were closed as unjustified. One case was partly justified, and one was justified, and appropriate actions were taken in both cases. One case is still under investigation. Chr. Hansen will continue to communicate on the whistleblower system to ensure that all employees and relevant stakeholders are aware of and familiar with it.</p>
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## 5.3 Contact to auditor

5.3.1. The Committee <b>recommends</b> that the board of directors ensure regular dialogue and exchange of information between the auditor elected by the general meeting and the board of directors, including that the board of directors and the audit committee meet with the auditor elected by the general meeting at least once annually without the executive board present. This also applies to the internal auditor, if any.	●	<p>The auditors attend all meetings of the Audit Committee, and the Chair of the Audit Committee maintains regular dialogue and exchange of information with the auditors on behalf of the Board of Directors. The Audit Committee and the Board of Directors meet with the auditors at least once a year without the Executive Board being present.</p> <p>The auditors attended all Audit Committee meetings held in 2018/19 and also attended a private meeting of the Board of Directors in October 2018.</p>
5.3.2 The Committee <b>recommends</b> that the audit agreement and auditor's fee be agreed by the board of directors and the auditor elected by the general meeting based on a recommendation from the audit committee.	●	<p>The audit agreement and auditors' fees are approved by the Board of Directors and the auditors based on a recommendation from the Audit Committee.</p>



## MAIN ELEMENTS OF THE GROUP'S INTERNAL CONTROL AND RISK MANAGEMENT IN CONNECTION WITH ITS FINANCIAL REPORTING

The purpose of Chr. Hansen's internal control and risk management system in relation to the financial reporting process is to ensure that external financial statements are presented in accordance with IFRS as adopted by the EU and additional Danish disclosure requirements for annual reports of listed companies, and to ensure that the financial statements give a true and fair view free from material misstatements.

Chr. Hansen's internal control and risk management systems are designed to minimize the risk of material errors or inconsistencies in the financial statements. The internal control and risk management systems can only provide reasonable, but not absolute assurance that all material errors and inconsistencies have been discovered and corrected. The internal control and risk management systems comprise the following areas:

- Control environment
- Risk assessment
- Control activities
- Information and communication
- Monitoring

### Control environment

The Board of Directors has appointed the Audit Committee to assist the Board of Directors in supervising the financial reporting process and the effectiveness of the Company's internal control and risk management system.

The Executive Board is responsible for maintaining effective controls and an effective risk management system. The Executive Board has implemented the controls necessary to mitigate the risks identified in relation to financial reporting. The composition of the Board of Directors, the Audit Committee and the Executive Board ensures the relevant competencies with respect to internal control and risk management within the financial reporting process. Powers and responsibilities are defined in the Board of Directors' Rules of Procedure for the Executive Board.

The Board of Directors approves policies for Business Integrity, Quality & Product Safety, People, Knowledge & Organization, Diversity and Inclusion, Finance & IT and Communications, as well as Chr. Hansen's mission, vision and corporate values.

The Executive Board approves all other policies and regularly briefs the Board of Directors on such policies. The relevant functions at Chr. Hansen issue guidelines and monitor the application of all policies and procedures. Chr. Hansen's accounting policies are set out in the Chr. Hansen financial reporting guidelines, which is available to all employees.

### Risk assessment

The Board of Directors and the Executive Board regularly assess the risks to which Chr. Hansen is exposed, including risks related to financial reporting. The Audit Committee reviews certain high-risk areas at least once a year, including the following:

- Significant accounting estimates
- Material changes to the accounting policies
- Fraud risk assessment

At least once a year, the Executive Board and the Audit Committee consider whether the current internal control environment is effective in relation to the risks identified in the financial reporting process.

### **Control activities**

The Group's accounting competencies are reviewed on an ongoing basis in order to ensure an appropriate and satisfactory control environment.

Central functions are responsible for controlling the financial reporting. Regional and divisional finance teams conduct reviews and tests to ensure correct financial reporting. All regional and divisional finance and IT functions report directly or indirectly to central functions.

Chr. Hansen has introduced standards for internal controls relating to the financial reporting. These standards are intended to ensure an adequate level of internal control, thus making the control environment effective.

The internal control standards are focused on a segregation of duties and on detective and preventive controls. Regular audits across the organization, including at subsidiaries, are conducted to ensure an appropriate control environment.

The Audit Committee regularly assesses the need for an internal audit function. The Audit Committee deems there is no need for a dedicated internal audit function for the time being, as current internal control and risk management systems and processes are considered to be sufficient.

### **Information and communication**

Chr. Hansen's financial reporting guidelines and other reporting instructions are updated on a regular basis. Updates are communicated to the global finance organization by means of newsletters, online meetings and finance conferences. All guidelines and instructions are also available on the Chr. Hansen intranet, where they can be accessed by all employees. Chr. Hansen has a global IT setup that contains key data in relation to financial reporting and ensures a high degree of uniformity and transparency in systems and figures.

Decisions and analyses are based on up-to-date and relevant data. The IT systems are secured by general IT controls, and the ERP systems contain automated application controls that are reviewed on an ongoing basis.

### **Monitoring**

Financial reporting is controlled on an ongoing basis. Procedures have also been set up to ensure that any errors are communicated to and corrected by the reporting companies. Internal controls are subject to ongoing reviews in connection with regular compliance visits at subsidiaries to assess the procedures and compliance levels for internal controls. Conclusions from these reviews are submitted to the CEO, CFO, the Audit Committee and the independent auditors.

Chr. Hansen's internal financial reporting ensures an effective process for monitoring the Company's financial results, making it possible to identify and correct the most critical errors or omissions. The monthly financial reporting from the group companies are analyzed and monitored by the Group Accounting function to identify any significant weaknesses in internal controls or failures to comply with procedures and the financial reporting manual, etc.

The Audit Committee follows up on a regular basis to ensure that any significant weaknesses in internal controls are eliminated, that any errors or omissions in the financial statements identified and reported by the auditors are corrected, and that controls or procedures are implemented to prevent such errors or omissions.

For a more detailed description of critical accounting estimates and judgments, please refer to note 1.2 to the Consolidated Financial Statements.