

# Statutory Corporate Governance statement for the financial year 2020,

cf. art. 107b of the Danish Financial Statement Act

# Statutory Corporate Governance statement for the financial year 2020, cf. art. 107b of the Danish Financial Statement Act

This statement forms part of the management's review in ALK-Abelló A/S' 2020 annual report covering the period 1 January to 31 December 2020.

## Governing bodies

ALK has a two-tier management structure consisting of the Board of Directors and the Board of Management. The two boards are independent of each other.

The Board of Directors defines the strategic framework for ALK's action plans and activities on the basis of objectives, strategies and policies. Furthermore, on behalf of the shareholders, the Board of Directors supervises the organisation, monitors procedures and responsibilities and sees that the company is managed appropriately and in accordance with legislation and ALK's Articles of Association.

The Board of Directors appoints a Board of Management to undertake the day-to-day management of ALK. The Board of Directors sets out the terms and tasks of the Board of Management, supervises its work and seeks a constructive dialogue with the Board of Management regarding the implementation of the selected strategies and the overall development of the company.

## Composition of the Board of Directors

The Board of Directors consists of eight members. Five members, including the Chairman and the Vice-Chairman, are up for re-election each year at the annual general meeting. Three members are employee-elected and serving four-year terms. At the annual general meeting in 2021, the number of shareholder-elected members will be expanded to seven.

At the annual general meeting in 2020, Anders Hedegaard was elected as the new Chairman of the Board of Directors, as Steen Riisgaard stepped down. Lene Skole was re-elected as Vice Chairman, and Lars Holmqvist, Jakob Riis and Vincent Warnery were all re-elected members of the Board. Gonzalo De Miquel did not seek re-election.

None of the members elected by the shareholders have previously been employed with ALK within the last five years, and none of them have an interest in ALK other than the interests they may have as shareholders. Only two board members (out of five) elected by the shareholders

in 2020 can be considered independent according to the definitions set by the Danish Committee on Corporate Governance.

The Board has proposed to establish an adequate balance between independent and non-independent directors in 2021 by nominating two new, independent members to the Board of Directors, thus increasing the number of shareholder-elected members to seven. If the nominations are approved at the AGM on 18 March 2021, the majority of the shareholder-elected members will be independent.

The Board of Directors represents international business experience from managerial positions in a variety of industries, particular regard is given to the members' insight into the management and globalisation of R&D driven companies. The Board of Directors is deemed to have the competences relevant to further ALK's development. The Board members are presented on pages 44 and 45 of the 2020 annual report along with details on their specific competences, managerial positions, shareholdings, etc.

## The Board of Directors' activities

The Board of Directors' work follows a calendar, ensuring the consideration of all relevant topics over the year. In 2020, the Board of Directors held 11 meetings (seven in 2019); the meeting in November was a two-day seminar focusing on the transformational growth strategy for ALK adopted in 2017. All members have been present at the meetings, apart from Nanna Rasso Carlsson being excused at two meetings.

The Board of Directors has appointed four committees: The Audit Committee, the Remuneration Committee, the Scientific Committee and the Nomination Committee. The committees' members can be seen below. The charters of the committees are available on the corporate website. The Audit Committee held five meetings in 2020 (three in 2019), and the Remuneration Committee held seven meetings in 2020 (three in 2019), while the Scientific Committee met twice (twice in 2019). The Nomination Committee meets when required.

All persons have been present at the committee meetings.

At the end of the year, the Board of Directors evaluates its work and cooperation with the Board of Management. The evaluation is based on a questionnaire and on individual interviews with the Board members as well as the members of the Board of Management. An external facilitator conducted the self-evaluation in 2020. The evaluation highlighted that the relevant skills and competences are represented on the Board, and board processes and meetings are conducted in an open, trustful and constructive manner. Work to bring the different competences of the Board members into play earlier on in the decision-making process will be prioritised, and more attention is required on the long-term development of the US market and R&D. The Chairman is leading the meetings satisfactorily.

In addition, the Audit Committee, the Remuneration Committee and the Scientific Committee evaluated their work and their cooperation with the Board of Management. The outcome of the evaluations is that issues addressed in the committees are relevant and handled in an appropriate way ensuring a balanced division of responsibilities between the committees and the Board. Focus areas for 2021 have been agreed on, including a further strengthening of the financial and scientific competences in the Audit Committee and the Scientific Committee, respectively.

For the period until 12 March 2024, the Board of Directors is authorised to let ALK acquire up to 10% of the Company's own B shares at the market price for B shares on the date of acquisition, subject to a deviation of up

to 10%. For the period up to and including 11 March 2023, the Board of Directors is authorised to increase the company's share capital by one or more issues of new shares with a nominal value of up to DKK 11,141,196, equivalent to AA shares with a nominal value of up to DKK 1,012,836, and B shares with a nominal value of up to DKK 10,128,360.

The Board of Directors has a standing authorisation to decide to pay extraordinary dividend. However, the Board has currently temporarily suspended dividend payments as part of ALK's growth strategy.

### Remuneration

The Board of Directors is required to create a remuneration policy governing the remuneration for the Board of Directors and Board of Management, cf. sections 139 and 139a of the Danish Companies Act. Further, the Board of Directors is required to ensure that information on remuneration including incentives for the Board of Directors and Board of Management is provided in a remuneration report, cf. section 139b of the Danish Companies Act. The remuneration policy is subject to approval by shareholders and was last approved at the Annual General Meeting in 2020. The current remuneration policy and the remuneration report can be seen here <https://ir.alk.net/corporate-governance>

### Risks related to financial reporting

ALK has designed a number of internal control and risk management systems

to ensure that its financial statements provide a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act. The systems also support appropriate accounting policies and accounting estimates.

ALK's risk management and internal controls in connection with the financial reporting process, including IT and tax, are designed with a view to reducing risks to an acceptable level rather than eliminating the risk of errors and omissions in the Group's financial reporting.

### Control environment

The primary responsibility for the Group's risk management and internal controls in relation to the financial reporting process rests with the Board of Directors and Board of Management. These two boards are responsible for establishing and approving general policies, procedures and controls in key areas connected with the financial reporting process. The Board of Directors has established an Audit Committee with an advisory role relatively to the Board of Directors on internal controls in the financial reporting procedures, special financial and accounting issues, evaluation of financial reporting and other financial information and risk management.

The Board of Directors will, on an ongoing basis, assess if there is a need for establishing an internal audit. Based

### Board of Directors

	Audit Committee	Remuneration Committee	Scientific Committee	Nomination Committee
Anders Hedegaard, Chairman	Member	Chairman	Chairman	Chairman
Lene Skole*, Vice Chairman	Member	Member	Member	Member
Katja Barnkob				
Nanna Rassov Carlson				
Lars Holmqvist*		Member		
Jakob Riis*	Chairman			
Johan Smedsrud				
Vincent Warnery				

\* These board members are not regarded as independent in the sense of the definition contained in the Danish recommendations on Corporate Governance due to being affiliated with the Lundbeck Foundation which owns 40.3% of ALK's shares

on the size, accounting, and auditing complexity of ALK, the financial controlling will be undertaken by the Corporate Finance function and the individual affiliates.

The Board of Management is responsible for the day-to-day maintenance of an efficient control environment and risk management systems in connection with the financial reporting process. Managers at various levels are responsible within their respective areas.

The policies, procedures and manuals that have been adopted are available on the Group's intranet, and the importance of compliance with these precepts is regularly emphasised. Guidelines for persons authorised to sign for the company are provided through a formalised and documented distribution of responsibilities. The risk of fraud is mitigated through organisational segregation of incompatible functions and the use of preventive and detective internal controls. The controls are both IT-based and manual.

ALK's control environment consists of its organisational structure and internal guidelines based on legislation and applicable recommendations.

ALK has established a whistle-blower scheme, giving employees with knowledge of potentially destructive or illegal acts related to ALK's activities the opportunity to report their observations. The scheme minimises the risk of illegalities and irregularities within the areas of financial crime, environmental

pollution or inappropriate conduct, as well as other circumstances that may be to the detriment of ALK.

### **Risk assessment**

There is a relatively greater risk of error in items in the financial statements that are based on estimates or that are generated through complex processes. ALK performs continual risk assessments to identify such items and to assess the scope of the related risks.

Note 2 to the financial statements of the annual report for 2020 ('Significant accounting estimates and judgements') contains a description of the estimates and assessments that are considered material to financial reporting.

### **Control activities**

The purpose of the control activities is to prevent, detect and correct possible errors or irregularities. These activities are integrated in the company's accounting and reporting procedures and include procedures such as certification, authorisation, approval, reconciliation, result analysis, segregation of incompatible functions as well as controls relating to IT applications and general IT controls. The Corporate Finance function also conducts control activities aimed at ALK's subsidiaries and selected key processes.

### **Information and communication**

The company maintains information and communications systems to ensure that its financial reporting is correct and complete.

Guidelines for reporting and end-of-month procedures are updated regularly and reviewed at least once a year. These guidelines are available to the relevant staff on ALK's intranet. Amendments to accounting procedures are announced and explained in instructions from the Corporate Finance function.

### **Monitoring**

ALK uses a comprehensive, standardised financial management system, which contributes to the monitoring of the ALK Group's results. The system facilitates early detection and correction of possible errors and irregularities in the Group's financial reporting.

All companies report detailed monthly accounting data that are analysed and monitored at Group and regional level.

ALK applies a uniform accounting practice in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act, which is described in the corporate accounting manual. The accounting manual contains accounting and assessment principles and reporting instructions, which must be strictly observed by all companies of the Group. The manual is updated and reviewed continually, and compliance with the manual is monitored at Group level.

The Board of Management informs the Audit Committee on the degree of compliance with the principles and instructions in the manual.

### **Corporate Governance**

Since 2005, the Danish Committee on Corporate Governance (<https://corporategovernance.dk/english>) has drawn up a set of recommendations on corporate governance that has been adopted by Nasdaq Copenhagen. The recommendations are considered to be in compliance with the OECD's current principles of corporate governance. ALK's Board of Directors has continuously taken the Committee's guidelines into consideration and the Board's 'comply or explain' review of all 47 guidelines is available at <https://ir.alk.net/corporate-governance#aGuidelines>

ALK is generally in compliance with all the guidelines apart from the following two elements: In 2020, there was an overweight of non-independent directors on the Board (three out of five shareholder-elected members). Consequently, the majority of members of the Audit Committee and the Remuneration Committee were not independent as the Board considered this the best possible option available in terms of experience and capabilities. The Board will work towards establishing an adequate balance between independent and non-independent directors in 2021, when the number of board members will be expanded to seven members following the nomination of two new, independent members.