

Rules of procedure for ATP's Executive Committee

1. INTRODUCTION

- 1.1 The purpose of the Executive Committee is to make decisions and to prepare and implement Supervisory Board decisions as authorised by the Supervisory Board.

2. FORMAL FRAMEWORK

- 2.1 The Executive Committee consists of the Chairman and two members of the Supervisory Board, appointed by the employer and employee representatives, respectively, on the Supervisory Board.
- 2.2 New members appointed to the Executive Committee are provided with a copy of the Rules of Procedure of the Executive Committee. The currently valid Rules of Procedure can be found on the digital Supervisory Board portal.
- 2.3 The decisions of the Executive Committee must be approved by both the employee and employer representatives on the Executive Committee. In case of dispute, each member is entitled to demand that the case be submitted to the ATP Supervisory Board.
- 2.4 If circumstances exist that give rise to doubts as to a member's impartiality in a case, the member may not be present during the consideration of the case.
- 2.5 Members are required to volunteer information about circumstances that may give rise to doubts as to their competence.
- 2.6 The meetings of the Executive Committee are minuted. Following preliminary approval by the Executive Committee, the minutes are distributed to the members of the ATP Supervisory Board for information. The minutes are presented to the Executive Committee at the next ordinary Executive Committee meeting with a view to final approval and signing. The Executive Committee can – as directed by the administration – sign the document physically as well as digitally.
- 2.7 The Executive Committee normally convenes seven times per year and otherwise when requested by a member of the Executive Committee or by the ATP CEO.
- 2.8 Ordinary meetings are scheduled at a meeting during the first half of the year before the year in question. Convening notice with statement of meeting agenda and related documents are, as a general rule, submitted on the same week day prior to the meeting.
- 2.9 To the extent that it is compatible with the tasks of the Executive Committee, meetings of the Executive Committee can be held in writing and/or via the use of digital media. When submitting documents for written processing, a response deadline is indicated. Inside the response deadline, any Executive Committee member can require a verbal discussion, potentially via a digital meeting or a telephone conference. Responses from Executive Committee members must consist of a specific, active statement from the individual Executive Committee member. Members must be subsequently notified of the

final decision made in writing. The result of the written process is minuted in the next ordinary Executive Committee meeting. The minutes must include the statements from the members.

- 2.10 ATP's CEO and other executive employees, upon the CEO's request, participate in Executive Committee meetings unless the Executive Committee determines otherwise in individual cases.
- 2.11 The Executive Committee can specifically decide that employees of ATP and ATP subsidiaries must participate in an Executive Committee meeting for specific, individual agenda items.
- 2.12 The Executive Committee can also in individual cases decide that other persons may be present than those mentioned in para. 2.11, such as, for example, advisors, for one or more of the items on the agenda.
- 2.13 The persons mentioned in 2.10-2.12 participate without the right to vote.
- 2.14 The Executive Committee can request the assistance of one or more members of the Supervisory Board for specific tasks, such as in relation to preparing large or fundamental cases to be presented to the Supervisory Board.

3. EXECUTIVE COMMITTEE TASKS

- 3.1 The Executive Committee has the power to make decisions regarding investment and management of ATP's assets within the framework of current legislation, guidelines and limits established by the ATP Supervisory Board. Acting upon the recommendation of the CEO, the Executive Committee may authorise minor deviations from agreed limits. The Supervisory Board is informed of such decisions at the next Supervisory Board meeting.
- 3.2 The Executive Committee has the power to appoint and determine the remuneration of other executive employees, with the exception of the ATP CEO.
- 3.3 The Executive Committee annually discusses the Group Management composition and development, risk and succession plans.
- 3.4 The Executive Committee has the power to enter into agreements with employees and their organisations regarding terms of pay and employment.
- 3.5 The Executive Committee has the power to approve transactions etc. concerning funds invested in real estate, including via company structures, as well as in real estate funds belonging to ATP and ATP's subsidiaries.
- 3.6 The Executive Committee submits recommendations regarding amendments to the ATP Act and the Employee's Guarantee Fund Act (the LG Act) as well as the Labour Market Fund for Posted Workers to the Supervisory Board.

- 3.7 The Executive Committee has the power to determine the size of the financing contribution to finance the expenses of the LG scheme (the Employees' Guarantee Fund).
- 3.8 The Executive Committee has the power to recommend that size of the annual financing contribution regarding unemployment etc., sickness, maternity/paternity and rehabilitation scheme benefits for job readiness schemes for private employers registered for VAT and wage taxes to the Minister for Employment in accordance with Unemployment Insurance Act, etc., the Benefits in the event of Illness Act, the Active Social Policy Act and the Act on Reimbursement and Subsidies for Transport for Participation in Vocational Adult and Continuing Education.
- 3.9 The Executive Committee represents ATP at the general meetings of ATP's subsidiaries, with due consideration of the Supervisory Board's guidelines for the CEO (Chief Executive Officer), items 6.5-6.8.

The Executive Committee can authorise the CEO (Chief Executive Officer) and other members of Group Management and the Chief Legal Officer to represent ATP in general meetings of ATP's subsidiaries, with due consideration of the Supervisory Board's guidelines for the CEO (Chief Executive Officer), items 6.5-6.8.

4. SPECIAL COMMITTEE DUTIES

- 4.1 The Executive Committee is responsible for performing the duties of the ATP Remuneration Committee.
- 4.2 The Executive Committee makes recommendations to the Supervisory Board regarding the ATP Pay Policy, including guidelines for incentive pay schemes.
- 4.3 The Executive Committee prepares Supervisory Board decisions regarding remuneration that may influence ATP's risk management.
- 4.4 The Executive Committee prepares proposals for the Supervisory Board's recommendations to the Board of Representatives regarding remuneration of members of the Board of Representatives, the Supervisory Board and the Supervisory Board committees for the current financial year.
- 4.5 The Executive Committee makes recommendations regarding the remuneration of the CEO, the Chief Actuary and the Chief Auditor to the Supervisory Board.
- 4.6 The Executive Committee ensures that recommendations regarding remuneration are in compliance with the ATP Pay Policy and the performance of the officer in question.
- 4.7 The Executive Committee must monitor the trend of ATP's remuneration, performance-related pay and co-investment schemes on an ongoing basis to assess whether the schemes and the pay policy are in compliance with Danish legislation and the rules laid down by the Supervisory Board.
- 4.8 Once per year, the Executive Committee reports to the Supervisory Board on the

monitoring of pay policy compliance. The Executive Committee also informs the Supervisory Board of the annual implementation of individual performance-related pay schemes.

5. REPRESENTATION

- 5.1 The Executive Committee has the power to appoint persons other than the Chairman to represent ATP.
- 5.2 The Executive Committee has the power to respond to enquiries from public authorities or others directed to the Supervisory Board, unless the inquiry pertains to material matters of principle.

6. URGENT SIGNIFICANT DECISIONS

- 6.1 Where – in the interests of ATP – it is necessary to make urgent decisions in matters to be determined by the Supervisory Board, such as changes to or deviations from guidelines and limits established for investments, the Executive Committee is authorised to make the necessary decisions. The Chairman must notify the Supervisory Board of such decisions without delay. The decisions must be set out in the minutes of proceedings of the Supervisory Board meeting, submitted to the Supervisory Board for approval at the next meeting.

7. CLOSING PROVISIONS

- 7.1 These Rules of Procedure of the Executive Committee supersede prior Rules of Procedure of the ATP Executive Committee. Any amendments to the Rules of Procedure must be carried by a majority of the employer and employee representatives on the Supervisory Board.
- 7.2 The Rules of Procedure are reviewed once per year with a view to potential revisions.

Adopted at the Supervisory Board meeting on 31 August 2020.

Torben M. Andersen
Chairman of the Supervisory Board