

Incentive pay guidelines

Introduction

These general guidelines, adopted pursuant to section 139 of the Danish Companies Act, shall apply for the company's incentive pay to members of the Board of Directors and Executive Management. The company's Executive Management means any member(s) registered with the Danish Commerce and Companies Agency.

The company finds that incentive remuneration of the company's Board of Directors and Executive Management is pivotal to create an incentive for the company's management and employees to ensure the company's long-term shareholder value. Incentive remuneration for members of the Board of Directors and Executive Management also helps to ensure that the company is able to attract qualified members for its Board of Directors and Executive Management, including international board member capacities.

If the company wishes to enter into specific agreements on incentive programmes with members of its Board of Directors or Executive Management, such agreements shall be governed by these general guidelines.

Incentive pay to members of the company's Board of Directors

In addition to their fixed annual fee, members of the company's Board of Directors may receive warrants once a year.

The number of warrants granted to all board members free of charge within each financial year is capped at 10% of the warrants which the Board of Directors may issue pursuant to the authorisations given to the Board of Directors by the shareholders as stipulated in the company's articles of association. Pursuant to such authorisation from the shareholders as stipulated in the articles of association and within the above-mentioned limit, the Board of Directors may grant warrants to the board members based on the performance of the board and expectations of activities and results for the upcoming year.

The company finds that it would not be appropriate to limit the amount of the value of warrants granted, as the exercise price will not be known until at the time of grant and since the provisions include a limit on the number of Board warrants and a provision that warrants must be granted with an exercise price corresponding to the market price at the time of grant.

Also, the company finds that it would not be appropriate to limit the potential number of newly granted warrants for each board member. By omitting such limitations, the company obtains flexibility in connection with recruiting new board members and may reward extraordinary performance over and beyond the ordinary board duties or work in the board committees.

In addition to the above, the Chairman of the Board of Directors may in extraordinary cases be remunerated by a specific assignment-based cash bonus. Such specific assignment-based cash bonus will only be applicable in connection with the undertaking of certain strategic and/or operational tasks and processes, the scope and extent of which require extraordinary time and efforts to be contributed by the Chairman. The payment of a cash bonus to the Chairman of the Board is subject to the fulfilment of any conditions and targets defined by the Board of Directors in a specific agreement with the Chairman.

Incentive pay to members of the company's Executive Management

As directed by the Board of Directors, the Executive Management may be granted warrants on one or more occasions within each income year. The number of warrants granted to all members of the Executive Management is capped at 10 % of the warrants which the Board of Directors may issue pursuant to the authorisations given to the Board of Directors by the shareholders as stipulated in the company's articles of association. The Board of Directors shall be allowed, however, to grant additional warrants (on one or more occasions) in connection with changes to the company's Executive Management if the Board of Directors believes this to be prudent and necessary in order to attract sufficiently qualified members to the Executive Management.

In addition, the Board of Directors may grant a cash bonus to members of the Executive Management of up to 50% of their aggregate base salary. At the Board's discretion, bonus paid to the Executive Management may vary from one member to the next. The payment of cash bonus to the Executive Management is subject to the individual member fulfilling any conditions and targets defined in the specific agreement with such member.

The specific conditions and targets defined by the Board of Directors as a condition for the payment of cash bonus are individualised and may be subject to the individual management member achieving specific results or the company's overall performance and results.

Warrants and cash bonus payments described above are generally granted on the basis of performance during the past year and an assessment of the expectations for the following year.

In addition to the above the Board may in extraordinary cases elect to grant a specific assignment-based cash bonus scheme to members of the Executive Management, ~~which (together with the above cash bonus) may result in an aggregate cash bonus to the Management in a given year of up to 100% of the aggregate base salary to the Management. Such bonus will only be applicable under exceptional circumstances. The payment of a cash bonus to members of the Executive Management is subject to the fulfilment of any conditions and targets in the specific extraordinary situation defined by the Board of Directors in a specific agreement with such member of the Executive Management.~~

The company finds that it would not be appropriate to limit the amount of the value of warrants granted, as the exercise price will not be known until at the time of grant and since the provisions include a limit on the number of Executive Management warrants and a provision that warrants must be granted with an exercise price corresponding to the market price at the time of grant.

Also, the company finds that it would not be appropriate to limit the potential number of newly granted warrants for each management member. By omitting such limitations, the company obtains flexibility in connection with recruiting new management members and may reward extraordinary performance over and beyond the ordinary management duties.

General terms and conditions governing share-based incentive programmes

Warrants are granted to members of the Board of Directors and Executive Management on the general terms and conditions laid down by the shareholders at the Annual General Meeting and on the specific terms adopted by the Board of Directors in connection with the grant. At the time of grant, the exercise price for the warrants may not be lower than the market price of the company's shares.



Warrants will generally have a term of up to seven years and will generally be subject to specific vesting rules. In special cases, however, the Board of Directors may grant an exemption from this rule.

The grant of warrants may take place on terms and conditions that involve a more lenient taxation than ordinary earned income, provided that the company does not obtain a tax deduction for the costs associated with the grant.

The above-mentioned general terms and conditions shall apply in connection with all warrants issued by the company.

Warrants are usually granted to members of the Board of Directors and Executive Management once a year in September or October, but the Board of Directors may deviate from this principle in specific cases, including if changes occur to the composition of the Board of Directors and/or Executive Management.

As adopted at the ~~Annual-Extraordinary~~ General Meeting held on ~~5-April-2011~~November 26, 2012.