

**OVERORDNEDE RETNINGSLINJER  
FOR INCITAMENTS AFLØNNING AF  
BESTYRELSE OG DIREKTION I  
DANISH AEROSPACE COMPANY A/S  
CVR NR. 12 42 42 48**

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**OVERALL GUIDELINES  
FOR INCENTIVE REMUNERATION OF  
THE BOARD OF DIRECTORS AND  
EXECUTIVE BOARD IN  
DANISH AEROSPACE COMPANY A/S  
CVR NO. 12 42 42 48**

## 1. Introduktion

- 1.1 Disse retningslinjer og vederlagspolitikken fastlægger rammerne for al form for variable aflønning i form af kontante bonusser og aktiebaseret aflønning af bestyrelse og direktion i Danish Aerospace Company A/S ("DAC" eller "Selskabet"). Ved direktion forstås den/de direktør/er, der er anmeldt til Erhvervsstyrelsen som direktør.

## 2. Baggrund for at anvende incitamentsaflønning

- 2.1 DAC anvender incitamentsaflønning med henblik på at sikre sammenfald af interesser mellem Selskabets ledelse og aktionærerne samt for at tiltrække og fastholde kvalificerede medarbejdere, og dermed at kunne tilbyde en konkurrencedygtig lønpakke.
- 2.2 Incitamentsaflønning kan ske ved tildeling af warrants til tegning af nye aktier i DAC. Warrants kan tildeles med optjenings- og/eller modningsvilkår over en årrække med henblik på at øge fokus på den langsigtede værditilvækst af Selskabet til fordel for alle interessenter. Derudover kan DAC udbetale kontante bonusser for at skabe incitament til at realisere mere kortsigtede målsætninger.

## 3. Aflønning af bestyrelsen

- 3.1 Bestyrelsensmedlemmer modtager et fast honorar. Bestyrelsens formand og næstformand kan oppebære et tillæg til honoraret. Honorarets og tillæggets størrelser godkendes af generalforsamlingen og oplyses i årsrapporten. I tillæg dertil kan bestyrelsensmedlemmer tildeles warrants til at tegne nye aktier i DAC inden for den samlede bemyndigelsesramme på 10% af Selskabets aktiekapital.

## 4. Aflønning af direktionen

- 4.1 Med henblik på kunne tilbyde en konkurrencedygtig aflønningspakke og dermed for at kunne tiltrække og fastholde medlemmer af direktionen kan aflønningen

## 1. Introduction

- 1.1 These guidelines and the remuneration policy establish the overall framework for all forms of variable remuneration by way of cash bonuses and share-based remuneration available to the Board of Directors and Executive Board in Danish Aerospace Company A/S ("DAC" or the "Company"). The Executive Board includes executives that are registered as such with the Danish Business Authority.

## 2. Background for using incentive remuneration

- 2.1 DAC is using incentive remuneration to seek to align the interest of the Company's management and its shareholders and for purposes of attracting and maintaining skilled employees, and hence to be able to offer a competitive compensation package.
- 2.2 Incentive remuneration may be available in the form of warrants to subscribe for new shares in DAC. Warrants may be issued with successive vesting conditions and/or vesting terms over a number of years for purposes of increasing focus on the long-term increase in value of the Company for the benefit of all stakeholders. Moreover, DAC may use cash bonus payments as incentives for more short-term goals.

## 3. Remuneration of the board of directors

- 3.1 Members of the Board of Directors receive a fixed base fee. The chairman and the deputy chairman may receive additional compensation in addition to the base fee. The base fee and any additional compensation shall be approved by the shareholders at a general meeting and is included in the annual report. Moreover, the members of the Board of Directors may be granted warrants to subscribe for new shares within the overall authority of 10% of the Company's share capital.

## 4. Remuneration of the Executive Board

- 4.1 For purposes of being able to offer a competitive compensation package and hence to be able to attract and maintain members of the Executive Board, the

af direktionen sammensættes af en fast og en variable løndel således at den samlede aflønningspakke kan bestå af (i) et fast grundhonorar, (ii) mulighed for en kontantbonus (iii) en diskretionær bonus efter bestyrelsens skøn og (iv) aktiebaseret aflønning i form af warrants.

4.2 Grundlønnen aftales årligt mellem direktionen og bestyrelsen og består af nettoløn og andre goder såsom mobiltelefon, internetforbindelse, avisabonnement, bil og forsikringer.

4.3 Tildeling af en kontant bonus kan ske en gang årligt. En kontant bonus kan maksimalt udgøre et beløb svarende til kr. 400.000 for den pågældende direktør.

4.4 Bestyrelsen kan derudover diskretionært beslutte, at der skal tildeles den enkelte direktør en skønsmæssig bonus som honorering af ekstraordinært opnåede resultater eller begivenheder. En diskretionær bonus kan maksimalt udgøre kr. 500.000 for den pågældende direktør.

4.5 Medlemmer af direktionen kan derudover tildeles warrants til tegning af nye aktier i DAC for en værdi inden for den samlede bemyndigelsesramme på 10% af Selskabets aktiekapital. Bestyrelsen afgør hvor mange warrants, der tildeles og fastsætter vilkår for optjening/modning og udnyttelse, herunder udnyttelseskurs af warrants i forbindelse med tildelingen.

4.6 Værdien af tildelingerne beregnes efter Black-Scholes-metoden (eller anden relevant metode) og oplyses løbende i selskabets årsrapport.

## **5. Offentliggørelse og ikrafttrædelse af konkrete aftaler om incitamentsaflønning**

5.1 Der optages i selskabets vedtægter en bestemmelse om, at generalforsamlingen har vedtaget retningslinjer for incitamentsaflønning, jf. Selskabslovens § 139, stk. 2.

5.2 Retningslinjerne vil efter godkendelse på DACs generalforsamling den 29. april 2019 fremgå af DACs hjemmeside ([www.danishaerospace.com](http://www.danishaerospace.com)) med

remuneration of the Executive Board may include a fixed base salary and a variable component and consequently, the overall compensation package may consist of (i) a fixed base salary, (ii) a possible cash bonus, (iii) as discretionary bonus (as determined by the Board of Directors) and (iv) share based remuneration in the form of warrants.

4.2 The fixed base salary is negotiated once a year between the Executive Board and the Board of Directors and includes a net salary and other benefits such as mobile phone, internet connection, newspaper subscription, company car and insurances.

4.3 Allocation of a cash bonus may be made once a year. A cash bonus may amount to max. DKK 400,000 for the executive in question.

4.4 Moreover, the Board of Directors may resolve to grant a discretionary bonus to an executive as compensation for extraordinary results or events. A discretionary bonus may amount to max. DKK 500,000 for the executive in question.

4.5 Members of the Executive Board may be granted warrants to subscribe for new shares in DAC within the overall authorization of 10% of the Company's share capital. The Board of Directors determine the number of warrants to be granted, any vesting conditions and terms, as well as exercise terms and exercise price for the warrants in connection with the resolution to allocate warrants.

4.6 The value of the warrants is calculated based on the Black-Schloes model (or other relevant models) and is disclosed in the annual report.

## **5. Publication and entry into force of the specific agreement including incentive remuneration**

5.1 A provision will be included in the Company's articles of association to reflect that the shareholders have adopted these overall guidelines for incentive remuneration, see Section 139(2) of the Danish Companies Act.

5.2 Upon adoption of the guidelines at the general meeting held on 29 April 2019 the guidelines will be uploaded to DAC's website ([www.danishaerospace.com](http://www.danishaerospace.com)) including

angivelse af, hvornår generalforsamlingen har godkendt retningslinjerne. Ændrer generalforsamlingen på et senere tidspunkt retningslinjerne, vil de reviderede retningslinjer tilsvarende blive offentliggjort på DACs hjemmeside med angivelse af, hvornår generalforsamlingen har ændret retningslinjerne.

- 5.3 Nye konkrete aftaler eller ændringer i eksisterende aftaler om incitamentsaflønning kan tidligst indgås dagen efter, at de godkendte retningslinjer er offentliggjort på DACs hjemmeside.

information on when the guidelines were adopted. In case of any subsequent amendments resolved at a general meeting amended guidelines will be uploaded on DAC's website stating when such amended guidelines were adopted.

- 5.3 Any new specific agreement, or amendments of existing agreement on incentive remuneration, may not be entered into until the day following upload of the guidelines on DAC's website.

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Disse overordnede retningslinjer er vedtaget på en generalforsamling i Danish Aerospace Company A/S den 29. april 2019.

*I tilfælde af uoverensstemmelser mellem den danske ordlyd og den engelske oversættelse, skal den danske ordlyd have forrang.*

These overall guidelines have been adopted at a general meeting in Danish Aerospace Company A/S held on 29 April 2019.

*In case of discrepancies between the Danish wording and the English translation, the Danish wording prevails.*

Som dirigent / as chairman of the meeting:



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Claus Vange Mynster  
Advokat / Attorney-at-law