

BAVARIAN NORDIC A/S

Statutory annual corporate governance statement,
cf. Section 107b of the Danish Financial Statements Act

2013

This statement is part of the management statement in the annual report for 2013, covering the financial period January 1 to December 31, 2013. As with the rest of the management statement, this statement is not included in the audit of the annual report.

Management of Bavarian Nordic

Bavarian Nordic is managed under a two-tier structure composed of the Board of Directors and the Corporate Management. The Board of Directors is responsible for the overall strategic management and the financial and managerial supervision of Bavarian Nordic A/S as well as for regular evaluation of the work of the Corporate Management. In addition, the Board of Directors supervises the Company in a general sense and ensures that it is managed in an adequate manner and in accordance with applicable law and the Company's articles of association

Board practices

The Board of Directors discharges its duties in accordance with the rules of procedure of Bavarian Nordic A/S set out for the Board of Directors. The rules of procedure are reviewed and updated by all members of the Board of Directors.

The Board of Directors consists of six external members elected by the shareholders at the annual General Meeting for terms of one year. Retiring members are eligible for re-election. In addition, such members that are to be elected pursuant to the statutory rules regarding representation of the employees on the Board of Directors shall be elected as well. Currently, the Board has no employee representation. The Board elects a chairman from among its members.

In 2013, the Board held ten meetings. Corporate Management and certain senior employees of Bavarian Nordic usually attend the Board meetings. The Board regularly receives reports from Corporate Management on the status of the Company's operations and business. The Chairman of the Board and the Company's legal advisor evaluate the performance of the Board and Corporate Management on an annual basis. The result is presented to and discussed by the Board.

Practices of the Corporate Management

Corporate Management is Anders Hedegaard, the Company's President and CEO. Members of the Corporate Management are appointed by the Board of Directors which lays down their terms and conditions of employment and the framework for their duties. The Corporate Management is responsible for the day-to-day management of Bavarian Nordic A/S in compliance with the guidelines and directions issued by the Board of Directors. The day-to-day operations do not include transactions of an unusual nature or of material importance to the affairs of Bavarian Nordic A/S

Moreover, there are three Executive Vice Presidents who assist Corporate Management in the day-to-day operations of the Company. Corporate Management holds fortnightly meetings with the Executive Vice Presidents to coordinate the day-to-day management activities.

Internal Control and Risk Management

The Company's internal control and risk management systems are stated on page 22-23 in the annual report.

Corporate Governance in Bavarian Nordic

Bavarian Nordic remains focused on good corporate governance and have implemented the recommendations of the Committee on Corporate Governance (Komitéen for god selskabsledelse) as the code to follow for companies listed on NASDAQ OMX.

The Company relates to the most recent recommendations from the committee, which were updated in 2013. The current recommendations are found at: <http://www.corporategovernance.dk>

Executive Management believes that the Company is operated in compliance with the guidelines and recommendations that support the Company's business model and that can create value for Bavarian Nordic's stakeholders. Management monitors regularly and at least once a year adherence to the recommendations on corporate governance in order to ensure the best possible utilisation of and compliance with the recommendations and legislation. To the greatest extent possible, the recommendations have been incorporated in the Company's annual report and website.

1. Communication and interaction by the company with its investors and other stakeholders

1.1. Dialogue between company, shareholders and other stakeholders

1.1.1. The Committee **recommends** that the board of directors ensure ongoing dialogue between the company and its shareholders in order for the shareholders to gain relevant insight into the company's potential and policies, and in order for the board of directors to be aware of the shareholders' views, interests and opinions on the company.

Yes

1.1.2. The Committee **recommends** that the board of directors adopt policies on the company's relationship with its stakeholders, including shareholders and other investors, and that the board ensures that the interests of the shareholders are respected in accordance with company policies.

Yes

1.1.3. The Committee **recommends** that the company publish quarterly reports

Yes

1.2. General Meeting

1.2.1. The Committee **recommends** that when organizing the company's general meeting, the board of directors plans the meeting to support active ownership.

Yes

1.2.2. The Committee **recommends** that proxies granted for the general meeting allow shareholders to consider each individual item on the agenda.

Yes

1.3. Takeover bids

1.3.1. The Committee **recommends** 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. According to such contingency procedures, 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.

Yes

2. Tasks and responsibilities of the board of directors

2.1. Overall tasks and responsibilities

2.1.1. The Committee **recommends** that at least once a year the board of directors take a position on the matters related to the board's performance of its responsibilities.

Yes

2.1.2. The Committee **recommends** that at least once a year the board of directors take a position on the overall strategy of the company with a view to ensuring value creation in the company.

Yes

2.1.3. The Committee **recommends** that the board of directors ensure that the company has a capital and share structure ensuring 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 presents this in the management commentary on the company's annual report and/or on the company's website.

Yes

2.1.4. The Committee **recommends** that the board of directors annually review and approve guidelines for the executive board; this includes establishing requirements for the executive board on timely, accurate and adequate reporting to the board of directors.

Yes

2.1.5. The Committee **recommends** that at least once a year the board of directors discuss the composition of the executive board, as well as developments, risks and succession plans.

Yes

2.1.6. The Committee **recommends** that once a year the board of directors discuss the

Partially

Recommendations

Complies

company's activities to ensure relevant diversity at management levels, including setting specific goals and accounting for its objectives and progress made in achieving the objectives in the management commentary on the company's annual report and/or on the website of the company.

The Board of Directors discusses annually the Company's activities to ensure the best competencies on all managerial levels. Managers are appointed merely based on their merits and not their sex. Thus equal opportunity for both sexes is ensured if candidates for managerial positions possess the required professional skills.

In April 2013, the Board of Directors set a target for representation of the under-represented gender in the supreme governing body: 15%, equivalent to one person, and the target must be met in 2017 at the latest.

There was no under-representation of men or women among other executive or management staff of Bavarian Nordic at year-end 2013. Starting in 2013, the Company will annually disclose the ratio of male and female managers in the Company's CSR report.

2.2. Corporate social responsibility

2.2.1. The Committee **recommends** that the board of directors adopt policies on corporate social responsibility.

Yes

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

2.3.1. The Committee **recommends** 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.

The Board of Directors has not appointed a deputy chairman, since the Board of Directors believes that the Company's size and complexity does not necessitate such a function.

No

2.3.2. The Committee **recommends** ensuring that, if the board of directors, in exceptional cases, asks the chairman of the board of directors to perform special operating activities for the company, including briefly participating in the day-to-day management, a board resolution to that effect be passed to ensure that the board of directors maintains its independent, overall management and control function. Resolutions on the chairman's participation in day-to-day management and the expected duration hereof should be published in a company announcement.

Yes

3. Composition and organization of the board of directors

3.1. Composition

3.1.1. The Committee **recommends** that the board of directors annually accounts for

- the skills it must have to best perform its tasks,
- the composition of the board of directors, and
- the special skills of each member.

Yes

3.1.2. The Committee **recommends** that the selection and nomination of candidates for the board of directors be carried out through a thoroughly transparent process approved by the overall board of directors. When assessing its composition and nominating new candidates, the board of directors must take into consideration the need for integration of new talent and diversity in relation to age, international experience and gender.

Yes

3.1.3. The Committee **recommends** that a description of the nominated candidates' qualifications, including information about the candidates'

- other executive functions, e.g. memberships in executive boards, boards of directors, and supervisory boards, including board committees in foreign enterprises, be accompanied by the notice convening the general meeting when election of members to the board of directors is on the agenda.
- demanding organizational tasks, and information
- about whether candidates to the board of directors are considered independent.

Yes

Recommendations

Complies

3.1.4. The Committee **recommends** that the company's articles of association stipulate a retirement age for members of the board of directors.

The Company has not fixed an age limit for members of its Board of Directors. The members of the Board of Directors are elected by the Company's shareholders, and re-election by the shareholders confirms the confidence in the individual Board members, irrespective of their age. This issue is evaluated regularly as part of the overall assessment of the work of the Board of Directors and the Executive Management. Information on the age of the members of the Board of Directors is stated in the Company's annual report and on the Company's website.

No

3.1.5. The Committee **recommends** that members of the board of directors elected by the general meeting be up for election every year at the annual general meeting.

Yes

3.2. Independence of the board of directors

3.2.1. The Committee **recommends** 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. To be considered independent, this person may not:

- be or within the past five years have been member of the executive board, or senior staff member in the company, a subsidiary undertaking or an associate,
- within the past five years, have received larger emoluments from the company/group, a subsidiary undertaking or an associate in another capacity than as member of the board of directors,
- represent the interests of a controlling shareholder,
- within the past year, have had significant business relations (e.g. personal or indirectly as partner or employee, shareholder, customer, supplier or member of the executive management in companies with corresponding connection) with the company, a subsidiary undertaking or an associate.
- be or within the past three years have been employed or partner at the external auditor,
- have been chief executive in a company holding cross-memberships with the company,
- have been member of the board of directors for more than 12 years, or
- have been close relatives with persons who are not considered independent.

Yes

3.3. Members of the board of directors and the number of other executive functions

3.3.1. The Committee **recommends** that each member of the board of directors assesses the expected time commitment for each function in order that the member does not take on more functions than he/she can manage satisfactorily for the company.

Yes

3.3.2. The Committee **recommends** 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:

- the position of the relevant person,
- the age and gender of the relevant person,
- whether the member is considered independent,
- the date of appointment to the board of directors of the member,
- expiry of the current election period,
- other executive functions, e.g. memberships in executive boards, boards of directors, and supervisory boards, including board committees in foreign enterprises and demanding organizational tasks, and
- the number of shares, options, warrants and similar in the company, and other group companies of the company, owned by the member, as well as changes in the portfolio of the member of the securities mentioned which have occurred during the financial year.

Yes

3.4. Board committees

3.4.1. The Committee **recommends** that the company publish the following on the company's

Yes

Recommendations

Complies

website:

- The terms of reference of the board committees,
- the most important activities of the committees during the year, and the number of meetings held by each committee, and
- the names of the members of each committee, including the chairmen of the committees, as well as information on which members are independent members and which members have special qualifications.

3.4.2. The Committee **recommends** that a majority of the members of a board committee be independent.

3.4.3. The Committee **recommends** that the board of directors set up a formal audit committee composed such that

- the chairman of the board of directors is not chairman of the audit committee, and
- between them, the members should possess such expertise and experience as to provide an updated insight into and experience in the financial, accounting and audit aspects of companies whose shares are admitted to trading on a regulated market.

3.4.4. The Committee **recommends** that, prior to the approval of the annual report and other financial reports, the audit committee monitors and reports to the board of directors about:

- significant accounting policies,
- significant accounting estimates,
- related party transactions, and
- uncertainties and risks, including in relation to the outlook for the current year.

3.4.5. The Committee **recommends** that the audit committee:

- annually assesses the need for an internal audit, and in such case, makes recommendations on selecting, appointing and removing the head of the internal audit function and on the budget of the internal audit function, and
- monitor the executive board's follow-up on the conclusions and recommendations of the internal audit function.

3.4.6. The Committee **recommends** that the board of directors establish a nomination committee chaired by the chairman of the board of directors with at least the following preparatory tasks:

- describe the qualifications required by the board of directors and the executive board, and for a specific membership, state the time expected to be spent on having to carry out the membership, as well as assess the competences, knowledge and experience of the two governing bodies combined,
- annually assess the structure, size, composition and results of the board of directors and the executive board, as well as recommend any changes to the board of directors,
- annually assess the competences, knowledge and experience of the individual members of management, and report to the board of directors in this respect,
- consider proposals from relevant persons, including shareholders and members of the board of directors and the executive board for candidates for the board of directors and the executive board, and
- propose an action plan to the board of directors on the future composition of the board of directors, including proposals for specific changes.

The Board of Directors has not set up a nomination committee. Nomination matters are undertaken by the chairman of the Company's Board of Directors who nominates new candidates on the basis of the qualifications required and presents these to the Board of Directors, which conducts the final nomination

3.4.7. The Committee **recommends** that the board of directors establish a remuneration committee with at least the following preparatory tasks:

- to recommend 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,
- make proposals to the board of directors on remuneration for members of the board of directors and the executive board, as well as ensure that the remuneration is in compliance with the company's remuneration policy and the assessment of the

Yes

Yes

Yes

Yes

No

No

Recommendations

Complies

performance of the persons concerned. The committee should have information about the total amount of remuneration that members of the board of directors and the executive board receive from other companies in the group, and

- recommend a remuneration policy applicable for the company in general.

The Board of Directors has not set up a remuneration committee.

The overall principles for the performance based salary of the Board of Directors and the Corporate Management have been defined in the Company's overall guidelines for incentive pay to be recommended and adopted by the entire Board of Directors prior the approval of the general meeting.

3.4.8. The Committee **recommends** that the remuneration committee do not consult with the same external advisers as the executive board of the company.

See item 3.4.7

3.5. Evaluation of the performance of the board of directors and the executive board

3.5.1. The Committee **recommends** that the board of directors establish an evaluation procedure where contributions and results of the board of directors and the individual members, as well as collaboration with the executive board are annually evaluated. Significant changes deriving from the evaluation should be included in the management commentary or on the company's website.

3.5.2. The Committee **recommends** that in connection with preparation of the general meeting, the board of directors consider whether the number of members is appropriate in relation to the requirements of the company. This should help ensure a constructive debate and an effective decision-making process in which all members are given the opportunity to participate actively.

3.5.3. The Committee **recommends** that at least once every year the board of directors evaluate the work and performance of the executive board in accordance with predefined clear criteria.

3.5.4. The Committee **recommends** that the executive board and the board of directors establish a procedure according to which their cooperation is evaluated annually through a formalized 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.

4. Remuneration of management

4.1. Form and content of the remuneration policy

4.1.1. The Committee **recommends** that the board of directors prepare a clear and transparent remuneration policy for the board of directors and the executive board, including

- a detailed description of the components of the remuneration for members of the board of directors and the executive board,
- the reasons for choosing the individual components of the remuneration, and
- a description of the criteria on which the balance between the individual components of the remuneration is based.

The remuneration policy should be approved by the general meeting and published on the company's website.

The Company does not have an overall formalised remuneration policy since it is not deemed expedient. The general meeting approves the remuneration of the Board of Directors and determines the remuneration of the Corporate Management. In determining the remuneration, the Company considers the interests of the Company and the shareholders and ensures that the remuneration is reasonable relative to the duties and responsibilities undertaken. The Company has adopted overall guidelines for incentive remuneration of the Board of Directors and the Corporate Management that specify the Company's use of this type of remuneration.

No

Yes

Yes

Yes

Yes

No

Recommendations

Complies

4.1.2. The Committee **recommends** that, if the remuneration policy includes variable components,

- limits be set on the variable components of the total remuneration package,
- a reasonable and balanced linkage be ensured between remuneration for governing body members, expected risks and the value creation for shareholders in the short and long terms,
- there be clarity about performance criteria and measurability for award of variable components,
- there be criteria ensuring that qualifying periods for variable components in remuneration agreements are longer than one calendar year, and
- an agreement is made which, in exceptional cases, entitles the company to reclaim in full or in part variable components of remuneration that were paid on the basis of data, which proved to be misstated.

No

See item 4.1.1.

4.1.3. The Committee **recommends** that remuneration of members of the board of directors does not include share options.

The Company includes warrants in its remuneration of the Board of Directors since the Company believes that warrants ensure a close correlation between the structure of the Board of Director's remuneration and the interests of the shareholders. This is common practice in the international biotech industry.

No

4.1.4. The Committee **recommends** that if share-based remuneration is provided, such programmes be established as roll-over programmes, i.e. the options are granted periodically and should have a maturity of at least three years from the date of allocation.

Yes

4.1.5. The Committee **recommends** that agreements on termination payments should not amount to more than two years' annual remuneration.

Yes

4.2. Disclosure of the remuneration policy

4.2.1. The Committee **recommends** 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.

See item 4.1.1.

No

4.2.2. The Committee **recommends** that the proposed remuneration for the board of directors for the current financial year be approved by the shareholders at the general meeting.

No

4.2.3. The Committee **recommends** that the total remuneration granted to each member of the board of directors and the executive board by the company and other companies in the group, including information on the most important contents of retention and retirement/resignation schemes, be disclosed in the annual report and that the linkage with the remuneration policy be explained.

No

5. Financial reporting, risk management and audits

5.1. Identification of risks and transparency about other relevant information

5.1.1. The Committee **recommends** that the board of directors in the management commentary review and account for the most important strategic and business-related risks, risks in connection with the financial reporting as well as for the company's risk management.

Yes

5.2. Whistleblower scheme

5.2.1. The Committee **recommends** that the board of directors decide whether to establish a

Yes

Recommendations

Complies

whistleblower scheme for expedient and confidential notification of possible or suspected wrongdoing.



5.3. Contact to auditor

5.3.1. The Committee **recommends** that the board of directors ensure regular dialogue and exchange of information between the auditor and the board of directors, including that the board of directors and the audit committee at least once a year meet with the auditor without the executive board present. This also applies to the internal auditor, if any.



5.3.2. The Committee **recommends** that the audit agreement and auditors' fee be agreed between the board of directors and the auditor on the basis of a recommendation from the audit committee.

