

CORPORATE GOVERNANCE

AURIGA – WHICH IS MANAGED ACCORDING TO A TWO-TIER MANAGEMENT SYSTEM WITH A SEPARATE BOARD OF DIRECTORS AND BOARD OF EXECUTIVES – EMPHASISES GOOD CORPORATE GOVERNANCE AS A CONDITION FOR LONG-TERM VALUE CREATION.

Auriga's Board of Directors and Board of Executives must ensure an appropriate group management structure at all times and develop an efficient risk management and control system to handle the economic and financial affairs of the company. The Board of Directors focuses on the company's long-term interests and value creation for the benefit of shareholders and other stakeholders.

Corporate governance in the Auriga group is based on the company's Articles of Association and its objectives, values and policies and is further founded on good corporate governance principles based on relevant legislation such as the Danish Public Companies Act (Aktieselskabsloven), the Danish Securities Trading, etc. Act (Værdipapirhandelsloven), the Danish Financial Statements Act (Årsregnskabsloven), IFRS as well as the code of conduct for companies listed on NASDAQ OMX, Copenhagen, etc.

With the initiatives implemented in 2009, it is the opinion of the management that Auriga is complying with the recommendations issued by the Committee on Corporate Governance and most recently updated on December 10, 2008.

Nine board meetings were held in 2009 in accordance with a meeting and work schedule laid down in advance. The calendar is planned based on what is deemed necessary and expedient in relation to the scope for the company's strategic activities and financial reporting.

The Board of Directors assesses the expediency of the company's existing capital and share structures at regular intervals. Auriga has two share classes, Class A shares with a nominal value of DKK 75 million, and Class B shares with a nominal value of DKK 180 million; each Class A share carries ten votes, while each Class B share carries one vote. The Class B shares are listed on NASDAQ OMX, Copenhagen, while the Class A shares are non-negotiable. According to the charter of the Aarhus University Research Foundation, the foundation must hold all Class A shares and at least 51% of the votes in Auriga. In the opinion of the Board of Directors and the management, the existing ownership and share structure is expedient for the long-term positive development of the company.

Reference is made to www.auriga-industries.com > Auriga Industries > Corporate Governance for further information on Auriga's corporate governance and the company's

comments on the recommendations issued by the Committee on Corporate Governance. Reference is also made to the 'Corporate Social Responsibility' section on page 11 of the annual report.

CORPORATE GOVERNANCE INITIATIVES IN 2009

- To ensure greater transparency, the Board of Directors has prepared a checklist with comments for each corporate governance recommendation. The information can be found at www.auriga-industries.com > Auriga Industries > Corporate Governance > Checklist. For ease of reference, the checklist is presented using the same structure as the recommendations. The objective is to make it easier for shareholders and others to find, process and compare the information.
- Further, a new stakeholder policy - which can also be found on the website under Investor Relations - has been adopted.
- The Board of Directors has established an audit committee and prepared its Terms of Reference. For more information, please see www.auriga-industries.com under presentation of the Board of Directors and the Audit Committee. The Audit Committee began its work in April 2009. See www.auriga-industries.com > Auriga Industries > Group Management > Board of Directors > Audit Committee.

