

# Remuneration Policy

Adopted at the Annual General Meeting by April 2, 2014

Auriga Industries A/S  
P.O. Box 9, DK-7620 Lemvig  
T: +45 70 10 70 30  
E: investor@auriga.dk  
www.auriga.dk  
www.auriga-industries.com  
CVR no. DK34629218

Cheminova A/S  
Thyborønvej 78, DK-7673 Harboøre  
T: +45 96 90 96 90  
E: info@cheminova.com  
www.cheminova.com

CVR no. DK12760043



## REMUNERATION POLICY

### General guidelines concerning performance-related remuneration of the Board of Directors and the Executive Board of Auriga Industries A/S pursuant to Section 139 of the Danish Companies Act (*Selskabsloven*)

#### Background

With a view to being able to attract, develop and retain competent key employees in future, who can contribute to improving earnings and value creation for the benefit of all stakeholders, the Board of Directors is authorised to enter into agreements concerning performance-related remuneration of the Executive Board and other senior employees according to these general guidelines.

The authorization was adopted at the Annual General Meeting by April 2, 2014, for an indefinite period and is unchanged relative to the previous authorization adopted at the Annual General Meeting in 2011 for the period up until and including 2014.

#### Board of Directors

The Board of Directors is not comprised by any incentive scheme. The members of the Board of Directors receive a fixed annual remuneration, which is approved by the general meeting and stated in the annual report. The size of the remuneration is in line with the remuneration paid by other comparable listed companies.

#### Executive Board

Each year, the remuneration committee assesses and determines the total remuneration to be paid to the Executive Board. The remuneration is specified in the annual report, and it is sought to keep the size of the remuneration in line with the remuneration paid by comparable listed companies. The remuneration consists of a **fixed basic salary** and a **variable share** (performance-related remuneration) with a view to achieving an alignment of interests between the Executive Board and the shareholders both in the short and long term. Further the Executive Board has a change of control clause and on the discretion of the Board of Directors; the Executive Board may be awarded a special bonus in case of unusual circumstances. The actual level of compensation of the Executive Board is presented each year at the general assembly.

The **fixed basic salary** consists of a fixed salary and benefits.

The **variable share** of the salary consists of performance-related remuneration (bonus pay). Each year, a variable bonus pay can thus be earned, which can be calculated on the basis of the performance criteria laid down for the individual year. The annual bonus pay earned cannot exceed an amount corresponding to one year's fixed salary and can be disbursed over a period of up to four years. In connection with the disbursement of bonus pay over several years, the amount can be made dependent on the development in Auriga's share price; however, limited to one year's fixed salary per year irrespective of the development in Auriga's share price.

A **change of control clause** has been implemented in the contracts of the Executive Board, providing the Executive a bonus in case of a change in control. The bonus equal one year's base salary and will only be paid if the Executive remains employed one year after the change has taken place or in case the company decide to terminate the employment of the Executive for convenience after the clause has been invoked (activated).

A **special bonus** in case of unusual circumstances may be awarded to the Executive Board on the discretion of the Board of Directors.

**Other senior employees**

Performance-related remuneration schemes, change of control clauses and special bonuses for other senior employees will reflect the general guidelines for the Executive Board set out above.

