

ATP's General Management

ATP is managed by a Board of Representatives, a Supervisory Board and a Chief Executive Officer (CEO). The composition of ATP's Board of Representatives and Supervisory Board is prescribed by the Danish ATP Act. ATP's CEO is appointed by the Supervisory Board.

The constitution of ATP's Board of Representatives and Supervisory Board reflect the Danish labour market agreement model. The Board of Representatives comprises 15 employer representatives, 15 employee representatives and a Chairman appointed by the Board of Representatives. The Chairman may not be affiliated with any employee or employer organisation. The Board of Representatives ordinarily convenes once a year. The work of the Board of Representatives includes approving the ATP contribution, ATP's annual report and pay policy and determining the remuneration for members of the Board of Representatives and the Supervisory Board. The Board of Representatives also appoints ATP's Chairman and auditors.

The Supervisory Board is composed of members of the Board of Representatives and comprises six employer representatives, six employee representatives and the Chairman of the Board of Representatives. The Supervisory Board convened ordinarily seven times in 2023. The Supervisory Board decides the overall objectives and strategies for the management of ATP and lays down the accompanying principles through written policies and guidelines. The Supervisory Board additionally manages a number of tasks particularly relevant to ATP in its role of a pension and investment company. In this connection, the Supervisory Board determines ATP's desired risk profile, including the frameworks for ATP's investments, and also identifies, quantifies and assesses the main risks faced by ATP. The Supervisory Board also approves the basis for pension and provisions, which includes the basis for calculating and valuing ATP's pensions.

The members of the Board of Representatives and the Supervisory Board are appointed by the Danish Minister for Employment on the recommendation of labour and management, etc. The Chairman and the other members of the Supervisory Board and the Board of Representatives are appointed for three-year terms, the aim being to achieve a balanced composition of men and women on the boards. Re-election is possible and no age limit applies to the members.

The Supervisory Board undertakes an annual self-assessment of relevant aspects of the Board's work, e.g. based on the Recommendations on Corporate Governance, including an assessment of whether the members collectively possess the necessary knowledge and experience related to ATP's risks and business. In 2023, the self-evaluation was performed by means of a questionnaire. In the evaluation, there was a focus on the Supervisory Board's insights into ATP's strategy, business model, sustainability, risk management, compliance and governance, and the Supervisory Board's and Supervisory Board Committees' structure and processes were also evaluated. The evaluation also examined the Supervisory Board's composition, diversity and competencies and the Chairman's management of the Supervisory Board. Finally, the culture in the Supervisory Board and the collaboration between the Board and the Group Management and the general behaviour of the Board were also evaluated. The evaluation thus analysed the components that are needed to ensure an effective and active Supervisory Board. The evaluation showed a positive picture of the Supervisory Board's working methods, composition, culture, organisation and governance processes, including a high degree of satisfaction with the work of the Supervisory Board and the Chairman's leadership.

There was also a focus on maintaining the Supervisory Board's work in strategic areas, and on continuing to strengthen the Supervisory Board's insights into sustainability, IT, digitalisation, cyber security and new trends of relevance to ATP.

For information about other directorships, skills and qualifications held by members of the Supervisory Board and relevant to ATP, etc., please see the section 'Skills and other directorships etc. held by members of the Supervisory Board'.

The duties of the Board of Representatives and the Supervisory Board are governed by procedures, and ATP's Supervisory Board has appointed four Supervisory Board committees in the form of an Executive Committee, a Remuneration Committee, an Audit Committee and a Risk Committee.

The Executive Committee is comprised of the Chairman and two Supervisory Board members, appointed by the employer and employee representatives of the Supervisory Board. The task of the Executive Committee is to make decisions and to prepare and implement Supervisory Board resolutions as authorised by the procedures adopted by the Supervisory Board. The Executive Committee has the competence to make certain decisions.

The Executive Committee is also responsible for performing the duties of the ATP Remuneration Committee. The duties are integrated into the agendas of the Executive Committee on an ongoing basis and comply with the processes applicable for the Executive Committee. The primary duties of the Remuneration Committee are to prepare presentations to the Supervisory Board for decisions on remuneration, including pay policy and guidelines for incentive programmes. ATP's Executive Committee convened ordinarily seven times in 2023. The Supervisory Board specifies the agenda of the Executive Committee.

ATP's Audit Committee is comprised of four members of ATP's Supervisory Board, which are the Chairman of the Board, two other members of the Executive Committee and a member of the Supervisory Board qualified in accounting or auditing, who will also serve as Chairman of the committee. The purpose of the Audit Committee is to assist the Supervisory Board in monitoring and controlling matters relating to accounting and auditing and matters relating to internal control and risk management principles for ATP. The Audit Committee met four times in 2023. The Audit Committee's Terms of Reference are determined by the Supervisory Board.

The Risk Committee is comprised of four members of the Supervisory Board who possess operational experience and expertise in relevant specialist fields, including the Chairman of the Supervisory Board, who is the Chairman of this committee. The Committee has no decision-making power but is rather a technical advisory committee with the objective of supporting the preparation of overall risk and solvency assessments, discussing key matters relating to the risk management system, and helping to provide the best possible basis for decisions to be made by the Supervisory Board. The Risk Committee met four times in 2023. The Risk Committee's Terms of Reference are determined by the Supervisory Board.

For further information on the ATP Group's corporate governance, please visit www.atp.dk

