

Board member competency profile

Approved by the board of directors on 10 December 2018.





Board member competency profile

The board of directors of VP SECURITIES must be composed of members with a range of experience and expertise that ensures a reliable and stable development of the company with a strong focus on realising VP’s objectives and strategy and who ensure compliance with VP’s business procedures. In addition, the composition of the board of directors must be based on applicable legislation and practice, including the CSD Regulation, the Danish Securities Trading Act (the Danish Capital Markets Act), the Danish Companies Act and the Corporate Governance Committee.

The Board of Directors as a collective whole

The overall competency profile of the board of directors is regarded as the sum of the knowledge, professional qualifications, diversity and experience of its members as the board of directors is a collective whole. The competencies of the individual members differ but must collectively complement and support those of VP as a whole.

It is the responsibility of the Board of Directors to ensure that its members have the collective knowledge, professional qualifications and experience necessary to be in charge of VP’s activities and the risks involved.

Annual review of the competency profile for the board of directors

The Nomination committee of the board of directors will regularly and at least once every year assess whether the board of directors as a whole possesses the required combination of knowledge, professional qualifications, diversity and experience.

Being an integral part of the board of director's annual wheel, the board member competency profile will be reviewed each year to ensure compliance with applicable statutory requirements and relevance relative to the market and strategic challenges facing VP.

The board member competency profile will be the basis on which new members are recommended for the board of directors.

Board member competency profile

The board member competency profile includes competencies of a personal, professional and market nature.

Category	Competencies
Personal qualities	<ul style="list-style-type: none"> • Integrity and dedication* • Analytic thinking and able to take decisions* • International and inter-cultural and experience base • Professional fluency in English*
Professional competencies	<ul style="list-style-type: none"> • Strategic and commercial understanding • IT and IT security • Experience with transformation management • Risk management and compliance • Human resources and remuneration • Knowledge about financial management and audit • Legislation and regulatory insight • Communication and marketing • Management of financial service companies
Market competencies	<ul style="list-style-type: none"> • Knowledge about the CSD industry and its business drivers • Capital markets and capital markets infrastructure



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	<ul style="list-style-type: none">• Experience from the most essential players of the capital markets; CCP, custody banks, CSD, stock exchange• Experience from financial service company
Special competencies for the chairmanship	<ul style="list-style-type: none">• Corporate governance• Communication and investor relations• M&A, structured finance and alliance management• Ability to conduct and facilitate constructive discussions as well as delegate decisions• Proactive interaction with the management board in order to ensure VP's continued development in a competitive industry<ul style="list-style-type: none">○ Organisation and human resources

* Applies to all members of the board of directors.

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