

CORPORATE

GOVERNANCE

Female

33%

**Board Members** 

Unchanged

Independent Board Members

WE DISCOVER POTENTIAL

100%

Unchanged

Registered Shareholders (DKK 1,000)

46

Up from 38

Board and Committee meetings

35

Up from 32

1 January – 31 December 2020 Corporate Governance Statement 2020

# **CORPORATE GOVERNANCE**STATEMENT 2020

#### COMPLIANCE WITH RECOMMENDATIONS on CORPORATE GOVERNANCE

The following statutory statement pursuant to the Danish Financial Statements Act Section 107b is part of the Management's Review in the 2020 Annual Report.

Pursuant to Section 4.3 of the rules for issuers of shares listed on NASDAQ Copenhagen, Danish companies must give a statement on how they address the recommendations on Corporate Governance issued by the Danish committee on Corporate Governance in November 2017 based on the 'comply or explain' principle (www.corporategovernance.dk).

FLSmidth's position on each specific recommendation is summarised in this report. In the Board's opinion, FLSmidth complies fully with all the recommendations except 3.5.1. where the company only complies partially.

Recommendation	The com-	The com-	The com-	The explanation for complying partially/not complying with the recommendation
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	plies	plies par-	not com-	
		tially	ply	

#### 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, and in order for the board of directors to be aware of the shareholders' views, interests and opinions on the company.

The Board and the Executive Management value and encourage shareholders' active participation in the company's affairs through the channels and means available to them, either according to statutory rules or by other means, notably the Company's Annual General Meeting.

FLSmidth & Co. A/S aims at maintaining seamless and efficient communication with its shareholders, for example through the internet. Among other channels, FLSmidth & Co. A/S provides information to its shareholders via its website, interim reports, annual reports, and company announcements to NASDAQ Copenhagen, press releases as well as at Annual General Meetings.

After the release of quarterly interim reports, investor meetings are held virtually or physically in Denmark and abroad, and teleconferences (direct webcasts) are held during which questions can be put directly to members of the Executive Management.

In addition, investors have the possibility of directly contacting the Executive Management and the Board via the Company's Investor Relations function whose task it is to maintain an ongoing dialogue between the company and its present and future prospective shareholders.

Recommendation	The company complies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
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.	х			The Board of Directors have adopted policies on the company's relationship with our investors as well as a policy framework that defines our commitments for major sustainability impacts, risks, governance and transparency. This is enshrined in the health, safety and environment policy, code of conduct, diversity & equality policy, human resources policy, human rights policy, supplier code of conduct, tax policy, trade compliance policy, competition policy, quality policy and online recruitment policy.  Link to Investor Relations policy: <a href="https://www.flsmidth.com/en-gb/company/investors/the-share/investor-relations-policy-link-to-our commitments">https://www.flsmidth.com/en-gb/company/sustainability/policies-and-priorities</a>
1.1.3. THE COMMITTEE RECOMMENDS that the company publish quarterly reports	X			FLSmidth & Co. has published quarterly reports since August 2000.
1.2. General meeting				
1.2.1. THE COMMITTEE RECOMMENDS that when organising the company's general meeting, the board of directors plans the meeting to support active ownership.	X			Shareholders can exert influence by participating in and voting at general meetings. Besides, each shareholder has the right to address the Board of Directors and the other shareholders who participate in the General Meeting, either verbally at the meeting or in writing before the General Meeting.  Any shareholder is entitled to ask for specific topics and proposals to be considered at the Annual General Meeting. In order to be discussed and/or considered at the General Meeting resolutions proposed by the shareholders must be submitted in writing to the Board of Directors within the statutory time limits.  Since 2006, voting by shareholders has been based on the principle of "one share – one vote", as FLSmidth at that time abandoned the former A and B share classes, which provided different voting rights for A and B shares, and went to one common class of shares.  Shareholders who are not present at general meetings may exercise their influence by way of proxy to another person, including to the Board of Directors, or by casting their vote by letter. According to the Danish Companies Act, proxies given to the Board of Directors must be limited to one particular General Meeting.  Shareholders may also attend general meetings accompanied by a professional adviser.
1.2.2. THE COMMITTEE RECOMMENDS that proxies or votes by post for the general meeting allow shareholders to consider each individual item on the agenda.	х			Together with the notice of the Annual General Meeting, the Board of Directors sends out proxy forms that enable the shareholders to place their vote regarding each item on the agenda.

Recommendation	The com- pany com- plies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
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.	х			The company has set up contingency procedures in the event of a takeover bid. The Board of Directors complies with the issuer rules of the Companies Act, the Securities Trading Act and Nasdaq Copenhagen regarding the obligation of the Board of Directors to assess any takeover bids and prepare the Board's recommendations to the company's shareholders. Based on its assessment of how binding and concrete a take-over bid is in fact, the Board of Directors assess whether the bid is sufficiently binding and concrete for the Board to form a well-informed opinion on the offer and for the Board to submit a reasoned recommendation to the shareholders, and if this is the case, what the Board of Directors wish to recommend to the shareholders.
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.				As part of the Board's annual plan, its rules of procedure and duties are reviewed in relation to the company's current situation, challenges and strategic objectives.
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.	х			As part of the Board's annual plan, the strategy of the company is reviewed.  In 2018, a new operating model was implemented, building on an industry setup in Mining and Cement, owning the full product portfolio and lifecycle offering. The two industries are supported by six regions that are responsible for all sales and service activities to customers in the respective regions. The changed way of working was implemented to facilitate growth by moving closer to and having one face to the customer, whilst having a strong, united life-cycle focus on products and solutions. Another important element in the reorganisation was to reduce internal complexity and support

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		,		Throughout 2020, the board of directors has closely monitored the pandemic impact on FLSmidth's business, strategy and business model. To address the challenging cement end market, steps have been taken to increase outsourcing, simplify the cement business and adjust the cost structure. In light of diverging mining and cement end market dynamics, and to further strengthen our two industries setup, we will keep a focus on leveraging synergies while ensuring a clear capital allocation to capture growth opportunities and maximise value creation within both businesses.
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.	х			In connection with annual strategy and budget meetings, the Board of Directors reviewed and ensured that the necessary competencies and financial resources are in place and available within the company. FLSmidth has a clear priority for its capital structure, which is described in the annual report and on the company website: <a href="https://www.fls-midth.com/en-gb/company/investors/the-share/share-and-dividend-key-figures.">https://www.fls-midth.com/en-gb/company/investors/the-share/share-and-dividend-key-figures.</a> In addition, a long-term incentive plan is in place to ensure executive management's focus on long-term value creation.  Given the global uncertainty caused by the COVID-19 pandemic, the Board of Directors decided to withdraw the proposal to pay a dividend of DKK 8 per share in 2020 to ensure resilience in a period of market uncertainty and to further strengthen FLSmidth's financial position. Once market conditions have stabilised, the Board will revisit the capital structure and allocation to shareholders.
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 reporting to the board of directors.	X			The Board of Directors continually evaluates the work of the Executive Group Management by specifying targets and assessing as to what level or degree such targets have been met.  As part of the Board of Directors' annual plan, the cooperation between Management and Board is evaluated once a year through a formalised dialogue between the Chairman and the Chief Executive Officer. The results of the dialogue are presented at a subsequent Board meeting.
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.	х			The Board of Directors continually evaluates the work of the Group Executive Management by specifying targets and assessing as to what level or degree such targets have been met.  As part of the Board of Directors' annual plan, the composition of the Group Executive Management as well as developments, performance, risks and succession plans are discussed once a year at a Board meeting.
2.2. Corporate social responsibility 2.2.1. THE COMMITTEE RECOMMENDS that the board of directors adopt policies on corporate social responsibility.	х			FLSmidth has adopted a Sustainability policy (formerly Corporate Social Responsibility policy) with particular focus on safety, human resources, diversity and equality, compliance (Code of Conduct), environment and human rights. The company also has a Sustainable procurement programme in place for its suppliers and subcontractors, who must follow the minimum guidelines listed in the Supplier Code of Conduct. The company is a signatory to the United Nations Global Compact reporting at an Advanced level, and the Sustainability Report is prepared with reference to selected

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				GRI Standards, adherent to the Danish Financial Statements Act section 99a, and transparent with its carbon emissions as it discloses through the CDP. Implementation of the Sustainability policy is handled by the various business units and is being coordinated by the Group Sustainability Manager.
				All available policies for relevant sustainability topics may be found here:  https://www.flsmidth.com/en-qb/company/sustainability/policies-and-priorities
2.3. Chairman and vice-chairman of t		directors		have adjutable of the the Agreed Conseq Marking the Decod of Division to the Conseq Civilian
2.3.1. THE COMMITTEE RECOMMENDS ap-	Χ			Immediately after the Annual General Meeting the Board of Directors elects from its own members a Chairman and a
pointing a vice-chairman of the board of di-				Vice Chairman. A job and task description outlining the duties and responsibilities of the Chairman and the Vice Chair-
rectors who will assume the responsibilities				man has been drawn up. The task description is reviewed each year as part of the Board's annual plan.
of the chairman in the event of the chair-				
man's absence, and who will also act as ef-				
fective sparring partner for the chairman.				
2.3.2. THE COMMITTEE RECOMMENDS en-	Х			The Board of Directors has currently not asked the Chairman or other Directors to undertake special tasks for the com-
suring that, if the board of directors, in ex-				pany. If this becomes relevant, it will take place in accordance with this recommendation and subject to further arrange-
ceptional cases, asks the chairman of the				ment with the rest of the Board of Directors.
board of directors or other board members				
to perform special activities for the com-				
pany, 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 independ-				
ent, overall management and control func-				
tion. Resolutions on the chairman's or other				
board members' participation in day-to-day				
management and the expected duration				
hereof should be announced.				
3. Composition and organisation	on of the l	ooard of d	lirectors	
3.1. Composition				
3.1.1. THE COMMITTEE RECOMMENDS that	Х			To achieve a highly informed debate with the Group Executive Management, the Company strives for a Board mem-
the board of directors annually evaluates				bership profile reflecting substantial managerial experience from internationally operating industrial companies.

Recommendation	The company complies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
and, in the management commentary, accounts for the skills it must have to best perform its tasks, the composition of the				At least one member of the Board must have CFO experience from a major listed company, and all other members should preferably have CEO experience from a major internationally operating and preferably listed company.
perform its tasks, the composition of the board of directors, and the special skills of each member.			The composition of the Board of Directors reflects that the majority of members elected at the Annual General Meeting hold competencies in acquisition and sale of companies, financing and stock market issues, international contracts and accounting. In addition, it is preferable that the Board members have a background in construction contracting and possess technical expertise on process plants and process technology, including cement and/or minerals. Please refer to the annual report for a complete overview of Board competencies:	
3.1.2. THE COMMITTEE RECOMMENDS that once a year the board of directors discuss the company's activities to ensure relevant diversity at <b>management</b> levels, prepares, and adopts a policy on diversity. The policy should be published on the company website.	X			The Board of Directors has adopted a Diversity & Equality policy, which is published on the company's website. The policy along with other sustainability related policies may be found here: <a href="https://www.flsmidth.com/en-gb/company/sustainability/policies-and-priorities">https://www.flsmidth.com/en-gb/company/sustainability/policies-and-priorities</a>
3.1.3 THE COMMITTEE RECOMMENDS that the selection and nomination of candidates				The FLSmidth Board of Directors has set up a nomination committee which currently consists of the Board of Directors' chairmanship i.e. Mr. Vagn Sørensen and Mr. Tom Knutzen as well as Mr. Thrasyvoulos Moraitis.
for the board of directors be carried out through a thoroughly transparent process approved by the board of directors. When assessing its composition and nominating				The responsibilities of the nomination committee are to evaluate the work of the Board of Directors, propose replacements and nominate candidates for Board membership. In carrying out these duties, the nomination committee may choose to include the compensation committee in its discussions.
new candidates, the board of directors, in addition to the need for competences and qualifications, should take into consideration the need for integration of new talent and diversity.				The nomination committee bases its work on a profile description of the entire FLSmidth Board, including a profile of each Board member. The profile description is decided and updated by the Board of Directors. To achieve a highly informed debate with the Executive Management, the Board membership profile reflects substantial managerial experience from internationally operating industrial companies. At least one member of the Board must have CFO experience from a major listed company, and all other members should preferably have CEO experience from a major internationally operating and preferably listed company.
				The composition of the Board of Directors reflects that the majority of members elected at the Annual General Meeting hold competencies in acquisition and sale of companies, financing and stock market issues, international contracts and accounting. In addition, it is preferable that the Board members possess technical expertise on the cement and/or minerals processing industries. Please refer to the annual report for a full overview of Board competencies.

Recommendation	The com- pany com- plies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
<ul> <li>3.1.4 THE COMMITTEE RECOMMENDS that the notice convening the general meeting when election of members to the board of directors is on the agenda be accompanied by a description of the nominated candidates' qualifications, including information about the candidates'</li> <li>other executive functions, among these memberships in executive boards, boards of directors, and supervisory boards, including board committees in Danish and foreign enterprises, and demanding organisational tasks.</li> <li>Furthermore, it should be indicated whether candidates to the board of directors are considered independent.</li> </ul>	x	tany	P''Y	Information about the competencies of the individual Board members, including other executive posts, appears from the company website and the company's annual report. Notices of general meetings include references to the company website on which the information mentioned above is available.  Information about the competencies of the individual Board members, including other managerial posts, appears from the company website and the company's annual report.  Link: <a href="https://www.flsmidth.com/en-gb/company/about-us/organisation/board-of-directors">https://www.flsmidth.com/en-gb/company/about-us/organisation/board-of-directors</a>
3.1.5. THE COMMITTEE RECOMMENDS that members of the company's executive board are not members of the board of directors and that a chief executive officer who is stepping down does not take up the position of chairman or vice chairman for the same company.	X			As it is general practice in Denmark, FLSmidth maintains a clear division of responsibility and separation between the Board of Directors and the Group Executive Management.
3.1.6. 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.	х			The members of the Board elected at the General Meeting retire at each Annual General Meeting. Re-election may take place.
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	x			All members of the Board elected at the Annual General Meeting are independent in the opinion of the Board of Directors and according to the criteria specified by the Committee on Corporate Governance in the left column.

Recommendation	The com- pany com- plies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
of special interests. To be considered inde-				
pendent, 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 com-				
pany/group, a subsidiary undertaking or an				
associate in another capacity than as mem-				
ber 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 indi-				
rectly as partner or employee, shareholder,				
customer, supplier or member of the execu-				
tive management in companies with corre-				
sponding 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 com-				
pany,				
have been member of the board of direc-				
tors for more than 12 years, or				
have been close relatives with persons who				
are not considered independent.				
Even if a member of the board of directors				
is not covered by the above criteria, certain				
conditions may exist that lead the board of				
directors to decide that one or more mem-				
bers cannot be regarded as independent.				

Recommendation	The com- pany com- plies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
3.3. Members of the board of director	rs and the r	number of o	ther execut	ive 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 they can manage satisfactorily for the company.	X			The members of the Board are encouraged by the chairmanship to assess whether they have sufficient time available for the performance of their Board duties, both before being nominated as candidates for Board membership and while serving as Board members.  Each board member's attendance in board and committee meetings is disclosed in the Annual Report 2020. Despite the significantly increased number of board meetings in 2020 to address the business impact of Covid-19, the meeting attendance (physical or virtual) was 99%, which is a testament to the fact that all of the board members can satisfactorily manage the duties owed to the company. All members of the Board of Directors participated, physically or virtually, in all relevant board and committee meetings in 2020, except one member who was unable to attend one of 17 Board meetings, due to a conflicting obligation.
<ul> <li>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: <ul> <li>the position of the relevant person,</li> <li>the age and gender of the relevant person,</li> <li>the respective person's competences and qualifications that are relevant to the company,</li> <li>whether the member is considered independent,</li> <li>the date of appointment to the board of directors of the member,</li> <li>expiry of the current election period,</li> <li>the member's participation in the meetings of the board of directors and committee meetings,</li> <li>other executive functions, e.g. memberships in executive boards, boards of directors, and supervisory boards, including board</li> </ul> </li> </ul>	X			The recommended information appears from the company's website and the Annual Report.  Link: <a href="https://www.flsmidth.com/en-gb/company/about-us/organisation/board-of-directors">https://www.flsmidth.com/en-gb/company/about-us/organisation/board-of-directors</a> Link: <a href="https://www.flsmidth.com/en-gb/company/about-us/organisation/board-of-directors">https://www.flsmidth.com/en-gb/company/about-us/organisation/board-of-directors</a>

The com- pany com- plies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
x			The annual self-assessment process includes an evaluation of number, level and complexity of other executive functions.
х			The recommended information appears in the Annual Report 2020 which is available on the company website.  Information about the committee members: <a href="https://www.flsmidth.com/en-gb/company/investors/governance/board-committees">https://www.flsmidth.com/en-gb/company/investors/governance/board-committees</a> The Nomination Committee
			The nomination committee consists of Mr. Vagn Sørensen, Mr. Tom Knutzen and Mr. Thrasyvoulos Moraitis. In 2020, the committee met three times. Its main activities in 2020 have been related to assessing the composition and competencies of the Board of Directors.
			The Compensation Committee  The Compensation Committee consists of Mr. Vagn Sørensen, Mr. Tom Knutzen and Mr. Thrasyvoulos Moraitis. The  Compensation Committee had five meetings in 2020, and the committee's main activities in 2020 were related to the approval of incentive plans and overall remuneration schemes for Group Executive Management and the management layer reporting to the Group Executive Management.
	pany complies	pany complies partially	pany complies pany complies partially ply

Recommendation	The com- pany com- plies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
			· •	The Audit Committee
				The audit committee consists of Mr. Tom Knutzen (Chairman), Ms. Anne Louise Eberhard and Ms. Gillian Dawn Winckler who are all independent and have considerable insight and experience in financial matters, accounting and auditing in listed companies.
				In 2020, the Audit Committee met seven times and the committee's main activities were to consider specific financial risk, including tax risk, accounting and auditing matters, as well as paying special attention to financial processes, internal control environment and cyber security. A particular focus area in 2020 has been to assess the financial risks associated with COVID-19 pandemic and the related impact on liquidity and cash flow.
				The Technology Committee  The Technology Committee consists of three Board members, Mr. Rob Smith (Chairman), Mr. Thrasyvoulos Moraitis and Mr. Søren Dickow Quistgaard. The Technology Committee met three times in 2020. The main tasks in 2020 were to monitor the major development projects across the two industries, to ensure the right and appropriate KPIs are set for R&D across both industries and to approve the strategic focus areas for the coming years.
3.4.2. THE COMMITTEE RECOMMENDS that a majority of the members of a board committee be independent.	х			All members of any board committee were independent in 2020 pursuant to the definition in section 3.2.1.
	×			The Board of Directors has established a formal audit committee consisting of Tom Knutzen (chairman), Ms. Anne
3.4.3 THE COMMITTEE RECOMMENDS that				Louise Eberhard and Ms. Gillian Dawn Winckler.
the members of the board of directors set up an audit committee and that a chairman				The Chairman of the Board of Directors, Vagn Sørensen is not chairman of the audit committee, as the audit committee
of the committee is appointed who is not				is chaired by Tom Knutzen.  The three members of the audit committee (Tom Knutzen, Anne Louise Eberhard and Gillian Dawn Winckler) possess
the chairman of the board of directors.				considerable expertise and experience in financial, accounting and audit conditions of listed companies.
3.4.4. THE COMMITTEE RECOMMENDS	X			To ensure a high quality of the Group's financial reporting systems, the Board of Directors and the Executive Manage-
that, prior to the approval of the annual re-				ment have adopted policies, procedures and guidelines for presentation of the financial statements and internal con-
port and other financial reports, the audit				trol, which the subsidiaries and reporting units must adhere to, including:
committee monitors and reports to the				<ul> <li>Continuous monitoring of goals and results achieved viewed against approved budgets</li> </ul>
board of directors about:				<ul> <li>Continuous monitoring of projects including handling of risks and accounting for them</li> </ul>
<ul><li>significant accounting policies,</li></ul>				■ Policies for use of IT, insurance, cash management, procurement, etc.
<ul><li>significant accounting estimates,</li></ul>				<ul> <li>Reporting instructions and manuals</li> </ul>
<ul><li>related party transactions, and</li></ul>				■ Finance manual
				■ Closing manual

Recommendation	The company complies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
<ul> <li>uncertainties and risks, including in relation to the outlook for the current year.</li> </ul>				Responsibility for maintaining sufficient and effective internal control and risk management in connection with financial reporting lies with the Group Executive Management.  The audit committee continuously monitors the process of financial reporting and the adequacy and effectiveness of the internal control systems established, including new accounting standards, accounting policies and accounting estimates. Besides, the audit committee monitors and checks the independence of the external auditor and monitors the planning, execution and conclusions of the external auditing.
3.4.5. THE COMMITTEE RECOMMENDS that the audit committee:	х			Once a year, the audit committee evaluates the need for an internal audit function.
<ul> <li>annually assesses the need for an internal audit, and in such case, makes mandates and recommendations on selecting, appointing and removing the head of the internal audit function and on the budget of the internal audit function</li> <li>ensures that if an internal audit has been established, a description of its functions is available and approved by the board of directors</li> <li>ensures that if an internal audit has been established, that adequate resources and competences are allocated to carry out the work, and</li> <li>monitors the executive board's follow-up on the conclusions and recommendations of the internal audit function.</li> </ul>				So far, the audit committee has seen no need for an actual internal audit function because the internal policies, procedures, guidelines and control actions in place are considered to function well and considered embedded in the Executive Management and the company's Group Control and Project Control functions. This includes internal audit requirements to reach and maintain ISO certifications, which are a license to operate. Management reviews these controls on an annual basis.
3.4.6 THE COMMITTEE RECOMMENDS that the board of directors establish a nomination committee 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 nomination committee consists of three members, currently Mr. Vagn Sørensen (Chairman), Mr. Tom Knutzen and Mr. Thrasyvoulos Moraitis. The nomination committee is elected each year by the entire Board at the initial Board meeting following the Annual General Meeting. The responsibilities of the nomination committee are to continuously evaluate the work and composition of the Board, initiate any changes and suggest new candidates for Board membership.  The nomination committee meets at least twice a year.

**FLSmidth** • Corporate governance statement 2020

Recommendation	The com- pany com- plies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
the competences, knowledge and experi-				
ence of the two governing bodies com-				
bined,				
■ annually assess the structure, size, composi-	_			
tion and results of the board of directors				
and the executive board, as well as recom-				
mend any changes to the board of direc-				
tors,				
<ul><li>annually assess the competences,</li></ul>				
knowledge, experience and succession of				
the individual members of management,				
and report to the board of directors in this				
respect,				
<ul><li>recommendation of candidates for the</li></ul>				
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.				
3.4.7. THE COMMITTEE RECOMMENDS	x			The compensation committee consists of three Board members, currently Mr. Vagn O. Sørensen (Chairman), Mr. Tom
that the board of directors establish a remu-				Knutzen and Mr. Thrasyvoulos Moraitis.
neration committee with at least the follow-				
ing preparatory tasks:				The compensation committee is elected each year by the entire Board at the initial Board meeting following the Annual
to recommend the remuneration policy (in-				General Meeting. The committee meets minimum three times every year.
cluding the general guidelines for incentive				
based remuneration) to the board of direc-				The purpose of the compensation committee is to determine the salary and other terms of employment for members of
tors and the executive board for approval				the Group Executive Management. Besides, once a year the compensation committee approves the overall principles
by the board of directors prior to approval				of the Group's bonus and other short- or long-term incentive or retention plans.
by the general meeting, make proposals to				
the board of directors on remuneration for				The compensation committee also submits proposals to the Board for the compensation of the Board and the Board
members of the board of directors and the				committees.
executive board, as well as ensure that the				
remuneration is in compliance with the				Until and including 2019, the guidelines for incentive pay <a href="https://www.flsmidth.com/en-gb/company/investors/govern-">https://www.flsmidth.com/en-gb/company/investors/govern-</a>
company's remuneration policy and the as-				ance/incentive-plans has functioned as the group's remuneration policy.
sessment of the performance of the per-				
sons concerned. The committee should				

Recommendation	The company complies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
have information about the total amount of				At the Annual General Meeting in 2020, the Board presented, based on a recommendation by the compensation com-
remuneration that members of the board of				mittee, a revised remuneration policy for the Board and Executive Management, incorporating the requirements from
directors and the executive board receive				the EU Shareholders Rights Directive as implemented into Danish law during 2019. The General Meeting adopted the
from other companies in the group and				proposal by the Board of Directors for the new remuneration policy, which can be found on the company website:
recommend a remuneration policy applica-				https://www.flsmidth.com/en-gb/company/investors/governance/incentive-plans
ble for the company in general and assist				
with the preparation of the annual remuner-				
ation report.				Once every year the Chief Executive Officer must inform the compensation committee about pay levels for the Group
				Executive Management.
3.4.8. THE COMMITTEE RECOMMENDS	Х			Should the compensation committee use external advisers, it is ensured that the same external advisers are not used
that the remuneration committee do not				as those used by the Executive Management.
consult with the same external advisers as				
the executive board of the company.				
3.5. Evaluation of the performance o	f the board	of directors	and the ex	ecutive board
3.5.1 THE COMMITTEE RECOMMENDS that		Х		As part of its annual plan, the Board of Directors performs an annual self-evaluation to evaluate the contribution, en-
the board of directors establishes an evalu-				gagement and competencies of its individual members. The Chairman is responsible for the evaluation. The result of
ation procedure for an annual evaluation of				the questionnaire is discussed at a subsequent Board meeting and the individual comments submitted are used in the
the board of directors and the individual				planning and handling of future Board meetings.
members.				
External assistance should be obtained at				It is the opinion of the Board of Directors that external assistance rarely yields any benefits. However, each board mem-
least every third year. Inter alia, the evalua-				ber has the right to request external assistance in the evaluation if they believe this to be relevant.
tion should include:				
<ul><li>Contribution and results,</li></ul>				
<ul> <li>Cooperation with the executive board</li> </ul>				
■ The chairman's leadership of the board of				
directors				
■ The composition of the board of directors				
(including competences, diversity and the				
number of members)				
■ The work in the committees and the com-				
mittee structure				
■ The organisation and quality of the material				
that is submitted to the board of directors				

Recommendation	The company complies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
The evaluation procedure and the general conclusions should be described in the management commentary and on the company website. The chairman should account for the evaluation of the board of directors, including the process and general conclusions, at the General Meeting prior to the election to the board of directors.				
3.5.2. 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 criteria. Furthermore, the board of directors should evaluate the need for changes to the structure and composition of the executive board, in light of the company's strategy.	x			The Board of Directors continually evaluates the work of the Executive Group Management by specifying targets and assessing as to what level or degree such targets have been met. The composition of Group Executive Management was changed in 2020 by adding the Chief Procurement Officer to the Group Executive Management. Procurement is of particular strategic importance to FLSmidth due the company's high degree of outsourcing, and the pandemic has underlined the importance of an agile supply chain.
3.5.3. 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 formalised 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.	x			The Board of Directors continually evaluates the work of the Executive Group Management by specifying targets and assessing as to what level or degree such targets have been met. As part of the Board of Directors' yearly plan the cooperation between Management and Board is evaluated once a year through a formalised dialogue between the Chairman and the CEO. The results of the dialogue are presented at a subsequent Board meeting.
4. Remuneration of management		,		
4.1. Form and content of the remune 4.1.1. THE COMMITTEE RECOMMENDS that the board of directors prepares a remuneration policy for the board of directors and the executive board, including				At the Annual General Meeting in 2020, the Board presented a revised remuneration policy for the Board and Executive Management, incorporating the requirements from the EU Shareholders Rights Directive as implemented into Danish law during 2019. The General Meeting adopted the proposal by the Board of Directors for a new remuneration policy, which can be found on the company website:

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	ply	http://www.flansidth.com/on LIC/levicetor/Deletions/Covernesses/Covidelines/favilesentine/Dev
		http://www.flsmidth.com/en-US/Investor+Relations/Governance/Guidelines+for+Incentive+Pay
		The incentive-based portion of the Executive Management's remuneration is presented at the company's Annual General Meeting pursuant to Section 139 of the Danish Companies Act, and the disclosure of it appears from the company's articles of association.  The Board of Directors has set up a compensation committee which continuously assesses the Management's compensation.  The Board of Directors' total remuneration consists of an annual cash payment for the current financial year which is submitted for approval at the Annual General Meeting. The cash payment currently consists of a base fee of DKK 450,000 to each Board member, which is graded in line with additional tasks and responsibilities:  a. Ordinary Board members  100 % of the base fee  b. Board Vice Chairman  200 % of the base fee  c. Board Chairman  300 % of the base fee  d. Committee Chairman  Additional fee DKK 225,000  e. Committee Chairman of the Board of Directors will not receive committee fees.  In terms of the long-term value creation for the company and relevant related goals, please refer to the 2020 Remuneration Report which is part of the Annual Report 2020. Link to financial reports: <a href="https://www.fismidth.com/en-gb/company/investors/downloads/reports-and-presentations">https://www.fismidth.com/en-gb/company/investors/downloads/reports-and-presentations</a> where the financial KPIs used in management's short and long-term incentive programme are outlined. The stretched financial KPIs used in management's short and long-term incentive programmes are all directly or indirectly related to the Group ROCE (Return on Capital Employed) and NWC (Net working Capital).
x		The Board has adopted a remuneration policy for the Group Executive Management establishing a framework for variable salary components to support the company's short- and long-term goals (please see 4.1.1). The purpose is to ensure that the pay system does not lead to imprudence, short-term behaviour or unreasonable risk acceptance on the part of Group Executive Management.  The Board's compensation committee considers from time to time the Group Executive Management's remuneration.  The total remuneration of the Group Executive Management consists of the following components:
×		

Recommendation	The com- pany com- plies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
and measurability for award of variable components,  it is ensured that variable remuneration only consists of short- and long-term remuneration components, and that long-term components must have an earning and maturity period of at least three years, and  ensures the opportunity for 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.		tiany	рлу	Long-term incentives in the form of performance shares Severance payment, if any, corresponding to the relevant member's base salary for a maximum period of 24 months Customary benefits such as company car, telephone, newspaper, etc. Furthermore, specific expatriate benefits may apply for members of Group Executive Management who relocates to take up employment with the company.  For the Long-term incentive programme, the programme has a three-year maturity period. Full vesting of performance shares after three years will depend upon continued employment and on the achievement of stretched financial tar- gets related to:  EBITA margin and net working capital ratio (active programmes)  EBITA margin, total shareholder return and a sustainability-linked KPI (planned 2021 grant)  Remuneration agreements for the Group Executive Management include a right for the company to demand full or par- tial repayment of variable pay components which have been paid out based on information that is subsequently proved to be incorrect.  For more information about the short and long-term incentive programmes, please see the 2020 Remuneration Report in which is part of the Annual Report 2020. Link to financial reports: <a href="https://www.flsmidth.com/en-gb/company/inves- tors/downloads/reports-and-presentations">https://www.flsmidth.com/en-gb/company/inves- tors/downloads/reports-and-presentations</a>
4.1.3. THE COMMITTEE RECOMMENDS that remuneration of members of the board of directors does not include share options.	x			The Board of Directors' total remuneration consists of an annual cash payment which is recommended by the Board and adopted by the Annual General Meeting.
4.1.4. THE COMMITTEE RECOMMENDS that if, in relation to long-term incentive programmes, a share-based remuneration is used, the programmes should have an earning and maturity period of at least three years after being allocated and should be roll over programmes, i.e. the options should be granted periodically.	x			Share-based remuneration is granted periodically and has a maturity of at least three years from the date of allocation. For further details, please see 4.1.2.
<b>4.1.5.</b> THE COMMITTEE RECOMMENDS that the total value of the remuneration during the notice period, including severance pay,	х			Agreements regarding severance allowance shall not exceed two years' annual remuneration.

Recommendation	The company complies	The com- pany com- plies par- tially	The com- pany does not com- ply	The explanation for complying partially/not complying with the recommendation
should not exceed two years of remuneration, including all components of the remuneration.				
4.2. Disclosure of the remuneration				
<b>4.2.1.</b> 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.	x			The Chairman's statement at the Annual General Meeting includes information on the company's compliance with the general guidelines for incentive pay.
4.2.2. THE COMMITTEE RECOMMENDS that shareholders take up proposals for approval of remuneration for the board of directors for the current financial year at the general meeting.	x			A proposal for remuneration of the Board of Directors for the current financial year is submitted for approval at the Annual General Meeting.
4.2.3 THE COMMITTEE RECOMMENDS that the company prepares a remuneration report that includes information on 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 and associates for the last three years, including information on the most important contents of retention and retirement/resignation schemes, be disclosed in the annual report and that the linkage between the remuneration and company strategy and relevant related goals be explained.  The remuneration report should be published on the company website.	X			Full disclosure is provided in the 2020 Remuneration Report in which is part of the Annual Report 2020. Link to financial reports: <a href="https://www.flsmidth.com/en-gb/company/investors/downloads/reports-and-presentations">https://www.flsmidth.com/en-gb/company/investors/downloads/reports-and-presentations</a>

Recommendation	The com-	The com-	The com-	The explanation for complying partially/not complying with the recommendation
	pany com-	pany com-	pany does	
	plies	plies par-	not com-	
		tially	ply	
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### 5. Financial reporting, risk management and audits

5.1.1. THE COMMITTEE RECOMMENDS that	X	The Board of Directors accounts for strategic, financial and business-related risks and risk management in a special
the board of directors in the management		chapter in the Annual Report.
commentary review and account for the		
most important strategic and business-re-		
ated risks, risks in connection with the fi-		
nancial reporting as well as for the com-		
oany's risk management.		
5.2. Whistleblower scheme		
5.2.1. THE COMMITTEE RECOMMENDS	X	As part of the company's Code of Conduct, employees and other persons have been given the opportunity to report
hat the board of directors establish a whis-		confidentially violations or suspicion of violations to the Group General Counsel and/or the Head of the Global Govern
leblower scheme for expedient and confi-		ance and Compliance department and/or an external whistle-blower hotline. Any reporting, whether received anony-
dential notification of possible or suspected		mously or from a known source, is treated confidentially and is initially investigated internally by the Group General
vrongdoing.		Counsel or one of her legal staff who is authorised to do so. Sanctions in case of any confirmed violations are decided
		by the Group Chief Executive Officer based on a recommendation by the Group General Counsel. In the case of the
		Executive Management, recommendation shall be given to the Chairman of the Board of Directors.
5.3. Contact to auditor		
5.3.1. THE COMMITTEE RECOMMENDS that	X	The Board Chairman and Audit Committee Chairman keep regular contact with the company auditor. The Board of Di-
he board of directors ensure regular dia-		rectors, including the Audit Committee meets at least once a year with the auditor without the executive board presen
ogue and exchange of information be-		
ween the auditor and the board of direc-		
ors, including that the board of directors		
nd the audit committee at least once a		
ear meet with the auditor without the ex-		
ecutive board present. This also applies to		
he internal auditor, if any.		
.3.2. THE COMMITTEE RECOMMENDS	X	The audit agreement and auditors' fee is agreed between the Board of Directors and the auditor based on a recom-
nat the audit agreement and auditors' fee be		mendation from the audit committee.
greed between the board of directors and		
he auditor elected by the general meeting		
based on a recommendation from the audit		
committee.		

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#### UPDATED RECOMMENDATIONS ON CORPORATE GOVERNANCE – NOT YET EFFECTIVE

On 2 December 2020, the Danish Committee on Corporate Governance issued updated recommendations for Corporate Governance, which will enter into force for the financial year starting January 1, 2021. As the updated recommendations are not yet effective, they are not part of this report, but below we have provided comments to some of the updated recommendations.

#### Recommendation 1.1.1 - Communication with the company's shareholders, investors and other stakeholders

The Committee recommends that the management through ongoing dialogue and interaction ensures that shareholders, investors and other stakeholders gain the relevant insight into the company's affairs, and that the board of directors obtains the possibility of hearing and including their views in its work:

Please refer to 1.1.1. above as this updated recommendation is similar to the current recommendation. The Committee has, however, included a comment that "In addition to dialogue with the shareholders, investors and other stakeholders, the company may also, if possible, consider to have a dialogue with, for instance, representatives of the shareholders' proxy advisors, i.e. in relation to institutional investors' voting.":

FLSmidth has a diversified and international shareholder base, and thus we value and seek engagement with proxy advisors to the extent possible. It is our experience that some proxy ad-

visors are more open to dialogue with companies than others are, and with some proxy advisors we have regular dialogue, including in-person meetings.

#### Recommendation 1.2.1 - The general meeting

The Committee recommends that the board of directors organises the company's general meeting in a manner that allows shareholders, who are unable to attend the meeting in person or are represented by proxy at the general meeting, to vote and raise questions to the management prior to or at the general meeting. The Committee recommends that the board of directors ensures that shareholders can observe the general meeting via webcast or other digital transmission:

FLSmidth's shareholders can follow the general meeting via webcast live or as replay with access from the company website. Shareholders, who are unable to attend the meeting in person, can cast their votes by postal vote or via proxy.

## Recommendation 1.4.1 - Corporate Social Responsibility

The Committee recommends that the board of directors adopts a policy for the company's corporate social responsibility, including social responsibility and sustainability, and that the policy is available in the management commentary and/or on the company's website. The Committee recommends that the board of directors ensures compliance with the policy:

FLSmidth's Health, Safety and Environment Policy is available on the company website: <a href="https://www.flsmidth.com/en-gb/company/sustainability/policies-and-priorities">https://www.flsmidth.com/en-gb/company/sustainability/policies-and-priorities</a>. FLSmidth is a signatory to the United Nations Global Compact reporting at an Advanced level, and our annual

Sustainability Report is prepared with reference to selected GRI Standards (please refer to 1.1.2). FLSmidth's Board of Directors has also adopted a Diversity and Equality Policy, which is available on the company website following the link above.

#### Recommendation 1.4.2 - Tax policy

The Committee recommends that the board of directors adopts a tax policy to be made available on the company's website:

FLSmidth's Board of Directors has adopted a Tax Policy, which is available on the company website: <a href="https://www.flsmidth.com/en-gb/com-pany/sustainability/policies-and-priorities">https://www.flsmidth.com/en-gb/com-pany/sustainability/policies-and-priorities</a>.

#### Recommendation 2.1.1 - Purpose

The Committee recommends that the board of directors in support of the company's statutory objects according to its articles of association and the long-term value creation considers the company's purpose and ensures and promotes a good culture and sound values in the company. The company should provide an account thereof in the management commentary and/or on the company's website:

FLSmidth's purpose and values are accounted for in the management commentary in the Annual Report and on the company website. FLS-midth's vision to be 'the leading supplier of sustainable productivity to the global mining and cement industries' is in support of the statutory objects according to the Articles of Association. To strengthen our position as 'Sustainable Productivity Provider #1' we have identified key strategic focus areas that are described in the annual report. Mining and cement are key in the transition to a sustainable and low carbon future.

In 2019, FLSmidth launched its MissionZero programme, which will help enable this transition. We recognise our role and shared responsibility to bring these industries into a sustainable future, and we see it as a good business opportunity supporting long-term value creation.

To ensure and promote a good culture and sound values, we have defined three company values; competence, cooperation and responsibility, which form the basis for engagement internally and with our customers, business partners, suppliers, shareholders and other stakeholders in the communities in which we live and operate.

## Recommendation 2.2.2 - updated knowledge and qualifications

The Committee recommends that the chairperson in cooperation with the individual members of the board of directors ensures that the members up-date and supplement their knowledge of relevant matters, and that the members' special knowledge and qualifications are applied in the best possible manner:

In 2020, all Board members conducted compliance training. In addition, each Board member continuously up-dates their knowledge based on individual needs and requirements.

## Recommendation 3.1.1 - 3.1.5 - The composition of the board of directors

The Committee has made a number of changes to the recommendations regarding the composition of the Board. We have not included the updated recommendations here, but we have provided selective comments below:

A description of the required Board competencies can be found in the Corporate Governance

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section of the Annual Report, which also includes a matrix showing the competencies of the individual Board members. In addition to individual competencies and qualifications, the need for continuity is also considered when candidates for the Board of Directors are assessed

FLSmidth's Board of Directors has also adopted a Diversity and Equality Policy, which is available on the company website: <a href="https://www.fls-midth.com/en-gb/company/sustainability/policies-and-priorities">https://www.fls-midth.com/en-gb/company/sustainability/policies-and-priorities</a>.

#### Recommendation 3.3.1 - Overboarding

The Committee recommends that the board of directors and each of the members on the board of directors, in connection with the annual evaluation, cf. recommendation 3.5.1., assesses how much time is required to perform the board duties. The aim is for the individual member of the board of directors not to take on more managerial duties than the board member in question is able to perform in a satisfactory manner:

FLSmidth's Board of Directors are focussed on potential Overboarding and each Board member is continuously assessing how much time is required to perform their board duties satisfactorily.

## Recommendation 4.1.3 – Cap for variable remuneration

The Committee recommends that the variable part of the remuneration has a cap at the time of grant, and that there is transparency in respect of the potential value at the time of exercise under pessimistic, expected and optimistic scenarios:

FLSmidth has a cap included in its Remuneration Policy, which can be found on the company website: <a href="https://www.flsmidth.com/en-gb/company/investors/governance/incentive-plans">https://www.flsmidth.com/en-gb/company/investors/governance/incentive-plans</a>

Short-term Incentive Programme: Group Executive Management may receive an annual cash incentive which may not exceed 75% of the base salary for the year in question. The individual target and maximum levels of the cash incentive for Group Executive Management are fixed as part of the ongoing remuneration adjustment cycle. Long-term Incentive Programme: For each year, performance share units may be granted up to a maximum value corresponding to 100% of the annual base salary for the year in question. However, the individual target and maximum levels of the Performance Share Programme for Group Executive Management is fixed as part of the ongoing remuneration adjustment cycle.

#### Recommendation 4.1.6 - Clawback

The Committee recommends that the company has the option to reclaim, in whole or in part, variable remuneration from the board of directors and the executive management if the remuneration granted, earned or paid was based on information, which subsequently proves to be incorrect, or if the recipient acted in bad faith in respect of other matters, which implied payment of a too large variable remuneration:

FLSmidth has a Clawback clause in its Remuneration Policy, which can be found on the company website: <a href="https://www.flsmidth.com/en-gb/com-pany/investors/governance/incentive-plans">https://www.flsmidth.com/en-gb/com-pany/investors/governance/incentive-plans</a> In special cases, clawback of the variable remuneration for Group Executive Management may

be carried out, including in the event of the variable remuneration having been set based on one or more factors which turns out to be incorrect.

#### Recommendation 5.1.1 – Risk management

The Committee recommends that the board of directors based on the company's strategy and business model considers, for instance, the most significant strategic, business, accounting and liquidity risks. The company should in the management commentary give an account of these risks and the company's risk management:

Risk management has been part of the Board agenda in 2020.

#### Recommendation 5.1.2 - Whistleblower

The Committee recommends that the board of directors establishes a whistleblower scheme, giving the employees and other stakeholders the opportunity to report serious violations or suspicion thereof in an expedient and confidential manner, and that a procedure is in place for handling such whistleblower cases:

FLSmidth's Board of Directors has established an active whistleblower scheme and it receives reporting on the total number, nature and justification of whistleblower reports submitted. We focus on increasing awareness around whistleblowing to promote the disclosure of potential wrongdoings in the organisation.

Corporate governance statement 2020 1 January - 31 December 2020

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