THE CARLSBERG FOUNDATION

CHARTER

Table of contents

1 INTRODUCTION ..................................................................................2
2 NAME, REGISTERED OFFICE AND OBJECTS ......................... 6
3 DEPARTMENTS OF THE CARLSBERG FOUNDATION ............ 6
4 CAPITAL STRUCTURE, ALLOCATION OF INCOME AND
GRANTS ...............................................................................................7
5 MANAGEMENT OF THE CARLSBERG FOUNDATION ........... 9
6 AUTHORISED SIGNATURES ON BEHALF OF THE FOUNDATION ..............................................................13
7 CARLSBERG A/S ...........................................................................13
8 THE CARLSBERG RESEARCH LABORATORY ...................... 15
9 THE CARLSBERG FOUNDATION’S SUPPORT FOR SCIENCES
AND LETTERS ..................................................................................20
10 THE MUSEUM OF NATIONAL HISTORY AT FREDERIKSBORG
CASTLE ...............................................................................................20
11 THE TUBORG FOUNDATION .......................................................22
12 THE NEW CARLSBERG FOUNDATION ................................. 23
13 THE CARLSBERG FOUNDATION’S BUILDING .................... 25
14 THE OLD CARLSBERG MAIN BUILDING ............................ 25
15 THE NEW CARLSBERG MAIN BUILDING ............................. 25
16 FINANCIAL STATEMENTS AND AUDIT ............................ 26
17 TRANSACTIONS OF EXCEPTIONAL NATURE ................. 27
18 AMENDMENTS TO THE CHARTER ...................................... 27
1 Introduction

The Carlsberg Foundation was established by brewer and Captain J.C. Jacobsen under a Charter and Deed of Gift dated 25 September 1876 and confirmed by the Crown on 18 October 1876.

By means of a capital sum donated by J.C. Jacobsen, The Museum of National History at Frederiksborg Castle was established by Royal Ordinance of 5 April 1878 as a supplement to and continuation of The Chronological Collection of the Danish Kings at Rosenborg Palace and other museums of cultural history. The Museum is also the abode of Denmark’s collection of historical portraits established at Frederiksborg in 1812, but dispersed in consequence of the fire at the castle in 1859.

In compliance with the terms of the will of J.C. Jacobsen, the ownership of The Old Carlsberg Brewery passed to The Carlsberg Foundation at his death. Given these circumstances, an Addendum was made to the Charter and confirmed by the Crown on 12 October 1888.

The son of the Founder, brewer Carl Jacobsen, and Ottilia Jacobsen, his wife, donated The New Carlsberg Brewery to The Carlsberg Foundation by a Deed of Gift and Conveyance dated 20 January 1902, and at the same time established The New Carlsberg Foundation as an independent Foundation under The Carlsberg Foundation. On that occasion, The New Carlsberg Foundation was guaranteed a quota of the brewery profits.

By an Addendum to the Charter dated 9 March 1916 and confirmed by the Crown on 2 December 1916, detailed rules were laid down concerning the distribution of profits of The Carlsberg Breweries
between The Carlsberg Foundation and The New Carlsberg Foundation; the division of The Carlsberg Foundation's capital into the Basic Capital Fund and the Reserve Fund; contingency reserve requirements, etc.

After 1902, the breweries donated to The Carlsberg Foundation were managed by the Foundation as an independent business, known as The Carlsberg Breweries, until 1970 when the breweries merged into The United Breweries Limited. The merger arrangements included an Addendum to the Charter, confirmed by the Crown on 8 June 1970, requiring The Carlsberg Foundation to own at all times not less than 51 per cent of the share capital of The United Breweries Limited.

The Carlsberg Research Laboratory, founded by J.C. Jacobsen in 1875 and administered since 1876 as a department of The Carlsberg Foundation, was transferred to The Carlsberg Breweries (The United Breweries Limited) in 1972. The objects clause of the Foundation Charter and the provisions of the Charter pertaining to the Laboratory were formulated accordingly.

A change of name from The United Breweries Limited to Carlsberg A/S was approved at the General Meeting of the Breweries held on 16 December 1987.

A merger was effected in 1991 between The Tuborg Foundation, which had been established by The United Breweries Limited in 1931, and The Carlsberg Foundation, the latter being the surviving foundation. Since then, The Tuborg Foundation has continued as a special department of The Carlsberg Foundation. The objects of The Carlsberg Foundation were extended to accommodate the objects of The Tuborg Foundation as well, and the Charter and Statutes of The Carlsberg Foundation were adjusted accordingly. In this
connection, The Tuborg Foundation was deregistered as an independent foundation as of 1 October 1991.

In 2000, by virtue of an amendment to the Charter, it became possible in certain circumstances for the Board of Directors of The Carlsberg Foundation to accept that the Carlsberg brewery business, in connection with a share issue and/or merger, becomes part of an ownership structure in which The Carlsberg Foundation exercises non-controlling, yet significant influence capable of ensuring both the preservation of “Carlsberg” as a widely-known and recognised brand of beer and the continuance of beer production in Denmark.

In 2000, Carlsberg’s brewery business was incorporated into Carlsberg Breweries A/S, 60 per cent owned by Carlsberg A/S and 40 per cent by the Norwegian company Orkla ASA and its Swedish subsidiary company Orkla AB. At the initiative of Carlsberg A/S, the cooperation with Orkla ASA ended in 2004 by Carlsberg A/S acquiring Orkla’s shareholding in Carlsberg Breweries A/S.

In 2007, the Charter was amended to the effect that The Carlsberg Foundation was now only obliged to own, at all times, more than 25 per cent of the share capital of Carlsberg A/S with an entitlement to not less than 51 per cent of the votes in Carlsberg A/S. The Charter was amended to open up an opportunity of procuring new equity to Carlsberg A/S by way of a share issue without obliging The Carlsberg Foundation to participate proportionately in the increase of the share capital.

This opportunity was exercised in 2008 when Carlsberg A/S, in a joint venture with Heineken, acquired the entire Scottish brewery group, Scottish & Newcastle, and divided the brewery activities among themselves. Under the agreement with Heineken, Carlsberg A/S
acquired 50 per cent of the Russian brewery group Baltic Beverage Holding (BBH), in which Carlsberg A/S already held a 50 per cent interest. Moreover, Carlsberg A/S acquired the French brewery Brasseries Kronenbourg as well as brewery operations in Greece, Vietnam and China.

In 2013, the Charter was revised again such that The Carlsberg Foundation was now only obliged to own, at all times, a shareholding that provides entitlement to at least 51 per cent of the voting rights in Carlsberg A/S. The Charter revision was made to give Carlsberg A/S significantly improved financial resources through share emissions whilst allowing The Carlsberg Foundation to retain the same controlling interest in Carlsberg A/S as hitherto.

[In 2018, the Charter was amended once more, to the effect that the competency of the Supervisory Authority in relation to The Carlsberg Foundation was adapted to comply with the applicable law regarding foundations.]
2 **Name, registered office and objects**

2.1 The name of the Foundation shall be The Carlsberg Foundation. The domicile of the Foundation shall be the City of Copenhagen.

2.2 The objects for which The Carlsberg Foundation is established shall be:

- to grant funds to The Carlsberg Research Laboratory (Department A) and ensure that the use of the Foundation’s funds is in accordance with the research and development tasks specified in Article 8.1.2;
- to promote and support the natural sciences, mathematics and philosophy, the humanities and the social sciences (Department B);
- to maintain and develop The Museum of National History at Frederiksborg Castle (Department C);
- to award grants for socially beneficial purposes through The Tuborg Foundation (Department D), especially in support of Danish trade and industry.

3 **Departments of The Carlsberg Foundation**

3.1 The Carlsberg Foundation shall consist of the aforesaid Departments A, B, C and D, each of which shall be an independent department for the promotion of the objects set forth in Article 2.2, and of The New Carlsberg Foundation, which shall be an independent foundation under The Carlsberg Foundation.
4 Capital structure, allocation of income and grants

4.1 Capital structure

4.1.1 The capital of the Foundation shall consist of the Basic Capital, Undistributable Reserves and Distributable Reserves. Any transfer to the Basic Capital and Distributable Reserves shall be made in accordance with Articles 16.1.2 and 16.1.3.

4.1.2 The Basic Capital, which amounted to DKK 3,136,119,000 as of 1 January 2018, shall be funded by The Carlsberg Foundation’s shareholding in Carlsberg A/S, which amounted to DKK 925,279,440 as of 1 January 2018, equivalent to 30.33 per cent of the nominal share capital of Carlsberg A/S, as well as any other assets at the discretion of the Board of Directors.

4.1.3 In the event of any increase in the share capital of Carlsberg A/S, the Board of Directors of The Carlsberg Foundation shall not be obliged to increase the Basic Capital correspondingly, but the Board of Directors shall ensure that the Basic Capital always represents a holding of shares in Carlsberg A/S with an entitlement to not less than 51 per cent of the votes in Carlsberg A/S.

4.1.4 The Basic Capital shall remain fixed and unchanged and may be invested in shares in Carlsberg A/S without limitation and in any other assets in accordance with the relevant rules laid down by the Board of Directors.

4.1.5 Revaluation reserves pertaining to the assets set aside for the funding of the Basic Capital shall be transferred as Undistributable Reserves.

4.1.6 Monies transferred to the Distributable Reserves may be employed in pursuance of the objects of the Foundation in such manner as
shall be determined by the Board of Directors of The Carlsberg Foundation.

4.1.7 The Board of Directors of The Carlsberg Foundation shall be entitled to fulfil its obligation, at all times, to own - and to have set aside for the funding of the Basic Capital - shares in Carlsberg A/S with an entitlement to not less than 51 per cent of the votes in Carlsberg A/S by employing the monies transferred to the Distributable Reserves for this purpose and to transfer them to the Basic Capital.

4.2 Distribution of dividends on The Carlsberg Foundation’s shares in Carlsberg A/S between The Carlsberg Foundation and The New Carlsberg Foundation.

4.2.1 Dividends on the holding of shares in Carlsberg A/S acquired by The Carlsberg Foundation at the time when the Foundation, along with The Carlsberg Breweries, was incorporated into Carlsberg A/S, dividends on any bonus shares issued on the basis of this acquisition of shares, and dividends on shares subscribed with monies derived from the sale of subscription rights based on this acquisition of shares or on the joint holding, shall be divided between The Carlsberg Foundation and The New Carlsberg Foundation in the ratio of 55 to 45 per cent, respectively.

4.2.2 The nominal value of the joint holding as of 1 January 2018 was DKK 615,387,512, equivalent to 30,769,376 shares in Carlsberg A/S.

4.3 Grants

4.3.1 The Board of Directors shall determine the portion of the Foundation’s profits that shall be made available to the Departments of the Foundation for distribution in accordance with
the rules set forth below, and shall determine the use to be made of the amounts granted to Department B.

4.3.2 The Board of Directors may, in the appropriate circumstances, place special sums at the disposal of a Department for payment of its extraordinary expenses.

4.3.3 Department A, The Carlsberg Research Laboratory, shall receive 8 per cent of the total grants awarded by The Carlsberg Foundation in any individual financial year.

4.3.4 Department B shall receive the sum remaining after deduction of the amounts granted to Departments A, C and D.

4.3.5 Department C, The Museum of National History at Frederiksborg Castle, shall receive funding in accordance with an approved budget for the individual financial year.

4.3.6 Department D, The Tuborg Foundation, shall receive 13 per cent of the total grants awarded by The Carlsberg Foundation in any individual financial year.

5 Management of The Carlsberg Foundation

5.1 Members of the Board of Directors

5.1.1 The Foundation shall be managed by a Board of Directors consisting of five members elected by The Royal Danish Academy of Sciences and Letters from among the Academy’s Danish members. Members shall be elected for a term of five years.

5.1.2 One member of the Board shall retire each year. Retiring members shall be eligible for re-election. If a member retires before the expiry of his or her term of office, an alternate member of the
Board, elected to serve in his or her stead, shall fill the vacancy for the remaining term of the retiring member.

5.1.3 The Board of Directors shall elect a Chairman from among its members each time an ordinary election to the Board has taken place. A retiring Chairman shall be eligible for re-election.

5.1.4 Members of the Board of Directors shall retire by the end of the financial year in which they attain the age of 70 years. Moreover, any member of the Board of Directors elected after 25 April 2012 shall be obliged to retire by the end of the financial year in which he or she has served on the Board for an aggregate term of 15 years, even if the term of office of the member concerned has not yet expired.

5.1.5 Any member of the Board of Directors shall be obliged to retire from the Board in the event that the member is no longer capable of managing his or her own affairs, or due to chronic illness or other special circumstances becomes unfit to serve as a member of the Board.

5.2 Meetings of the Board of Directors

5.2.1 The Board of Directors of the Foundation shall hold meetings as may be determined by the Chairman or upon the request of any member of the Board.

5.2.2 The Board of Directors shall be competent to transact business when four of its members are present. Except as otherwise provided in the present Charter, all decisions of the Board shall be made by a simple majority of votes. In the event of an equality of votes, the Chairman shall have a casting vote.
5.2.3 Minutes shall be kept of the proceedings of the Board of Directors and entered into a minute book, in which all decisions shall be recorded, including all decisions concerning the investment of capital and the assignment of revenue of the Foundation. All members of the Board of Directors present at the meeting in question shall sign the minute book.

5.3 **Duties of the Board of Directors**

5.3.1 The Board of Directors shall be responsible for the management of the Foundation and shall make provision for the proper organisation of the Foundation’s business.

5.3.2 Transactions entailing administrative expenses of an unusual and substantial nature relative to the business or affairs of The Carlsberg Foundation, as well as extraordinary and costly transactions falling outside the scope of the normal business of the Departments and The New Carlsberg Foundation, may only be carried out with the prior consent of the Supervisory Authority.

5.3.3 The Board of Directors shall at its discretion establish guidelines for the conduct of the Foundation’s business and for the management of its assets.

5.3.4 The Board of Directors shall employ a Bursar, who shall be responsible for the financial statements, budgets and portfolio management of The Carlsberg Foundation and The New Carlsberg Foundation, all in conformity with current legislation, and for the provisions of the Charter and the instructions of the Board of Directors. The Board of Directors shall be responsible for verifying that the duties imposed under the present provision are complied with.
5.3.5 The Board of Directors shall prepare an Annual Report with a Management’s Review. The Management’s Review and the Annual Report shall be filed with the Danish Business Authority prior to 1 June and shall be published in a form to be determined by the Board of Directors.

5.3.6 Every year by the end of May, at a meeting of The Royal Danish Academy of Sciences and Letters, the Board of Directors shall present a summary of the Annual Report of the Foundation for the previous financial year.

5.3.7 The Board of Directors shall make the Management’s Review on the activities of the Foundation and the Annual Report of the Foundation available to every member of The Royal Danish Academy of Sciences and Letters.

5.4 Honoraria of the Board of Directors

5.4.1 Members of the Board of Directors of The Carlsberg Foundation shall be entitled to receive an annual honorarium in recognition of the performance of their duties and services. A special additional honorarium shall be payable to the Chairman of the Board of Directors of The Carlsberg Foundation. The amounts of these honoraria shall be determined by the Board of Directors of The Carlsberg Foundation and shall be subject to approval by The Royal Danish Academy of Sciences and Letters.

5.4.2 The remuneration of the Board of Directors of The New Carlsberg Foundation shall be determined in accordance with the relevant provisions of the Charter of The New Carlsberg Foundation.
6 **Authorised signatures on behalf of The Foundation**

6.1 The Foundation shall be legally bound by the joint signatures of any two members of the Board of Directors.

6.2 The Board of Directors of the Foundation may grant a special Power of Attorney authorising another person to sign, on behalf of the Foundation, documents pertaining to matters specified in the Power of Attorney.

7 **Carlsberg A/S**

7.1 *The Carlsberg Foundation’s influence on Carlsberg A/S with subsidiary companies*

7.1.1 The Carlsberg Foundation shall at all times own a holding of shares which gives an entitlement to not less than 51 per cent of the votes in Carlsberg A/S, and The Carlsberg Foundation shall never, whether by sale or gift of shares or subscription rights, by voting for capital increases, or by any other means whatsoever, act in such a manner that the aforesaid requirements are not fulfilled or in a manner creating a risk thereof.

7.1.2 The shareholding specified in Article 7.1.1 shall at all times be set aside to fund the Basic Capital mentioned in Article 4.1.1.

7.1.3 The Board of Directors of The Carlsberg Foundation may permit any business hitherto operated by Carlsberg A/S – including the brewery business – to be transferred, simultaneously or successively, to one or more of Carlsberg A/S’ wholly-owned subsidiary companies by means of non-cash consideration in the form of shares. Regardless of whether in this connection Carlsberg A/S should change its name, for example to Carlsberg Holding A/S, the ownership of shares in the
Company shall continue to be governed by Articles 7.1.1 and 7.1.2 above.

7.1.4 Insofar as

- the preservation and development of "Carlsberg" as a widely-known and recognised brand of beer which, by its brand, symbolises everywhere a product and a brewing of beer on "a high and honourable level", see Article 7.1.6, and

- the preservation and further development, with this object in view, of Carlsberg A/S' business and research activities as a competitive enterprise so require in the opinion of the Board of Directors of The Carlsberg Foundation, the Board of Directors of The Carlsberg Foundation may, following the transfer of the brewery business to one or more subsidiary companies, see Article 7.1.3, in conjunction with any subsequent share issue(s) in such subsidiary company or companies and/or any merger or similar combination of such subsidiary company or companies with any other company or companies, abandon any controlling influence on such company or companies.

7.1.5 While so doing, The Carlsberg Foundation shall nevertheless always retain - possibly through Carlsberg A/S as holding company - its significant influence necessary for the preservation of “Carlsberg” as a widely-known and recognised brand of beer and for the continuance of beer production in Denmark.

7.1.6 It shall be the duty of The Carlsberg Foundation to exercise its influence on Carlsberg A/S in such a manner that the following objects clause, set forth by the Founder of the Foundation, shall be complied with to the utmost possible extent:
“In working the breweries it shall be the constant purpose, regardless of immediate profit, to develop the art of making beer to the highest possible degree of perfection in order that these breweries and their products may ever stand as ideal models and so, by their examples, assist in keeping the brewing of beer in this country on a high and honourable level.”

7.2 Restrictive covenants affecting the Carlsberg site in Valby

7.2.1 Title No. 2156, Valby, and the area marked out on the appended plan of Title No. 1627, Valby, shall never be sold or diminished by disposal or surrender of any part thereof, and no part of the properties shall be utilised as a place of entertainment or public house.

7.2.2 The right to institute proceedings with reference to the aforementioned restrictive covenants shall rest with The Carlsberg Foundation.

8 The Carlsberg Research Laboratory

8.1 The mission and organisation of the Laboratory

8.1.1 The Carlsberg Research Laboratory shall form part of the research centre operated by Carlsberg A/S (Carlsberg Research Centre). The combined research centre is referred to hereinafter as the Carlsberg Research Laboratory.

The mission of The Carlsberg Research Laboratory shall be to develop as complete a scientific basis as possible for malting, brewing and fermenting operations and, in this manner, contribute to ensuring that the quality clause of Article 7.1.6 of this Charter is complied with to the widest possible extent. The Carlsberg
Foundation has a duty to exercise its influence over Carlsberg A/S to make sure that this goal is achieved.

The Supervisory Committee, together with the Director of Research of The Carlsberg Research Laboratory, shall ensure that the Laboratory provides the framework for fully integrated brewery-related research and project groups covering basic research and more target-oriented research and development activities, process and product development as well as quality assurance. The objective is for The Carlsberg Research Laboratory to be internationally leading within the field of brewery-related research. The Supervisory Committee shall ensure that a sum matching or exceeding the funds granted by The Carlsberg Foundation is used in accordance with the provisions of Article 8.1.2.

8.1.2 The research and development tasks in which The Carlsberg Research Laboratory should be engaged are currently concentrated within the following areas:

(A) Raw Materials: Research focused on raw materials for brewing, predominantly aimed at improving barley and hops.

(B) Yeast and Fermentation: Research focused on microorganisms for brewing, predominantly aimed at providing improved yeast strains.

(C) New Ingredients: Research focused on novel ingredients, natural substances and their inclusion in cereal-based and other beverages.
(D) Brewing Science, Technology & Quality: Research focused on improving the processes in brewing, including the use of enzymes, the quality of the product, improved assay and monitoring methods.

8.1.3 In consultation with the Supervisory Committee, up to four Department Heads, designated as Professors and specialised in raw materials (plant physiology), yeast and fermentation (yeast genetics), new ingredients (chemistry and enzymology), brewing science, technology and quality, respectively, shall be employed at The Carlsberg Research Laboratory. Each of the four professors shall be responsible for the management and control of the activities of The Carlsberg Research Laboratory in one of the four focus areas indicated in Article 8.1.2 in cooperation with the Director of Research of The Carlsberg Research Laboratory.

8.1.4 The results obtained shall be published in international peer-reviewed journals, conference proceedings, patent applications, or in public accounts of the activities of The Carlsberg Research Laboratory.

8.2 The finances of the Carlsberg Research Laboratory

8.2.1 Expenses incurred to conduct the activities of The Carlsberg Research Laboratory in conformity with its objectives, in excess of the funds granted by The Carlsberg Foundation in accordance with the present Charter, shall be payable by Carlsberg A/S by virtue of the obligation accepted by the Company in connection with the acquisition of The Carlsberg Research Laboratory.

8.3 The Carlsberg Research Laboratory’s Supervisory Committee
8.3.1 The Carlsberg Research Laboratory’s research activities shall be conducted in consultation with a Supervisory Committee. The Supervisory Committee shall ensure that the Carlsberg Foundation’s funds are used in accordance with the applicable provisions.

The Supervisory Committee shall be composed as follows:

a) Three members of the Supervisory Committee shall be appointed by the Board of Directors of The Carlsberg Foundation from among its members skilled in the natural sciences.

b) Two members of the Supervisory Committee shall be elected by The Royal Danish Academy of Sciences and Letters from among persons outside the Academy who are either experienced in brewing or for any other reasons may be expected to be familiar with and interested in the mission of The Carlsberg Research Laboratory. The Board of Directors of The Carlsberg Foundation shall submit to The Royal Danish Academy of Sciences and Letters, on the prior recommendation of the Executive Board of Carlsberg A/S, nominations for the election of these members of the Supervisory Committee of The Carlsberg Research Laboratory. Members shall be elected for a term of five years and shall be eligible for re-election.

8.3.2 The Supervisory Committee shall draw up its own rules of procedure and elect its own Chairman.

8.4 Day-to-day management of the Laboratory
8.4.1 Carlsberg A/S shall appoint the Director of Research of The Carlsberg Research Laboratory, in consultation with the Supervisory Committee.

8.4.2 The Director of Research of The Carlsberg Research Laboratory shall annually present a brief report on the work performed, including the number of published articles, number of patents, etc.

8.4.3 The Director of Research of the Laboratory, shall be responsible for the spending of the budgeted sums in compliance with the approved budgets.

8.4.4 The Director of Research of The Carlsberg Research Laboratory shall ensure that the Supervisory Committee is furnished with, or granted access to, such accounting records, as the Committee deems necessary in order to verify that The Carlsberg Foundation’s funds have been used in accordance with the applicable provisions of this Charter.

8.5 Amendments to the provisions of the Charter pertaining to The Carlsberg Research Laboratory

8.5.1 Proposals for amendments to the provisions of the Charter pertaining to The Carlsberg Research Laboratory shall, prior to being submitted, be approved by a unanimous resolution of the Board of Directors of The Carlsberg Foundation and the Board of Directors of Carlsberg A/S.

8.5.2 The objectives of the Carlsberg Research Laboratory, see Article 8.1, shall, however, never be abandoned. Neither shall the Laboratory at any time be merged with another institution.
9 The Carlsberg Foundation's support for sciences and letters

9.1 The Foundation’s support in furtherance of basic scholarly objectives in the field of the natural sciences, as well as mathematics and philosophy, the humanities and the social sciences, shall primarily be granted in the following ways:

Project costs, postdoctoral scholarships, apparatus and other equipment, publications concerning projects supported by the Foundation, travels and research visits as well as PhD scholarships in connection with major, multi-year research projects supported by the Foundation.

The provisions of Article 9.1 shall apply to Danish scholars and scientists and to foreign scholars and scientists who have ties to the Danish research environment or whose research is of particular importance to Danish science.

9.2 The Foundation’s activities in support of sciences and letters may be conducted both on the basis of applications submitted to the Foundation and at the own initiative of the Board of Directors.

9.3 A grant in an amount deemed appropriate by the Board of Directors shall be made each year to The Royal Danish Academy of Sciences and Letters. This grant shall serve as a contribution by the Foundation to the safeguarding of the independent status and functioning of the Academy.

10 The Museum of National History at Frederiksborg Castle

10.1 The mission of the Museum shall be to collect, keep and exhibit in the premises of Frederiksborg Castle works of visual art - chiefly
paintings, drawings, sculptures and photographs - and items of furnishing illustrative of Danish history.

10.2 The Museum shall be governed by a Board of Administrators consisting of three members and shall be composed as follows:

a) One member, a museum expert, shall be appointed by Her Majesty the Queen on behalf of the Royal Family.

b) The Director of The Chronological Collection of the Danish Kings at Rosenborg Palace shall be appointed ex officio Chairman of the Board.

c) The Chairman of The Carlsberg Foundation shall be appointed ex officio Deputy Chairman of the Board.

10.2.1 The Board of Administrators shall draw up rules of procedure governing the discharge of its duties.

10.2.2 Members of the Board of Administrators shall be entitled to receive an annual honorarium. A special additional honorarium shall be payable to the Chairman of the Board of Administrators. The amounts of these honoraria shall be determined by The Royal Danish Academy of Sciences and Letters on the recommendation of the Board of Directors of The Carlsberg Foundation.

10.2.3 The Board of Administrators of the Museum shall make decisions concerning the use of the Museum’s revenues and shall submit proposals to The Carlsberg Foundation for extraordinary initiatives beyond the scope of the ordinary budget.

10.3 To carry out the day-to-day management of the Museum, the Board of Administrators shall employ a Director of the Museum, and, after consultation with the Director, the requisite staff of curators. It shall
be the duty of the day-to-day management to follow the guidelines and instructions of the Board of Administrators.

10.3.1 The Board of Administrators shall supervise the day-to-day management of the Museum.

10.4 The day-to-day management of the Museum shall ensure that the accounts are kept in conformity with the requirements of generally accepted accounting principles and that the assets are managed in a sound manner.

10.4.1 The Board of Administrators shall be responsible for verifying that the obligations specified in Article 10.4 have been complied with.

10.5 The Museum’s financial year coincides with the calendar year.

10.5.1 An Annual Report and an Annual Review on the activities of the Museum shall be prepared for each financial year and shall subsequently be subject to audit by The Carlsberg Foundation’s auditor. The audited Annual Report together with the Annual Review shall be submitted for approval to the Board of Directors of The Carlsberg Foundation by the end of February of the following year.

11 **The Tuborg Foundation**

11.1 The object for which The Tuborg Foundation is established is to serve socially beneficial purposes, especially in support of Danish trade and industry.

11.2 The Carlsberg Foundation shall appoint a Funding Committee, hereinafter referred as the “Board of Directors” consisting of five to seven members. The Board of Directors shall propose to the Board of Directors of The Carlsberg Foundation which applications etc. for the support of socially beneficial purposes -especially in support of Danish
trade and industry - shall be granted or rejected. Also a secretarial staff can be employed with special attachment to the activities of The Tuborg Foundation.

11.2.1 Members of the Board of Directors shall retire from the Board by the end of the calendar year in which they attain the age of 70 years.

11.2.2 In connection with the election of the board members, the Board of Directors of The Carlsberg Foundation shall elect a Chairman and maybe also a Deputy Chairman to assume the Chairman’s duties and powers in the event of the absence or disability of the Chairman. The Board of Directors forms a quorum when at least half of its members are present. All business transacted shall be decided by a simple majority of votes. In the event of an equality of votes, the Chairman shall have a casting vote.

11.2.3 The Carlsberg Foundation shall draw up rules of procedure for The Tuborg Foundation, concerning, inter alia, the tasks of the Board of Directors and the Secretariat.

11.3 The provisions of this Charter pertaining to the name and objects of the Foundation cannot be amended, see Article 18.4.

12 The New Carlsberg Foundation

12.1 Detailed rules concerning the objects and activities of The New Carlsberg Foundation are set forth in the Charter of The New Carlsberg Foundation.

12.2 The New Carlsberg Foundation shall receive dividends on its portion of The Carlsberg Foundation’s shares in Carlsberg A/S, see Article 4.2.
12.3 The New Carlsberg Foundation shall be managed by a Board of Directors consisting of three members, one of whom shall be Chairman of the Board.

12.3.1 The Board of Directors and its Chairman shall be appointed by the Board of Directors of The Carlsberg Foundation after prior consultation with the serving members of the Board of Directors of The New Carlsberg Foundation.

12.3.2 In the event of a vacancy, at least one descendant of the Founders shall be appointed to the Board of Directors, provided the person in question is of full age and capacity and in this respect deemed fit for the office.

12.3.3 Members of the Board of Directors shall be elected for a term of six years. Retiring members of the Board shall be eligible for re-election. The term of office of six years may be shortened in connection with the election of a member to the Board of Directors in order to avoid the simultaneous retirement of several members of the Board.

The Chairman of the Board shall be appointed by The Carlsberg Foundation every time an ordinary term of office has expired. The Chairman of the Board shall be eligible for reappointment.

12.3.4 Members of the Board of Directors shall at the latest retire by the end of the financial year in which they attain the age of 70 years. Moreover, any member of the Board of Directors elected after 25 April 2012 shall be obliged to retire by the end of the financial year in which he has served on the Board for an aggregate term of 15 years, even if the term of office of the member concerned has not yet expired.
12.3.5 Any member of the Board of Directors shall be obliged to retire from the Board in the event that the member is no longer capable of managing his or her own affairs, or due to chronic illness or other special circumstances becomes unfit to serve as a member of the Board.

12.4 The Board of Directors of The New Carlsberg Foundation shall present an Annual Report together with an Annual Review on the activities of the Foundation. The audited Annual Report together with the Annual Review shall be submitted for approval to the Board of Directors of The Carlsberg Foundation.

12.5 Amendments to the Charter of The New Carlsberg Foundation shall be made only in compliance with the rules set out in Article 15 (2), of the Charter of The New Carlsberg Foundation.

13 **The Carlsberg Foundation’s building**

13.1 The Royal Danish Academy of Sciences and Letters shall enjoy in perpetuity the right, secured by legal registration, to use without charge the first, second and third floors of the Foundation’s building, situated at H.C. Andersens Boulevard No. 35 in Copenhagen, Denmark.

14 **The Old Carlsberg Main Building**

14.1 The ground floor of the "Old Carlsberg", the Main Building situated in the Old Carlsberg area and owned by The Carlsberg Foundation, shall be devoted to activities in the fields of natural sciences, the humanities or the social sciences.

14.2 The remainder of the building shall be used as determined by the Board of Directors of The Carlsberg Foundation.
14.3 The Carlsberg Foundation shall have overall responsibility for the building and its use. The expenses for operating and maintaining the building and its appurtenant grounds and garden shall be payable by The Carlsberg Foundation.

15 The New Carlsberg Main Building

15.1 Regardless of the use of the building, all expenses for the operation and maintenance of the Main Building owned by Carlsberg A/S, the New Carlsberg Main Building, shall be payable by Carlsberg A/S.

15.2 The Board of Directors of The Carlsberg Foundation shall not be instrumental in any sale of the New Carlsberg Main Building with appurtenant grounds without the prior consent of the Supervisory Authority, as such decision will constitute an extraordinary transaction requiring the consent of the Supervisory Authority.

16 Financial statements and audit

16.1 Financial statements

16.1.1 The financial year of the Foundation shall coincide with the calendar year.

16.1.2 Twenty-five per cent of the profit for the year as disclosed in the Annual Report of the Foundation, after deduction of any uncovered losses from previous years, shall be transferred to the Basic Capital of the Foundation.

16.1.3 Any profit or loss remaining after the transfer to the Basic Capital and allocation of grants to Departments A, B, C, and D shall be transferred to or covered by the Distributable Reserves.
16.1.4 The Annual Report shall be prepared in accordance with the legislation in force from time to time.

16.2 Audit

16.2.1 The Annual Report of the Foundation shall be prepared by the Bursar’s Office of The Carlsberg Foundation and shall be subject to audit by one state-authorised public accountant selected by the Board of Directors of the Foundation. The auditor undertakes to audit the Annual Report in accordance with generally accepted auditing practice.

16.2.2 The audited Annual Report shall be approved by the Board of Directors.

16.2.3 The audited Annual Report, duly reported on by the auditor, shall be submitted to the Supervisory Authority after the Board of Directors has approved the Annual Report.

17 Transactions of exceptional nature

17.1 The Board of Directors of The Carlsberg Foundation shall not be instrumental in any transactions within or by Carlsberg A/S, which, considering the circumstances, are exceptional, without having obtained - insofar as this is possible - the prior consent of the Supervisory Authority.

18 Amendments to the Charter

18.1 Amendments to the Charter of The Carlsberg Foundation shall be made by submission of a unanimous proposal by the Board of Directors for adoption by The Royal Danish Academy of Sciences and Letters. Should such amendments concern one or more of the Foundation’s Departments, the Board of Directors shall, before
submitting the proposal, consult the respective boards - the Board of Directors of Carlsberg A/S in the case of The Carlsberg Research Laboratory - which, after the unanimous adoption by the Board of Directors of the Foundation, shall give their unanimous consent. Should The Royal Danish Academy of Sciences and Letters request changes in the proposal presented, such changes shall be subject to the procedure outlined above. Should the requested changes not be accorded unanimous approval, The Royal Danish Academy of Sciences and Letters shall vote on the proposal as originally presented. If the amendment affects the interests of The Museum of National History, the approval of Her Majesty the Queen shall also be required.

18.2 Notwithstanding the provision of Article 18.1, the Board of Directors may make a final decision to increase the Basic Capital of the Foundation.

18.3 Any amendment adopted in pursuance of Article 18.1 shall be subject to approval by the Supervisory Authority.

18.4 Notwithstanding the provisions of Article 18.1, the provisions of the present Charter with regard to the name and objects of The Tuborg Foundation shall not be amended.

The Board of Directors of the Carlsberg Foundation, 22 November 2018

Flemming Besenbacher
Søren-Peter Olesen

Nina Smith
Lars Stemmerik

Carl Bache