

**Statutes for
SikkerhedsBranchen
The Danish Security and Safety Industry Association**

1. Name and localisation

The name of the organisation is: "SikkerhedsBranchen, Den Danske Branche forening for Sikkerhed og Sikring" (Security Industry Association, The Danish Security and Safety Industry Association"), generally referred to as "SikkerhedsBranchen."

The organisation is located in the Greater Copenhagen area.

2. Purpose

The purpose of SikkerhedsBranchen is to gather companies or organisations that work professionally with security and safety, and to ensure the common interests of its members in areas unrelated to wages and working conditions. This includes the following:

- Represent and assist members in matters that affect them, provided this is of general interest to other members of SikkerhedsBranchen.
- Facilitate and continue to cooperate with public authorities in establishing good conditions for the industry through the development of regulations.
- Represent members in the public sphere for the purpose of enhancing the reputation of the industry and communicating knowledge of its activities.
- Facilitate cooperation between members on issues of general interest and provide a forum for such issues.
- Establish contacts and cooperation between institutions and organisations with similar purposes, both nationally and internationally.
- Contribute toward raising the professional standards of members, e.g. for education and informational activities.
- Provide a foundation for members and in the market for good collegial and professional relationships.
- Generally, seek to benefit the community of SikkerhedsBranchen without interfering with free competition.

3. Members

SikkerhedsBranchen may accept companies that are third party suppliers of goods and services for use in the security and safety industry. Organisations may also be registered as members if they do not represent independent businesses that would otherwise be accepted in accordance with the provisions noted in point 1. In exceptional cases, the Board may decide to accept an organisation as a member even if this condition has not been met.

Companies that wish to become members of SikkerhedsBranchen must meet the following requirements:

- a. The enterprise must have the necessary authorisation, permits or approvals required for its activities.
- b. The enterprise must comply with SikkerhedsBranchen's purpose and current code of ethics for member company actions within SikkerhedsBranchen's area.
- c. The company must confirm its obligation to obtain ISO-9001 certification for company activities that are covered by SikkerhedsBranchen's certification schemes, with startup within 1 year after the certification scheme has been made available to the company.
- d. The company must have no pending cases with authorities concerning the validity of authorisations, permits or approval, or the continued right to these.
- e. The enterprise and its management must not have displayed behaviour that could be considered in violation of SikkerhedsBranchen's code of ethics for a period of 2 years prior to a membership application.

A membership application must be presented in writing to the Secretariat of SikkerhedsBranchen. In order to be processed, the application must be accompanied by the following statements:

1. A statement regarding the company turnover in the past twelve months, to correctly assess the membership fees.
2. A statement by the enterprise's management stating whether anyone in the company's general management has, in the past 2 years, held a leading position in another company dealing with the

supply of security and safety services or equipment, that has gone bankrupt or that has undergone reconstruction.

Membership applications are handled by the Board. Decisions are made after statements have been obtained from the relevant committee chairpersons and interviews have been conducted with the company- cf. Section 9, subsection 3. When processing the application, a minimum of 3 members of the Board may decline applications and postpone the decision of membership until the next ordinary General Assembly, if the applicant upholds its application, whereby the issue will be addressed as a separate item on the agenda.

Regardless of the above-mentioned provisions, the Board may decide to accept honorary members with special provisions.

4. Membership obligations

All members of SikkerhedsBranchen are required to maintain confidentiality regarding the internal affairs of the Association, and to act in a manner worthy of SikkerhedsBranchen. Correspondingly, members must abide by the code of ethics adopted by SikkerhedsBranchen.

All members are required to comply with SikkerhedsBranchen's current code of ethics. Should a member violate this code of ethics, the Board may issue a reprimand, order or termination of membership, as specified in Section 13.

Members of SikkerhedsBranchen are also obligated to ensure that SikkerhedsBranchen is informed at all times of any such circumstances, which in accordance with Section 2 may be of significance to the activities of SikkerhedsBranchen. SikkerhedsBranchen may at any time demand such information, if the nature and purpose of the case requires it. Should a member fail to comply with the duty to report, the Board may issue the member a fine equivalent to a six-month membership fee. Should this not have the intended effect, the Board may determine to terminate the member's membership, in accordance with Section 13.

In order to obtain necessary knowledge of the market size, and to determine the correct membership fee category, SikkerhedsBranchen will require annual reports with members' industry-related statistics and sales figures. This information will be given to one by SikkerhedsBranchen appointed independent body, which is subject to confidentiality. This independent body will report only the member's membership fee category, in addition to the disclosed figures, which will highlight the general statistical conditions for the entire industry. SikkerhedsBranchen may choose to collect information in a different manner, if the same requirements of anonymity as described above, can be guaranteed.

5. Membership fees

Should a group choose to exercise its security activities through several companies/businesses with independent CVR numbers, a membership fee must be paid for each independent company/business corresponding with the membership fee category associated with the turnover of the company/business.

A group's collective membership fees cannot exceed twice the highest fee category, regardless of the number of companies. Conversely, a split into independent companies cannot result in a total membership fee that is less than the aforementioned calculation (twice the highest fee category).

If the group would like each of its independent companies/businesses to pay a membership fee, the group can determine the distribution of the calculated fee for each participating, independent company/business corresponding with the aforementioned twice the highest fee category.

6. The General Assembly

The General Assembly is the highest decision-making body in all Security Industry Association affairs, unless otherwise specified by these statutes. Only the General Assembly can decide, revise or repeal the provisions of the statutes of SikkerhedsBranchen.

SikkerhedsBranchen convenes a General Assembly each year.
This General Assembly is led by the chairperson chosen at the Assembly.
The Board determines the location of the General Assembly.

Minutes are kept of the Assembly, signed by the chairperson. The minutes shall provide a full account of the events of the General Assembly.

The ordinary Annual General Assembly is held each year at the end of May. Summons to this meeting will be sent to each member by mail with at least a 1-month notice.

The agenda for the General Assembly, as well as all received proposals must be sent to the members by post or email at least 8 days prior to the meeting, and shall contain the following points:

1. Selection of the chairperson
2. President's report on SikkerhedsBranchen's activities
3. Reports from the standing committee
4. Presentation of the revised accounts and budget for the coming year
5. Election of Board members
6. Election of auditor
7. Proposals from members, the Board, or the standing committee
8. Other items

Decisions at the General Assembly can only be made in the order listed in the agenda.

Suggestions for the agenda must be submitted to the chairperson at least 14 days prior to the General Assembly.

Voting rights can only be exercised by one of the entitled participants from each member company. Honorary members do not have voting rights.

In the event a member cannot attend, the member may delegate his or her voting power to a representative member who is entitled to vote. In addition to their own vote, they may cast votes for up to three members by proxy.

Resolutions are passed with a show of hands, by a simple majority of votes. At least 2/3 of the votes are required in the following instances:

- Proposals for statutes or amendments to statutes.
- Dissolution of SikkerhedsBranchen.

In such cases, written votes will be required. In other cases, written votes may be requested.

7. Extraordinary General Assembly

Extraordinary General Assemblies are convened by the Board when the Board finds this necessary, or when 1/3 of the members of SikkerhedsBranchen have submitted a written request to the Board stating the cases they wish to discuss.

In the latter case, an extraordinary general assembly may be requested convened no later than 3 weeks after the written request has been received.

An extraordinary general assembly must be announced at least 14 days prior to the meeting date, with an agenda.

The same rules apply to extraordinary general assemblies as for ordinary general assemblies.

8. The Board

The Board oversees the top management of SikkerhedsBranchen affairs under the authority of the General Assembly.

The Board is composed of no more than 10 individuals. A group or company will only be entitled to one vote at the Board, regardless of the number of Board members from each group or company.

A group or company is defined by an independent CVR number and membership fee.

All elections to the Board are related to the group or company, and not to the individual appointed by the group or company.

Each of the 6 standing committee chairpersons are members of the Board. Elections are carried out in accordance with the Procedure for standing committees.

Other Board members are elected at the General Assembly based on recommendations by the retiring Board. Should the majority of the Board be opposed to the proposed candidate, another will be elected

among the attendees. These Board members are elected for a 2-year period. However, half of these members will be elected in odd years, and the other half in even years. Re-elections are possible.

In the event that a Board member is hired by a different group or company during an appointment period than the one that appointed the member to the Board, the member must leave his or her position at the Board on the date of his or her resignation. The group or company is then entitled to appoint a new member to the Board with the same or similar tasks at the group or company as the former Board member. The new individual will be a Board member for the remaining appointment period. Like other members of the Board, the new member may be re-elected.

Decisions by the Board require a quorum of at least half of the voting members attending the Board meeting, cf. Section 8, subsection 2. Each of the Board members has one vote, with an exception, cf. Section 8, subsection 2. All decisions are based on simple majority. In the event of a tie, the Chair's vote will be the deciding vote.

The Board convenes a constitutive meeting each year immediately following the Annual General Assembly, where it elects a Chair and 2 Vice-Chairs. In the event of the Chair's absence, the tasks will be delegated to the Vice-Chair.

Should the Chair permanently withdraw from the Board, a new constitutive meeting will be convened within 14 days.

The Board determines its own Procedure.

The Chair along with a Board member, or the Director has the signatory authority on behalf of SikkerhedsBranchen, with a binding effect. The Board may grant power of procuration, either collectively or individually.

It is incumbent upon the Board to prepare a budget and accounts, as well as to ensure an audit of the accounts by the state authorised public accountant elected by the General Assembly. The accounting year runs from 01 April to 31 March the following year.

The Board receives no remuneration.

If Board members from the standing committee are unable to attend a Board meeting, the committee's Vice-Chair will substitute.

The Chair, or in his or her absence, the Vice-Chair, will summon members to the Board meetings as often as is deemed necessary. Meeting minutes will be taken at each Board meeting.

Board tasks include the following:

- Ensure that the activities of the Association are carried out in accordance with the statutes and resolutions of the General Assembly
- Ensure that the Association is run in accordance with the determined mission, vision and strategies
- Manage the finances of the Association
- Carry out Association activities via the Secretariat, appointed by, and overseen by the Board
- Facilitate the preparation of necessary Procedure, including a description of functions for the Executive management
- Establish cooperation with other associations and organisations whose areas of interest are closely related to the activities of the Association
- Inform of interpretations of compliance with good business culture and ethics in the industry
- Appoint Association representatives to external committees, councils and working groups, etc.
- Impose membership terminations, cf. Section 13

9. Standing committee

The Board has determined a reasonable managerial and work-related structure for SikkerhedsBranchen, by dividing it into standing committees for each working area.

The standing committee selects committee leaders, with the current committee chair as the leader. Upon request for the admission of new members, the committee leader, in this case the chair, can present a statement to the Board of SikkerhedsBranchen.

In order to promote a standing committee's professional relevance for affiliated member companies, the committee leader appointed to the Board may decide to establish a specialised committee. Establishment

of a specialised committee will not involve an expansion of the Board. The chair of the specialised committee will automatically have a seat on the current standing committee, but not on the Board.

10. Secretariat

To safeguard the tasks of SikkerhedsBranchen, a secretariat will be established to assist SikkerhedsBranchen in its daily operations.

The Board makes decisions on essential resources and is responsible for the hiring of the Association's Director, who functions as the Head of the Secretariat. The Director oversees other hires.

The Director and Deputy Director are expected to participate in Board meetings.

The Secretariat can make final decisions regarding the termination of membership in cases noted in Section 13, subsection 2, litra 1-4. In addition, the Secretariat conducts case processing. The Board makes the final decisions concerning complaints about members related to breaches of statutes or the Association's code of ethics. These decisions can be submitted to the General Assembly in accordance with Section 13.

11. Liabilities

Members are not liable for SikkerhedsBranchen's obligations. Agreements entered by SikkerhedsBranchen involve obligations that are solely the responsibility of SikkerhedsBranchen.

12. Sanctions for violations against the statutes or the Association's code of ethics

The Secretariat also deals with cases where demands for sanctions have been raised against a member, pursuant to these statutes or the Association's code of ethics sanctions, and where the Secretariat in accordance with Section 10 and 13 does not have the necessary expertise to make decisions in the case.

Board

The Secretariat must ensure that the procedure for complaints are made public.

The Board makes a final decision in the case by either rejecting a complaint, issuing a written reprimand, issuing a written warning, or determine whether to exclude the member.

A warning applies for a 5-year period. Should another warning be issued within this 5-year period, this will prompt exclusion, if such a demand is made.

A reprimand applies for a 3-year period. Should another reprimand be issued within this 3-year period, this will lead to a warning.

13. Termination of and complaints regarding membership

Termination of a membership must involve a written letter of termination by post or email to the Secretariat with at least 6 months' notice prior to the end of an accounting year.

A membership may be terminated (exclusion) for the following reasons:

1. Failure to pay membership fees or other claims the Association may have to the member after a due date has been issued in writing with a deadline of at least 10 calendar days to correct the situation.
2. Failure to comply with the duty to adequately reply to inquiries or provide the Association with information, cf. Section 4, including statistical information cf. Section 4, subsection 4, second paragraph, after a written claim has been issued with a deadline of 10 calendar days to correct the situation.
3. If the member fails to submit documentation or information regarding authorisations, insurance matters or continuing education, after receiving a written request for such documentation, with a deadline of 10 calendar days to correct the situation.
4. If the member is declared bankrupt, undergoing reconstruction, or ceases its payments
5. If the member significantly violates the Association's statutes or code of ethics
6. If the member owns a controlling share of a company that delivers security services, and this company significantly violates applicable rules and legislation in this field.

A decision to terminate a membership based on the above-mentioned litra 1-4 is made by the Association's Secretariat. A decision to terminate membership for other reasons is made by the Board.

A decision by Board to reject a complaint, issue a reprimand or a warning, or terminate a membership is final, but can be submitted to the General Assembly on the next ordinary general assembly. BoardBoard

From the date of membership termination, the former member will not be permitted to present itself as a member of or be associated with SikkerhedsBranchen and/or use the Association's name and logo in any form of marketing. The former member is obligated to remove all use of SikkerhedsBranchen name and logo from its website and all other marketing material, regardless of media and form.

In the event of a violation of the above provisions, the former member will incur a contractual penalty of DKK 50,000 for each violation.

14. Dissolution of the organisation

To be considered valid, a decision to dissolve SikkerhedsBranchen must be made with a 2/3 majority of votes cast at two consecutive General Assemblies with at least a one-month interval.

The final decision will only be valid when the General Assembly has accepted a plan drawn up by the Board that includes the settlement of all obligations and the distribution of SikkerhedsBranchen's assets.

As adopted at the General Assembly on 23.05.2019.