

Bestyrelsen – Investorer og IR



Bestyrelsesforeningen

AGENDA

- 17:00 Velkomst & introduktion**
Bente Overgaard
- 17:05 Investorrelations og bestyrelser på tværs af ejerformer**
CEO og bestyrelsesmedlem Jeppe Christiansen
- 17:20 Bestyrelsen og best practice arbejde med IR med afsæt i Danske Bank og DIRF**
IR Direktør Claus I. Jensen
- 17:35 Hvad efterspørger den institutionelle investor**
CEO Lotte Månsson
- 17:50 Vestas og de internationale investor - inkl. bestyrelsens og forpersonens rolle**
CEO og bestyrelsesmedlem Henrik Andersen
- 18:05 20 års erfaring med IR - inkl. bestyrelsens og forpersonens rolle**
Bestyrelsesleder Jens Bjørn Andersen
- 18:20 Det siger "Academia"**
Professor, Jesper Rangvid
- 18:35 Paneldebat mellem faculty/indlægsholdere**
Professor Jesper Rangvid, Lotte Månsson, Henrik Andersen, Claus I. Jensen, Jens Bjørn Andersen
- 18:55 Afrunding, vin & netværk**



Præsentation udarbejdet af

Jeppé Christiansen



Bestyrelsesforeningen

MAJ
INVEST

Bestyrelsesarbejde og investor relations

28 november 2024
Jeppe Christiansen

Bestyrelsesarbejde generelt



- "Pligt opgaver"
- Strategi planer
- Kvalificerede beslutninger
- Temaer og trends
- ESG

Bestyrelsesarbejde best practice



- Undgå store bestyrelser
- Disciplin i kommunikation
- Strategiudformning

Governance – bestyrelsens arbejdsform

- Selvevaluering
- Aktie ejerskab
- Møde frekvens
- Bestyrelses udvalg

Bestyrelsesfokus på tværs af ejerformer



	Generelle temaer					
	A/S lovkrav	Risiko	Strategi	Kapitalstruktur	Organisation og succesion	ESG
Børsnoteret	X	X	X	X	X	X
Familie ejet	X	X	X	X	X	X
Fondsejet	X	X	X	X	X	X
P/E ejet	X	X	X	X	X	X
Statsejet	X	X	X	X	X	X

Bestyrelsesfokus på tværs af ejerformer



	Særlige fokus områder			
	Governance	Exit	Børsregler	Værdier
Børsnoteret	X		X	
Familie ejet				X
Fondsejet	X			
P/E ejet		X		
Statsejet	X			



“Culture eats strategy for breakfast”

– Peter Drucker

Ansvarsfraskrivelse

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MAJ INVEST

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Claus I. Jensen



Bestyrelsesforeningen



What Investor Relations can do for Boards



Investor Relations roles and position

Danske Bank

Objectives	Roles & responsibilities	Governance & position
Through consistent messaging, support Group's strategic ambitions , via investor targeting, development of stable shareholder base, etc.	Communicate information on capital markets to Group's leadership, and support ELT in keeping Board well-informed	Integrated into CFO Area, with strong interface to strategy & finance, with direct line of reporting to Group management (ELT)

DIRF - Dansk Investor Relations Forening

Objectives	Best practices
Promotes communication between companies & investors; composed of 350 members from over 100 companies	Develops guidance and best practices for IR teams , on relations with shareholders, analysts, etc.



Frequent updates to ensure transparency on market reactions & business performance

Monitoring and reporting market reactions to quarterly releases is the heart of Investor Relations

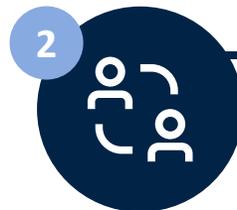
A regular cadence of updates to management ensures transparency around market reactions

This goes for a company's performance and results – **as well as that of its peers**



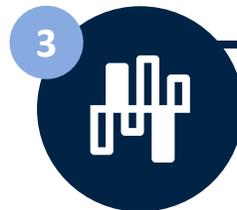
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Post-release capital markets updates



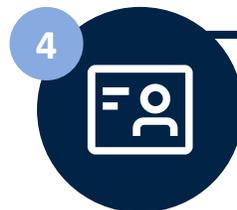
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Quarterly feedback from investors & analysts



3

Analysis of peers, valuation, and return metrics



4

Monitoring of investor base via shareholder identification studies

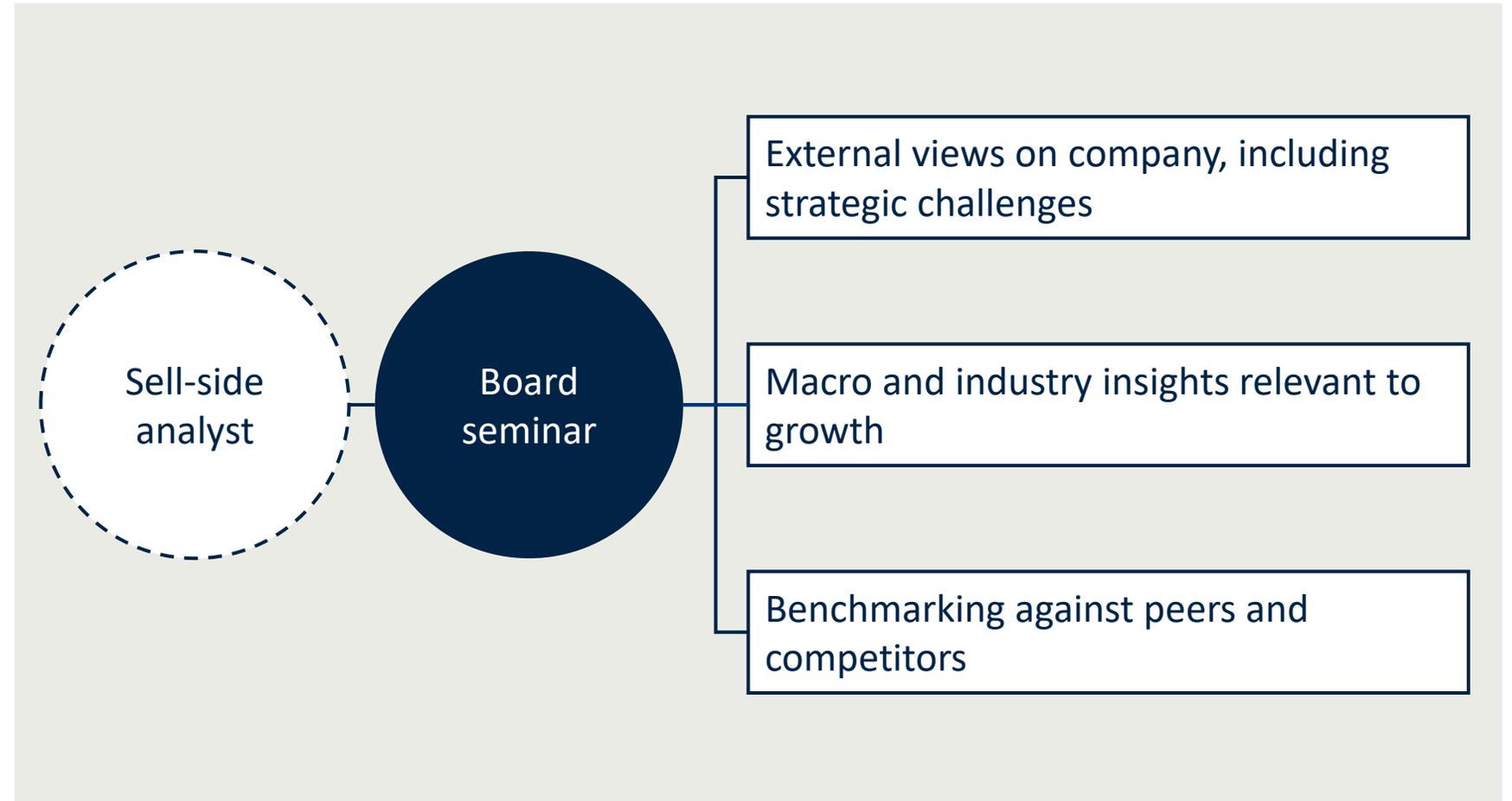


Proactively communicating the market view to inform decision-making and strategic approach

Outside quarterly releases, IR **proactively communicates market views to management**

IR provides a **critical window onto sector challenges** and developments

Hosting a sell-side analyst at a Board seminar, for example, provides an essential view on a company





Perception studies are the ultimate health-check, facilitating an outside-in view of the business and market reception of its performance

Understanding market perceptions is a key component of Board responsibilities

Conducting perception studies enables IR to **enhance Board awareness of external expectations**

This can produce **actionable insights on a company's presence in the market**



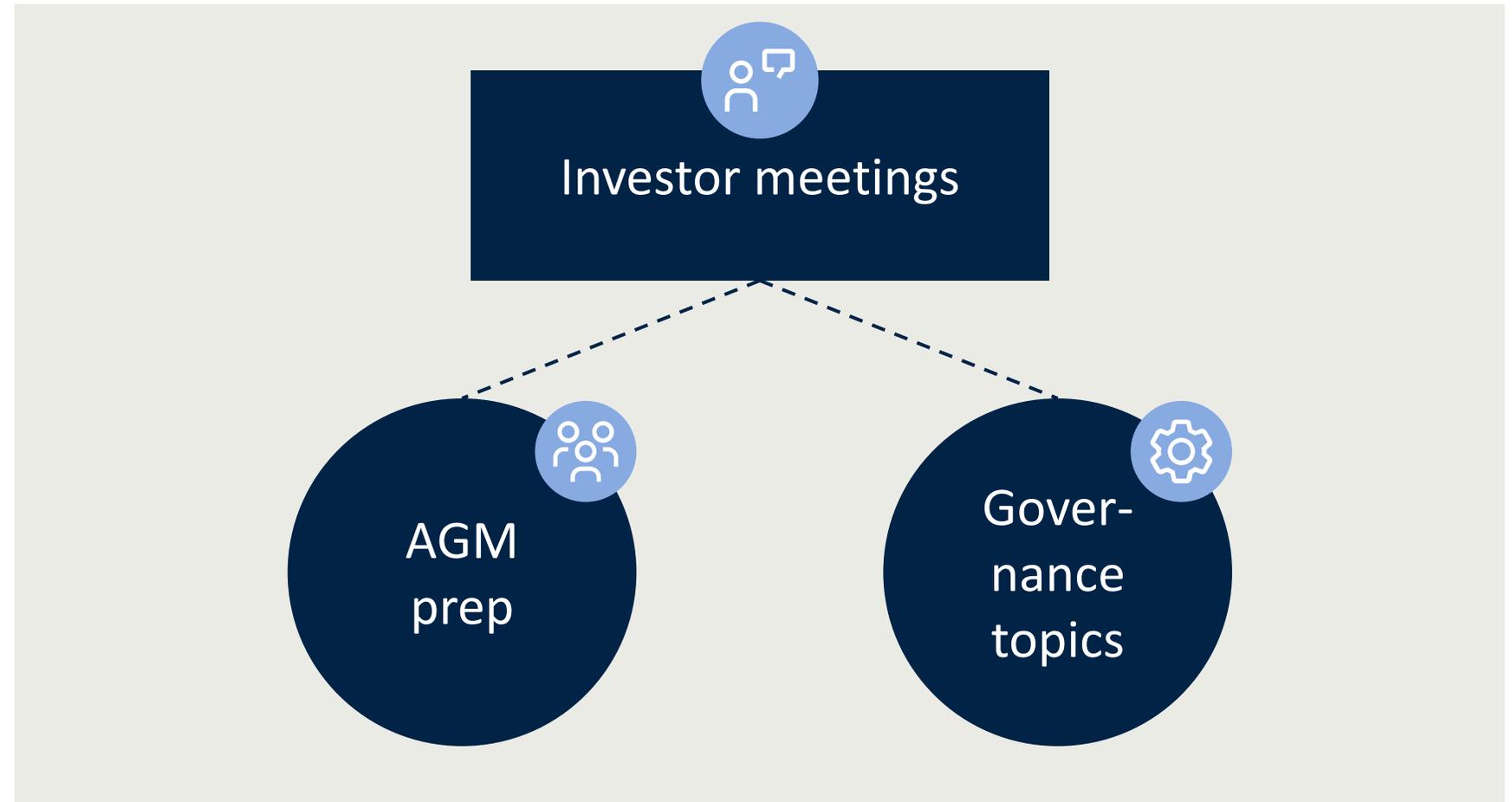


Supporting Board engagement with key investors and shareholders

Boards can benefit from interacting directly with investors on governance-related topics – respecting division of responsibilities

IR plays a key role in preparing the Board for these interactions

This also goes for engagement with the broader shareholder base – at AGMs, etc.





Thank you

Danske Bank

Præsentation udarbejdet af

Lotte Månsson



Bestyrelsesforeningen

The background of the slide is a close-up photograph of a wood grain, showing concentric growth rings in various shades of brown and tan. A dark blue semi-transparent shape is overlaid on the bottom left, containing the text.

En investors perspektiv

Lotte Månsson

BANKINVEST

Handler
med omtanke

Hvem er BankInvest?

BankInvest handler med omtanke. Dette er vores løfte til investorer, ejere, medarbejdere og øvrige interessenter.

Stærkt inspireret af andelstanken blev BankInvest i 1969 skabt af en række pengeinstitutter som et fællesejet sektorselskab for at udbyde nogle af de første investeringsbeviser på det danske marked. I en kompleks verden giver andelstanken mere mening end nogensinde.

Når lokale og landsdækkende pengeinstitutter står sammen om BankInvest, kan de konkurrere om kapitalforvaltning på lige fod med de allerstørste banker.

I fællesskab kan vi levere bedre investeringsløsninger til kunderne i en højere kvalitet til en bedre pris.



Etableret i

1969



Ejet af

39

lokale og landsdækkende
pengesinsitutter



Samlet formue

183,5

mia. kr.*



Antal ansatte

118

Læs mere på www.bankinvest.dk

Der er grundlæggende to typer af forvaltning....



...som driver to tilgange til INVESTOR RELATIONS



HVAD ER VIGTIGT I RELATIONEN TIL INVESTOR

Arbejdsmetode

- Adgang til bestyrelsen og ledelsen
- Dialog med analytikere
- Branche-analyser og selskabsanalyser (DCF)
- Kan se igennem kvartalsregnskaber

Fokusområder

- Strategi
- Vækst og M&A
- Kapitalstruktur

FUNDAMENTAL

...som driver to tilgange til INVESTOR RELATIONS

KVANT-BASERET

HVAD ER VIGTIGT I RELATIONEN TIL INVESTOR

Arbejdsmetode

- Ser selskabet som en "aktie"
- Vurdering af regnskabstal
- Vurdering af analytikernes estimater
- AI – f.eks. transcript af conf calls

Fokusområder

- Leder efter mønstre i data
- Ændringer i kvartalsregnskaber
- Ændringer i analytikernes estimater

Tilgangen til forvaltning driver også forskelle i tilgangen til inddragelse af ESG/Bæredygtighed

ESG-HENSYN



FUNDAMENTAL

- Dialog
- Fokus på tiltag der enten mindsker risiko eller har forretningsmæssig potentiale
- ESG rating kan indgå i DCF-analyse (WACC)
- Proxy Voting med stilingtagen fra forvalter, hvor det giver mening

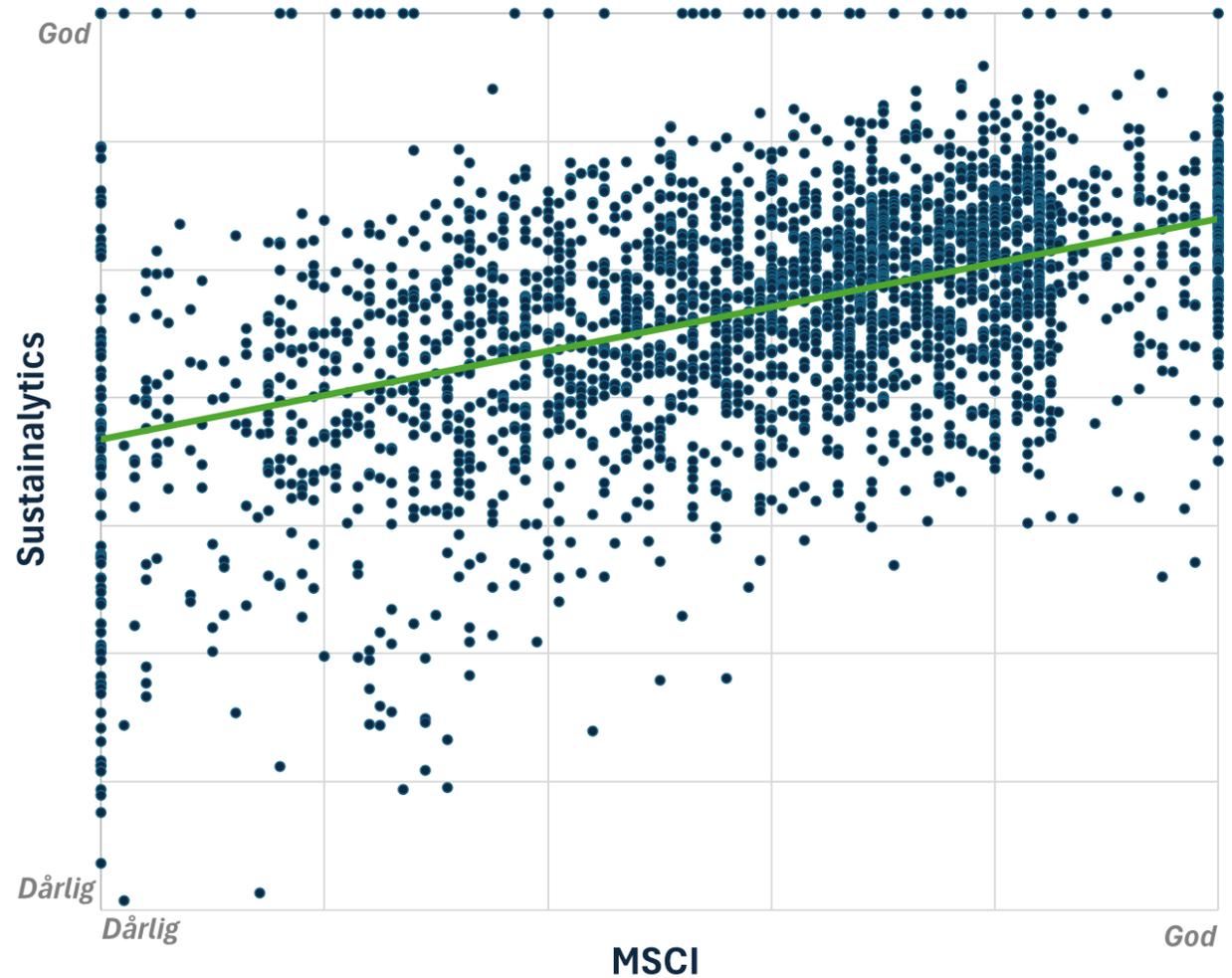
KVANT

- Data drevet
- ESG Rating + andre ESG tal indgår i selektion af investérbart univers
- Ren Proxy Voting

ESG-Ratings

- Generelt høj kvalitet i ESG ratings i Danmark i DK
- Rating Bureauer bruger forskellige principper
- De fleste ESG politikker (eksklusioner) er baseret på data fra rating bureauer

ESG Ratings for verdensmarkedet



Opsummering – Gode råd til bestyrelsen om varetagelsen af IR

Forstå jeres investorers tilgang til investering

Tilgængelighed, tydelighed og troværdighed

Dialog med ESG-rating bureauer og Proxy Voting udbydere

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BANKINVEST

Handler
med omtanke

Præsentation udarbejdet af

Henrik Andersen



Bestyrelsesforeningen



The Board and Investor Relations

Henrik Andersen

November 2024

Share price | Climate sector under pressure, down 68% from COVID peak

SHARE PRICE DEVELOPMENT
Index 100 = 1 January 2020

1 January 2020 to
14 November 2024, %



1) WilderHill New Energy Global Innovation Index

Staying informed

How does the Board of Directors stay informed about investors and shareholders

Quarterly / Continuous

- Exec Mgmt to Board regular feedback
- IR Quarterly report to Board
- Written anonymous investor feedback
- Head of IR presents to Audit Committee
- Analyst consensus (pre and post results)
- Equity analyst research (report database)



INVESTOR FOCUS

- For the hours ahead again**
 - Last time we talked to the board about the most important and often related issues, such as ability to manage and predict the business.
 - Focus on the progress of building the business.
 - Another update about the budget, better EBIT margin.
- Power Balance continues to improve**
 - Continue to build on the success of the business, particularly in the US.
 - Highlight strong Q4 results for P&L, but also for Cash.
- USA and Turky**
 - Current regulatory updates, related to the industry and a M. Regulation.
- Energy problems and underlying energy**
 - Continue to build energy portfolio in US, including the potential of high risk in the US.
 - Energy energy challenges in our energy program.

A screenshot of an equity research report for Vestas. The report is from SEB (Svenska Handelsbanken) and is dated 2023-11-21. The main headline is "Skill set for margin improvement". The report discusses Vestas's financial performance, particularly its EBIT margin, and provides a price target of 115 SEK. It also includes a table of key financial metrics and a chart showing the company's performance over time.

Investor Relations Activity Overview 2024

The overview shows investor conferences, webinars, and events which Investor Relations attended in 2024. All dates are in local time, unless otherwise specified. All times are in CET.

Date	Bank/Investor	Type of event	Time	Managed participants
2024-01-24	JP Morgan	Investor meeting	Virtual	
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2024-01-24	Goldman Sachs	Investor meeting	Virtual	
2024-01-24	JP Morgan	Investor meeting	Virtual	
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2024-01-24				

The role of the Chair

Shareholder relations with the Chair of the Board

Main shareholders

- Top shareholders get access to 1x1 meeting with Chair by request
- Broker/investment bank may host a group investor meeting with the Chair

Retail investors and media

- The AGM provides retail shareholders with opportunity to direct questions to Chair and Board
- Typically, at the AGM, the Chair may offer interviews to select media



Classification: Public

Educating the Board

How can the CEO educate the Board of Directors on investor relations

Seminars and research

- Educational seminar on FSA/disclosure obligations using external law firm
- Bring an analyst or shareholder to present to the Board as part of annual strategy offsite
- Get the outside-in view
 - How is the industry perceived?
 - How is competition perceived?
 - How is the company perceived?
 - Listen in on the quarterly investor presentations – you become a valuable “sparring” for CFO and CEO
- Conduct peer analyses and industry comparisons



Classification: Public

Jens Bjørn Andersen

Ingen præsentation



Bestyrelsesforeningen

Præsentation udarbejdet af

Jesper Rangvid



Bestyrelsesforeningen

Hvad kan vi lære fra conference calls om kapitalomkostninger?

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JESPER RANGVID
PROFESSOR, CBS
BLOG.RANGVID.COM

28. NOVEMBER 2024

BESTYRELSESFORENINGEN

Cost of capital project

40

- Forskere fra University of Chicago – bl.a. Niels Joachim Gormsen, PhD fra CBS – har indsamlet data om virksomheders CoC og discount rates fra conference calls.
 - [Data and Visualizations - Cost of Capital](#)
- *“We identify 74,000 paragraphs on conference calls between 2002 and 2021 where managers mention a relevant term.”*
- *“The final dataset contains roughly 2,500 large firms from 20 countries.”*

Kapitalomkostninger og investeringer

41

- Cost-of-capital:

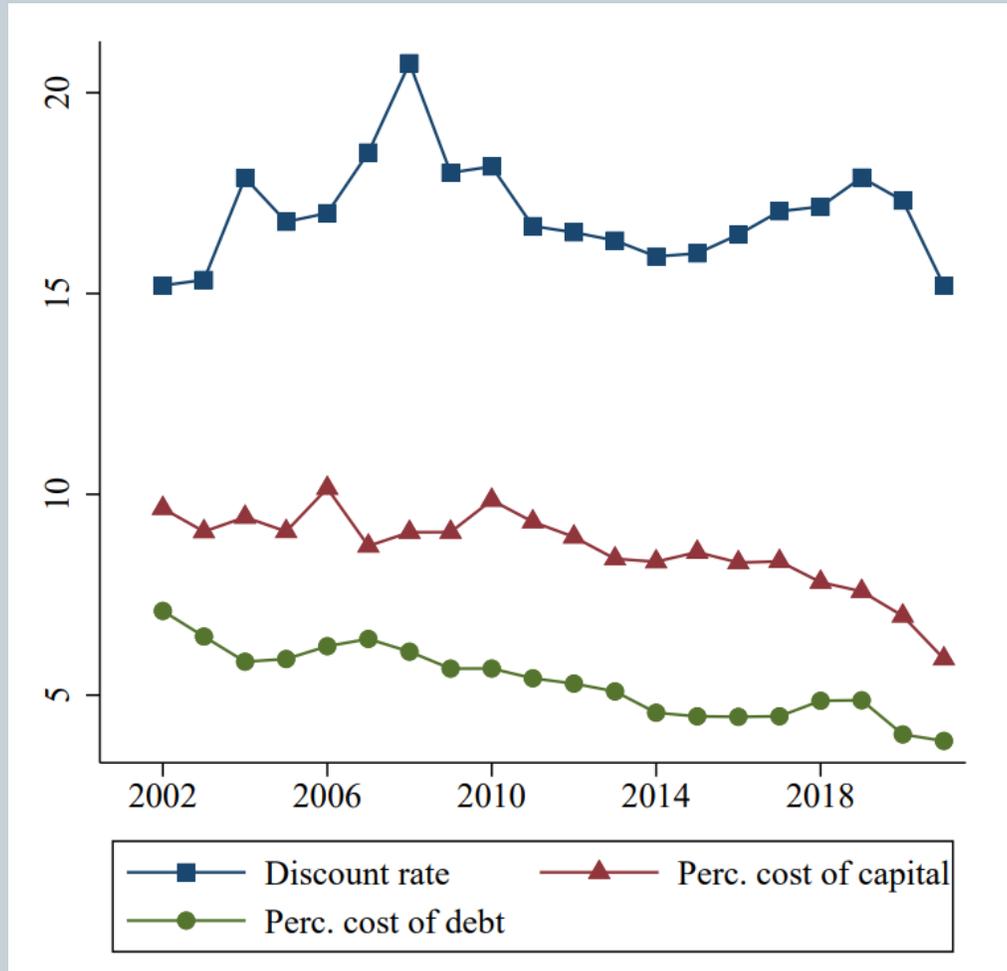
$$r^{\text{CoC}} = w(1-t)r^{\text{D}} + (1-w)r^{\text{E}}$$

- **Teori:** Invester når afkast på projektet $> r^{\text{CoC}}$
- **Praktik:** Vi kender ikke r^{CoC} med sikkerhed.
- **Praktik:** Investerer når afkast på projektet $> r^{\text{discount}}$ (hurdle rate).

- Nasdaq 100 firm Intuit in the first quarter of 2014:
- *“We continued to take a disciplined approach to capital management (...). Our weighted average cost of capital is about 9 or 9.5 percent (...). Our IRR hurdle is a 15 percent rate of return.”*

Discount rates og CoC for US virksomheder

42

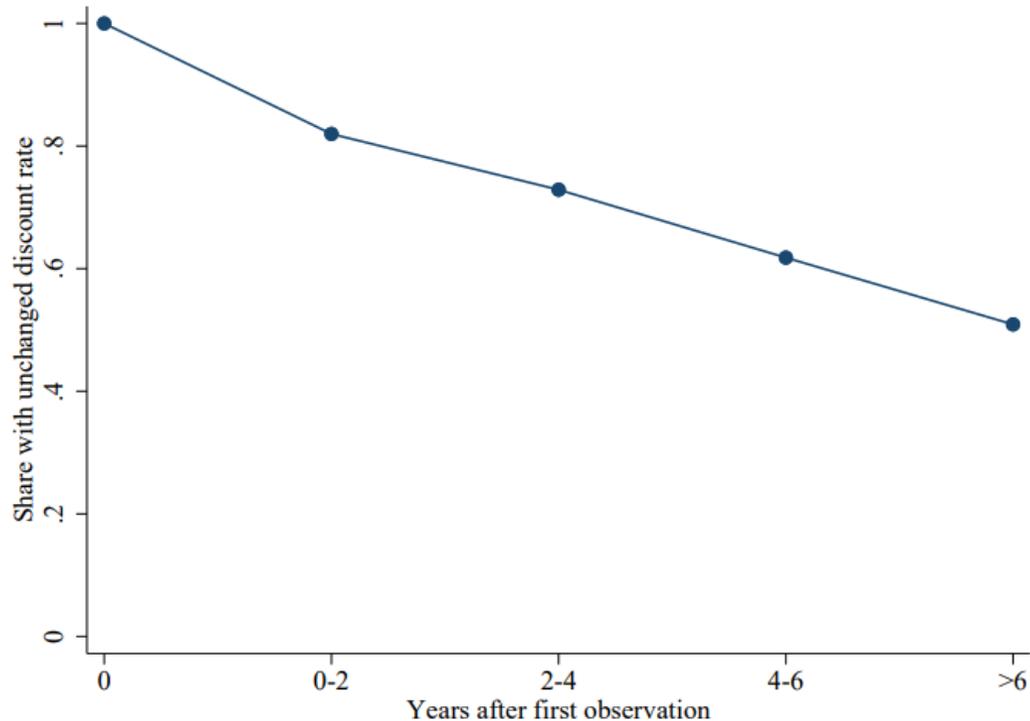


- Discount rates \gg CoC.
- Større forskel ml. CoC og discount rate som CoC er faldet.
- Kan være med til at forklare, hvorfor investeringerne ikke steg, da renterne faldt før Covid-19.

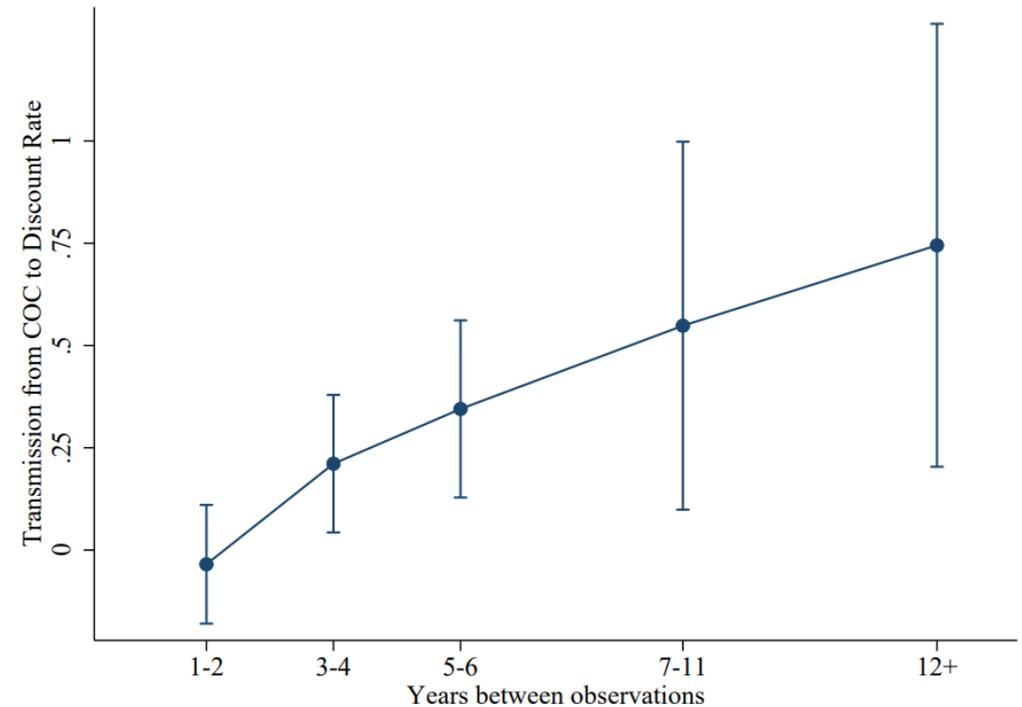
Kilde: Cost of capital project

Discount rates er “sticky”

43



80% af virksomhederne har same discount rate næste år som i år.



Over 12+ år: en stigning i CoC på 1%-point løfter hurdle rate med 0,75%-point

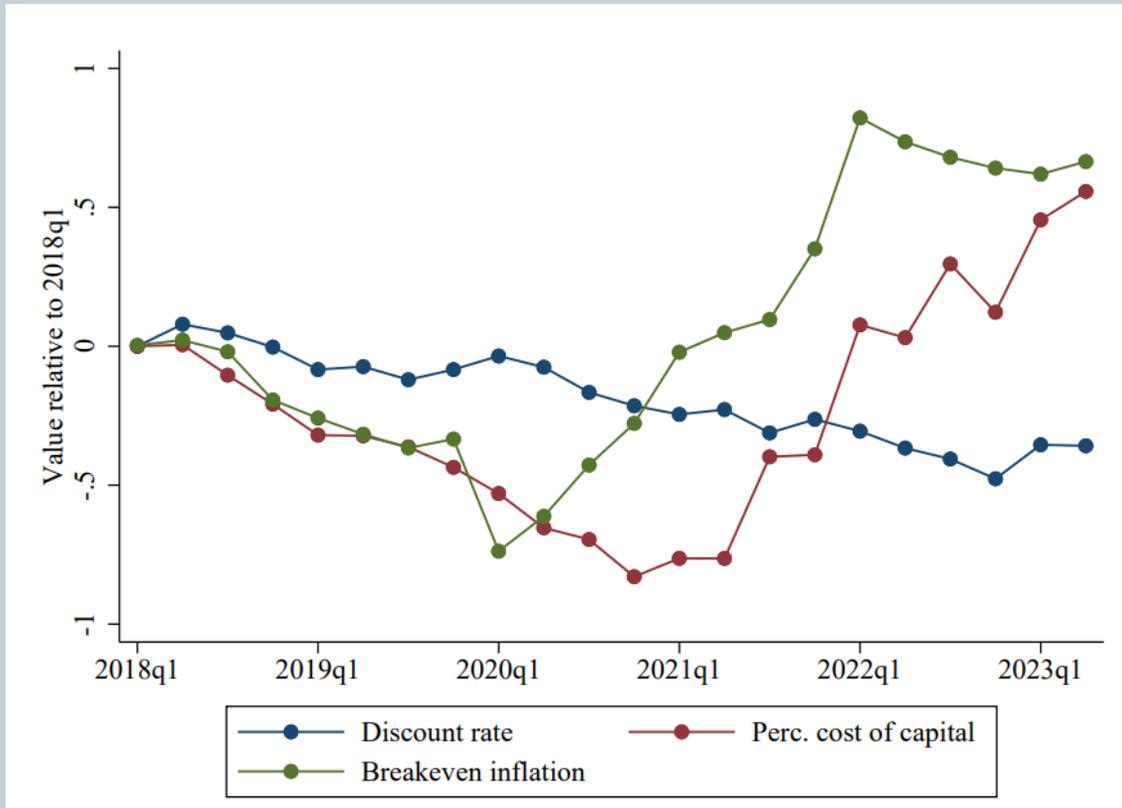
Discount rates er “sticky”

44

- Premier, Craig McKasson, CFO, Q1-2017: *“We obviously, with changing markets, will always reassess and evaluate what our weighted average cost of capital is and whether that return hurdle needs to change.”*
- Spectra Energy, John Patrick Reddy, CFO, Q3-2014: *“We didn’t lower our hurdle rates (...) all the way down with long-term rates (...) We are still looking at returns of, say, 10 percent, on average for our projects.”*

Sticky discount rate vigtigt, når inflation ændrer sig

45



- Da forventet inflation steg, hævede virksomheder deres CoC, men ikke deres discount rates.
 - Sænkning af real CoC.
- Kan hjælpe til at forklare, hvorfor investeringer ikke kollapsede, da renterne steg i 2022.

Kilde: Cost of capital project

Why corporate top brass defy neat investment models

One reason why higher rates have not crushed investment

“Economists like to model corporate executives as razor-sharp optimisers, using sophisticated analysis to pick investments. (No doubt this is also how some managers like to see themselves.)”

“Executives are more conservative than theory would suggest, and hurdle rates seem strangely disconnected from both the level and change in capital costs.”

FT, 30. august 2024

Tak for jeres deltagelse

Næste konference:

16. december kl. 17:00 – 19:00

Bestyrelsen og CEO succession



Bestyrelsesforeningen