



# **Charter of the Nomination Committee**

**H+H International A/S**

Adopted February 2017



1.1. The Nomination Committee (NC) is a committee of the Board of Directors established in accordance with the Rules of Procedures of the Board of Directors.

## **2. Purpose**

2.1. The NC's sole purpose is to facilitate the transaction of business in the Board of Directors by reviewing information within the NC's areas of responsibilities (see clause 4 below), and based on that present recommendations to the Board of Directors.

2.2. All significant information must be communicated from the NC to the Board of Directors, and the processing required in the Board of Directors may not be limited or omitted.

2.3. All decisions shall be made by the Board of Directors and consequently, the Board of Directors shall remain fully responsible for all decisions prepared by the NC.

## **3. Membership**

3.1. The NC shall consist of at least two members. The Board of Directors appoints the NC members among the members of the Board of Directors. The appointment shall usually take place at the first board of director meeting held after each annual general meeting. The term of appointment shall be until the next annual general meeting; however, the Board of Directors can change the composition of the NC at any time.

3.2. The majority of the NC members shall qualify as independent as defined by the Danish Recommendations on corporate governance.

3.3. The Chairman of the Board of Directors shall always be a member of the NC and he/she shall act as chairman of the NC.

## **4. Responsibilities of the NC**

4.1. The NC shall perform the following tasks and, when relevant, make recommendations to the Board of Directors:

4.1.1. Annually before the Board of Director's approval of the agenda for the annual general meeting:

4.1.1.1. Evaluate the size, structure, composition and results of the Board of Directors as well as of the Executive Board. Furthermore, review the targets set for the representation of genders among the members of the Board of Directors and any related policies on the equality of gender, if any, as well as review the status with regard to fulfilment of the set target and the policies (cf. Section 139a of the Danish Companies Act and Section 99b of the Danish Financial Statements Act).

- 4.1.1.2. Review the evaluation procedure used for the regular evaluation of the contribution, results and independence of the Board of Directors collectively as well as of each board member individually. Furthermore, review the procedure for evaluation of the co-operation between the Board of Directors and the Executive Board.
  - 4.1.1.3. Review the public description by the Board of Directors of the required competences and diversity of the Board of Directors in order best to carry out its tasks and evaluate the actual composition of the Board of Directors and the special competences of each board member. Furthermore, consider if the Board of Directors or the Executive Board collectively or any board members individually could benefit from training or updating of certain fields of expertise or skills.
  - 4.1.1.4. Review the search & selection process for candidates to the Board of Directors.
  - 4.1.1.5. Consider any proposals from relevant parties (e.g. shareholders, members of the Board of Directors or the Executive Board etc.) on candidates to the Board of Directors or to the executive Board.
- 4.1.2. Make proposals to the Board of Directors on the proposals that the NC finds that the Board of Directors should make at the annual general meeting in respect of the Board of Directors (e.g. number of board members, composition of board members etc.). Similarly, the NC may – at any time and thus not necessarily related to the holding of the annual general meeting - make recommendations to the Board of Directors on any changes the NC deem relevant to the Executive Board.
- 4.1.3. Review the draft annual report to ensure that the information provided therein on nomination to and evaluation of the Board of Directors and the Executive Board is adequate and correct.
  - 4.1.4. Monitor and advise the Board of Directors on the overall succession planning for the Executive Board, including suggesting any relevant changes to the succession plan decided by the Board of Directors.
  - 4.1.5. Annually evaluate the adequacy of this Charter and recommend changes to the Charter, if any, to the Board of Directors.
  - 4.1.6. Carry out any other tasks requested by the Board of Directors.

## **5. Meetings, quorum, reporting to the Board of Directors**

- 5.1. Meetings are to be held as often as the NC chairman finds it necessary, however, at least 1-2 meetings shall be held annually. Further, a meeting shall be held upon request of a NC member.
- 5.2. The meetings shall be convened no later than on the Friday before the meeting, and, if necessary, each meeting shall be held at least one week prior to the board of director meeting to which the specific NC meeting relates, if any. The meeting notice shall include an agenda for the NC meeting and, if possible, also all written material relating to the agenda. The possible form of meeting (e.g. physical, by phone, by email etc.) and the possibility for a member to be represented by proxy shall be similar to what is described for the Board of Directors (cf. its Rules of Procedure).
- 5.3. The NC may at its discretion request the Executive Board, other employees of the H+H Group, members of the Board of Directors not being members of the NC and relevant external specialists, advisors or similar to attend NC meetings in relation to specific items on the agenda.
- 5.4. The NC forms a quorum when at least two NC members are present. Resolutions are passed by simple majority, however, in case of a difference in opinion between the NC members where only two NC members are present, both opinions shall be presented to the Board of Directors prior to its decision making in matters to be presented to the Board. In the event of equality of votes, the chairman of the NC (who is also Chairman of the Board of Directors) shall have the casting vote.
- 5.5. Minutes shall be kept for the NC meetings, and once approved by the NC members; the minutes shall be recorded and made available to the full Board of Directors. Any minutes not yet approved at the time of a board of director meeting shall be distributed to the Board of Directors in draft form prior to the board of director meeting. All written material presented to or prepared by the NC in relation to an NC meeting shall be made available to the full Board of Directors.
- 5.6. At the board of director meetings, the NC shall based on the NC meetings held since the last board of director meeting provide information from such NC meetings with regard to the NC's discussions, considerations and recommendations for decisions to the Board of Directors.



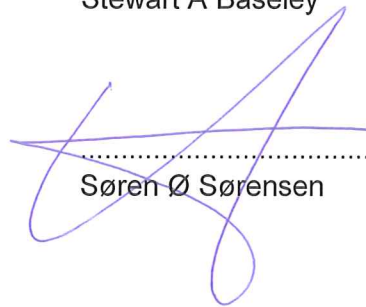
## **6. Access to information, confidentiality**

- 6.1. The NC is authorised to investigate all matters within the scope of the mandate given herein and to seek the necessary information and assistance from employees of the H+H Group. All requests should be made by the NC chairman.

6.2. The confidentiality obligations applicable to the work in the Board of Directors (cf. its Rules of Procedure) shall also apply to the work in the NC.

## 7. Remuneration

7.1. The remuneration to each member of the NC shall be as decided at any given time by the general meeting.

  
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Kent Arentoft  
Chairman  
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Henriette Schütze  
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Stewart A Baseley  
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Søren Ø Sørensen  
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Pierre-Yves Jullien