



Charter of the Remuneration Committee

H+H International A/S

Adopted February 2017



1. Status

- 1.1. The Remuneration Committee (RC) 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 RC's sole purpose is to facilitate the transaction of business in the Board of Directors by reviewing information within the RC'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 RC 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 RC.

3. Membership

- 3.1. The RC shall consist of at least two members. The Board of Directors appoints the RC 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 RC at any time.
- 3.2. The majority of the RC members shall qualify as independent as defined by the Danish Recommendations on corporate governance.
- 3.3. One of the appointed members of the RC shall be designated by the Board of Directors as chairman of the RC.

4. Responsibilities of the RC

- 4.1. The RC 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. Review the Company's remuneration policies (e.g. the remuneration guidelines for the Board of Directors and the Executive Board, guidelines on incentive pay (cf. Section 139 of the Danish Companies Act) and the general remuneration policy for the Company, if any).
 - 4.1.1.2. Make a proposal to the Board of Directors on the changes, if any, that the RC finds that the Board of Directors should propose at the annual general meeting in respect of the annual remuneration of the members of the



Board of Directors for their work on the Board and in any related board committees as well as in respect of the remuneration and incentive pay guidelines concerning the Board of Directors and the Executive Board.

- 4.2. Review the remuneration to the members of the Board of Directors and of the Executive Board as well as of each subsidiary's managing director, as relevant, to ensure conformity with all relevant policies on remuneration, if any, as well as to ensure reasonableness compared to the quality of the work performed and the results achieved and competitiveness compared to alternative job positions within similar sectors and geographical location.
- 4.3. Make a recommendation to the Board of Directors (possibly represented by the Chairman) on the KPIs that shall apply for the incentive pay programmes starting up at any given time for the Executive Board.
- 4.4. Review the draft annual report to ensure that the information provided therein on remuneration of the Board of Directors and the Executive Board is adequate and correct.
- 4.5. Annually evaluate the adequacy of this Charter and recommend changes to the Charter, if any, to the Board of Directors.
- 4.6. 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 RC chairman finds it necessary, however, at least 1-2 meetings shall be held annually. Further, a meeting shall be held upon request of an RC 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 RC meeting relates, if any. The meeting notice shall include an agenda for the RC 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 RC 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 RC and relevant external specialists, advisors or similar to attend RC meetings in relation to specific items on the agenda. The RC shall not consult with the same external advisors as the Executive Board.

- 5.4. The RC forms a quorum when at least two RC members are present. Resolutions are passed by simple majority, however, in case of a difference in opinion between the RC members where only two RC 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 RC (who is also Chairman of the Board of Directors) shall have the casting vote.
- 5.5. Minutes shall be kept for the RC meetings, and once approved by the RC 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 RC in relation to an RC meeting shall be made available to the full Board of Directors.
- 5.6. At the board of director meetings, the RC shall based on the RC meetings held since the last board of director meeting provide information from such RC meetings with regard to the RC's discussions, considerations and recommendations for decisions to the Board of Directors.

6. Access to information, confidentiality

- 6.1. The RC 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 RC 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 RC.

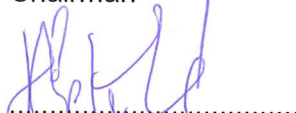
7. Remuneration

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



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Kent Arentoft
Chairman



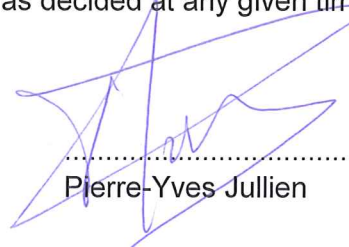
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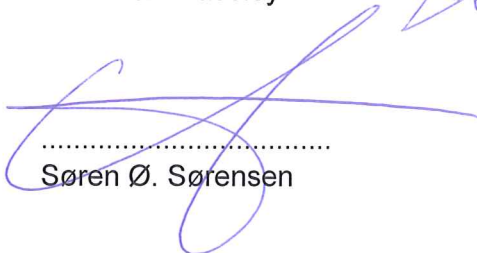
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Stewart A Baseley



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Pierre-Yves Jullien



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