

Charter for the Nomination Committee of VKR Holding A/S

December 18, 2024

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1. Purpose

The Nomination Committee works as a preparatory committee for the Board of Directors of VKR Holding A/S to ensure appropriate and relevant Boards of Directors in the VKR Group.

2. Mandate

The Board of Directors may annually delegate decision making authority to the Nomination Committee regarding election of board members to the subsidiaries' boards.

3. Organisation

The Nomination Committee consists of the Chair and the Vice Chair of the VKR Holding A/S Board. The CEO of VKR Holding A/S participates as an observer in committee meetings. The Committee shall convene at least once a year.

4. Activities

The committee manages the following activities:

1. Evaluation and recommendations to the Board regarding the VKR Holding's Board of Directors' competences, composition, size, as well as Directors' activities for the subsidiaries and in committee work
2. Identification and nomination of new candidates for the VKR Holding Board of Directors and committees
3. Identification and nomination of new candidates for the subsidiaries' Boards of Directors
4. Evaluation and recommendation of the remuneration of Board members in the Group

5. Identification and nomination of candidates for the Board of Directors of the VKR Employee Foundation including its Chair. Ensure coordination with the Board of VILLUM FONDEN regarding this subject
6. Responsibility for the principles of any Long Term Incentive programs (LTI) in the VKR Group. Approval of criteria for goals and their achievement for the subsidiaries' LTI pro-grams based on recommendations from the subsidiaries' Chairs
7. After each meeting the committee shall report its decisions and recommendations to the Board of Directors of VKR Holding A/S at the next Board meeting.