

## MT HØJGAARD HOLDING A/S NOMINATION COMMITTEE – TERMS OF REFERENCE

### 1. SCOPE AND PURPOSE

- 1.1 These terms of reference set out the Nomination Committee's duties and authority.
- 1.2 The Nomination Committee is a Board committee that is exclusively charged with preparing the decisions to be made by the Board of Directors. The Committee's work shall be governed by these terms of reference. The terms of reference shall be updated and approved by the Board of Directors annually. Committee meeting minutes shall be circulated to the Board of Directors.
- 1.3 The Board of Directors shall be fully responsible for all decisions made on the basis of the Nomination Committee's recommendations.

### 2. CONSTITUTION AND MEMBERSHIP

- 2.1 The Nomination Committee shall comprise two members, both of whom shall be members of the Board of Directors, and at least one of whom shall also be a member of the Remuneration Committee. The Chairman of the Board of Directors shall also serve as Chairman of the Nomination Committee.
- 2.2 The Nomination Committee's members shall be appointed for one year at a time. Members may be removed by the Board of Directors at any time. If a member resigns from the Board of Directors, the member shall also resign from the Nomination Committee. The majority of the members of the Nomination Committee shall be independent.
- 2.3 The Board of Directors may decide to increase the number of members in connection with the Committee's work on an ad hoc basis.

### 3. MEETINGS

#### 3.1 Frequency of meetings, attendance and agenda

- 3.1.1 The Committee shall meet as and when it is deemed necessary by the Chairman of the Nomination Committee, but at least twice a year. Any member of the Nomination Committee shall be entitled to request a meeting of the Committee if deemed necessary.
- 3.1.2 Meeting agendas shall be drawn up by the Chairman. The agenda, including supporting papers, shall be circulated to attendees in a timely manner.
- 3.1.3 The Board Secretariat shall also act as secretariat for the Nomination Committee and shall take minutes of Committee meetings.

#### 3.2 Quorum

- 3.2.1 The Nomination Committee shall form a quorum when half and at least two of its members, including the Chairman, are present.
- 3.2.2 Decisions shall be made by simple majority. In the event of equality of votes, the Committee Chairman shall have the casting vote.

## 4. DUTIES

### 4.1 Evaluation of the Company's Board of Directors and Executive Board

- 4.1.1 The Nomination Committee shall define the qualifications of the members of the Board of Directors and make recommendations to the Board of Directors with regard to this.
- 4.1.2 The Nomination Committee shall regularly review the Board of Directors' relevant skills and make an annual recommendation to the Board of Directors in which it describes:
- (a) whether there are any areas in which the skills and knowledge of the Board of Directors and its members should be upgraded;
  - (b) whether the composition of the Board of Directors is such that it is able to discharge its responsibilities, including its general and strategic duties;
  - (c) whether the Board of Directors has the appropriate size, structure and skills to enable it to meet the requirements following from the Company's activities, and to enable it to ensure constructive, effective discussions and decision-making processes.
- 4.1.3 The Nomination Committee shall evaluate the contributions and performance of the full Board of Directors and the individual members as well as the Board of Directors' cooperation with the Executive Board and shall present its findings to the Board of Directors.
- 4.1.4 The Nomination Committee shall regularly review the composition, professional knowledge and experience of the Executive Board and evaluate the way in which the Executive Board carries out its duties and shall make recommendations to the Board of Directors with regard to any suggested changes to the Executive Board.

### 4.2 Election, re-election and election of replacement members

- 4.2.1 The Nomination Committee shall be in charge of the process for the election of new members to the Board of Directors and re-election of existing Board members by the shareholders in general meeting. As part of these duties, the Nomination Committee shall:
- (a) propose a skills profile for the Board of Directors in which the Committee describes relevant criteria for the election of Board members;
  - (b) propose an action plan for the future composition of the Board of Directors;
  - (c) identify candidates to the Board of Directors and recommend these for nomination.
- 4.2.2 The Nomination Committee shall identify and recommend candidates to the roles of CEO and CFO.
- 4.2.3 The Committee may consider drawing on external assistance in connection with the identification of candidates to the Board of Directors.

### 4.3 Succession planning

- 4.3.1 The Nomination Committee shall ensure that succession plans for the Executive Board are in place, including consider whether the size of the Executive Board is appropriate.
- 4.3.2 The Nomination Committee shall provide the Board of Directors with recommendations concerning the long-term succession planning and talent management.

## 5. DISCLOSURE

- 5.1 The Nomination Committee's activities, the frequency of its meetings during the year and the names of its members shall be disclosed in the annual report and on MT Højgaard Holding A/S's website.

## 6. AMENDMENTS

- 6.1 Amendments to these terms of reference may be adopted by simple majority of the Board of Directors at any time.

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Approved by the Board of Directors on 5 April 2019