

CHARTER OF THE NOMINATION COMMITTEE

ChemoMetec A/S

TABLE OF CONTENTS

1.	GENERAL.....	3
2.	COMPOSITION.....	3
3.	MEETINGS OF THE NOMINATION COMMITTEE	3
4.	THE DUTIES AND RESPONSIBILITIES OF THE NOMINATION COMMITTEE	4
5.	RESOLUTIONS OF THE NOMINATION COMMITTEE.....	5
6.	AUTHORITY.....	5
7.	OPERATIONS OF THE NOMINATION COMMITTEE	5
8.	NOMINATION COMMITTEE MEMBER FEE	5
9.	PUBLICATION	5

1. GENERAL

- 1.1 The nomination committee ("the Nomination Committee") is a committee of the board of directors ("the Board of Directors") of ChemoMetec A/S ("the Company") established in accordance with the Recommendations on Corporate Governance of the Danish Corporate Governance Committee, with the EU Directive on Markets in Financial Instruments and amending art. 45, and the Danish act The Capital Markets Act art. 65.
- 1.2 The Board of Directors appoints members to the Nomination Committee at the first board meeting after the Company's annual ordinary general meeting. Members of the Nomination Committee are appointed for a one-year term, however, the Board of Directors may at any time change the members of the Nomination Committee if the Board of Directors finds it appropriate.
- 1.3 The Nomination Committee's role is to assist the Board of Directors in fulfilling its responsibilities with regard to i) nomination and appointment to the Board of Directors and the executive management of the Company, ii) ensuring that the Board of Directors and the executive management at any time have the appropriate size and are composed with the individuals having the professional qualifications and experience required, iii) securing that employees in other managerial positions have the professional qualifications and experience required, and (iv) conducting regular evaluations of the performance of the Board of Directors and the executive management.
- 1.4 The Nomination Committee shall ensure a formal, thorough and – for the members of the Board of Directors – transparent process for the selection and recommendation of candidates to the Board of Directors and executive management.

2. COMPOSITION

- 2.1 The Nomination Committee shall consist of at least three (3) members of the Board of Directors of whom one shall be the chair of the Board of Directors.
- 2.2 At least half of the members of the Nomination Committee shall qualify as independent as set out in the Recommendation on Corporate Governance of the Danish Corporate Governance Committee as applicable from time to time.

3. MEETINGS OF THE NOMINATION COMMITTEE

- 3.1 The Nomination Committee shall meet as often as it determines appropriate but at least twice a year. Further, the Nomination Committee shall meet upon request of a member of i) the Nomination Committee, ii) the Board of Directors or iii) the executive management.
- 3.2 The CEO of the Company shall attend relevant parts of the Nomination Committee meetings. If necessary, the CEO will assist the Chairman of the Nomination Committee with the preparation of the agenda and of the meetings.

- 3.3 Adequate minutes of Nomination Committee meetings shall be prepared and kept. The minutes shall be sent to the members of the Nomination Committee for approval.
- 3.4 Copies of the minutes shall be sent to all members of the Board of Directors and thereafter, if practically possible, considered at the first meeting of the Board of Directors subsequent to the meeting of the Nomination Committee. If the minutes are not yet available, the Chairman of the Nomination Committee shall give a verbal summary of the business transacted at the Nomination Committee meeting and the minutes shall be submitted to the Board of Directors for information at the following meeting of the Board of Directors.
- 3.5 Except as otherwise stated herein, the meetings of the Nomination Committee shall be governed by the same rules of procedure that applies to the meetings of the Board of Directors (including the option to conduct meetings by means of conference calls and other means of communication, rules on notice, incapacity, etc.).

4. THE DUTIES AND RESPONSIBILITIES OF THE NOMINATION COMMITTEE

- 4.1 At least on an annual basis the Nomination Committee shall assess the structure, size, composition and performance of the Board of Directors and the executive management and submit recommendations to the Board of Directors regarding the future composition of the Board of Directors and executive management. When assessing the composition of the Board of Directors and the executive management, the Nomination Committee must take the Company's diversity policy into account, including its target figures for the underrepresented gender, if applicable. If changes to the composition of the executive management are deemed necessary by the Nomination Committee, the Nomination Committee shall present recommendations of candidates for the executive management to the Board of Directors.
- 4.2 The Nomination Committee shall present to the Board of Directors potential board members for election at the annual general meeting.
- 4.3 The Nomination Committee shall consider proposals for candidates for the Board of Directors from shareholders, members of the Board of Directors or other relevant persons.
- 4.4 The Nomination Committee shall at least annually assess and evaluate the competence, knowledge, experience, and contribution of and by the individual members of the Board of Directors and the executive management as well as for the executive management and the Board of Directors collectively and report their findings to the Board of Directors.
- 4.5 The Nomination Committee shall annually review the Company's Diversity Policy and recommend to the Board of Directors any updates regarding the target figures and policy for the gender composition of the Board of Directors and other managerial functions.
- 4.6 The Nomination Committee shall carry out such other tasks on an ad hoc basis as specifically decided by the Board of Directors.

5. RESOLUTIONS OF THE NOMINATION COMMITTEE

5.1 The Nomination Committee forms a quorum when two or more of its members are present. Resolutions are passed by simple majority. In case of an equality of votes, the chairman of the Nomination Committee shall have the casting vote.

6. AUTHORITY

6.1 The Nomination Committee is authorized to make recommendations and reports to the Board of Directors but shall not make any final decisions on behalf of the Board of Directors.

6.2 The Nomination Committee is authorized to examine all matters within the scope of its Charter.

6.3 To the extent the Nomination Committee deems it relevant or appropriate, it is authorized to appoint external advisors to assist the Nomination Committee in carrying out its assignments within the scope of this charter. Such external advisors shall not be the same as those retained by executive management in this regard. The fees of the Nomination Committee's external advisers shall be paid by the Company.

7. OPERATIONS OF THE NOMINATION COMMITTEE

7.1 The Nomination Committee shall once a year:

- Conduct a performance evaluation of the Nomination Committee and report such evaluation to the Board of Directors;
- Review applicable independence and other legal requirements of each member of the Nomination Committee to determine whether the Nomination Committee meets the applicable legal standards. Further the Nomination Committee shall present such review to the Board of Directors for approval as well as propose any required or recommended disclosure; and
- Evaluate the adequacy of this Charter and recommend any proposed changes to the Board of Directors and ensure that the Charter is approved or reapproved by the Board of Directors.

8. NOMINATION COMMITTEE MEMBER FEE

8.1 Members of the Nomination Committee shall receive an annual fee in accordance with the Company's nomination policy as proposed by the Board of Directors and approved by the annual ordinary general meeting.

9. PUBLICATION

9.1 This Charter shall be made available on the Company's website.

Approved at the board meeting on 20 August 2024:

On the Board of Directors:

Niels Thestrup,
Chairman

Martin Glensbjerg
Deputy Chairman

Peter Reich

Kristine Færch

Betina Vestergaard Hagerup