

## **Terms of reference for the Nomination Committee of NKT A/S ("NKT")**

### **1. Scope and purpose**

- 1.1. These terms of reference establish the duties and powers of NKT's Nomination Committee.
- 1.2. The Nomination Committee is a Board of Directors' committee charged solely with preparing the resolutions to be taken by the Board of Directors. The Committee works in accordance with these terms of reference. The terms of reference are updated and approved annually by the Board of Directors. Minutes of meetings are submitted to the Board of Directors.

### **2. Constitution and members**

- 2.1. The Nomination Committee shall consist of at least two members.
- 2.2. Members may be removed by the Board of Directors at any time. Any member of the Nomination Committee who resigns from the Board of Directors must also resign from the Nomination Committee. Most of the members of the Nomination Committee must be independent.

### **3. Meetings**

#### *3.1. Frequency of meetings, participation, and agenda*

- 3.1.1. Meetings are held as often as the Chairman of the Nomination Committee deems necessary, but at least 3 times per year. Each member of the Nomination Committee may convene a Committee meeting if considered necessary.
- 3.1.2. The agenda is drafted by the Chairman of the Nomination Committee. The agenda for each meeting, accompanied by relevant material shall be sent to the other participants in the meetings in due time.
- 3.1.3. The Nomination Committee secretary will prepare and keep minutes of events at the Committee's meetings.

#### *3.2. Quorum*

- 3.2.1. Decisions are passed by simple majority. In the event of an equal number of votes the Committee Chairman has the casting vote.

### **4. Nomination Committee duties**

#### *4.1. Evaluation of Board of Directors and Group Leadership Team*

- 4.1.1. The Nomination Committee defines and recommends to the Board of Directors, which qualifications are deemed required by all members of the Board of Directors.
- 4.1.2. The Nomination Committee continuously assesses the Board's relevant competencies. As part of this, the Committee annually issues a recommendation to the Board of Directors stating:
  - (a) Whether there are areas in which the competencies and knowledge of the Board and its members should be improved.
  - (b) Whether the composition of the Board of Directors is such that the Board can live up to its responsibility, including performance of general and strategic duties.
  - (c) Whether the Board of Directors is of the right size and has the right

competencies to observe the demands which flow from NKT's general business model and activities, and to ensure constructive and effective discussions and decision processes.

- 4.1.3. The Nomination Committee annually ensures that the performances and results of the Board as a whole and its individual members, along with the Board's collaboration with the Group Leadership Team, are evaluated and the findings of such evaluation are presented for discussion to the Board.
- 4.1.4. The Nomination Committee continuously assesses the composition, expert knowledge, and experience of the Group Leadership Team, along with the performance and results of its duties, and issues recommendations to the Board of Directors on any need for changes in the Group Leadership Team.

#### 4.2. *First-time election, re-election, and replacements*

- 4.2.1. The Nomination Committee is responsible for the process by which the general meeting elects new Board members and re-elects existing members. As part of this work the Nomination Committee shall:
  - (a) Propose a competence profile for the Board of Directors in which the Committee lists suitable criteria for selection of Board members.
  - (b) Propose an action plan for the future composition of the Board.
  - (c) Identify and recommend candidates to the Board of Directors for nomination.
- 4.2.2. The Nomination Committee identifies and recommends candidates for the position of CEO.
- 4.2.3. The Nomination Committee shall assist the Chairman of the Board and the CEO with selection of candidates for the Group Leadership Team by participating in “grandfather” interviewing of finalist candidates.

#### 4.3. *Succession planning*

- 4.3.1. The Nomination Committee shall ensure that succession plans exist for the Group Leadership Team, including considering the adequate size of the Group Leadership Team.
- 4.3.2. The Committee shall issue recommendations to the Board of Directors on the long-term succession planning and talent development.

### **5. Disclosure**

- 5.1. The Nomination Committee's activities and frequency of meetings in the year are disclosed in the annual report and on NKT's website along with the names of the Committee members.

### **6. Changes**

- 6.1. Changes to these Terms of Reference may be adopted at any time by a simple majority in the Board of Directors.

*Revised: to be approved by the Board of Directors of NKT A/S on 17th May 2022.*