

REMUNERATION & NOMINATION COMMITTEE CHARTER

Gubra A/S

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REMUNERATION AND NOMINATION COMMITTEE CHARTER

GUBRA A/S

1 ESTABLISHMENT AND PURPOSE

- 1.1 The remuneration and numeration committee (the "**Committee**") is a committee of the board of directors (the "**Board of Directors**") of Gubra A/S, CVR-no. 30514041 (the "**Company**") established in accordance with the Danish Corporate Governance Recommendations (in Danish: *Anbefalingerne for god selskabsledelse*) and the Rules of Procedure of the Board of Directors.
- 1.2 The Committee is under the supervision of the Board of Directors and is tasked with preparing decisions to be taken by the Board of Directors.
- 1.3 The purpose of the Committee is to assist the Board of Directors by preparing and presenting decision proposals and recommendations on matters related to the remuneration and composition of the Company's Board of Directors and executive management (the "**Executive Management**"), including the nomination of candidates.

2 MEMBERS

- 2.1 The Committee consists of a minimum of two (2) members appointed by and among the Board of Directors. Any member of the Committee may be removed by the Board of Directors at any time.
- 2.2 The chair of the Committee will be appointed by the Board of Directors.
- 2.3 Members of the Committee are appointed for a one-year term. Re-appointment may take place.
- 2.4 The majority of the members of the Committee must be independent, unless the Board of Directors decides otherwise. The Company's Board of Directors will decide whether a member of the Committee is independent or not.
- 2.5 Any member of the Committee who resigns or is removed from the Board of Directors shall be removed from the Committee. If a member is removed from the Committee during a term of office, a new member will be appointed at the next meeting of the Board of Directors.
- 2.6 The members of the Company's Executive Management and the board members who are not also members of the Committee have an obligation to participate in the Committee's meetings if so requested by the Committee.

3 TASKS AND DUTIES

3.1 Remuneration

- 3.1.1 In relation to remuneration, the primary function of the Committee is to assist the Board of Directors by making recommendations and proposals for remuneration. In connection therewith, it is the responsibility of the Committee to:
 - (i) At least annually prepare, review, update, recommend and argue the Company's remuneration policy (the "**Remuneration Policy**") for the Board of Directors and the Executive Management for approval by the Board of Directors and ensure that the Remuneration Policy is presented to the general meeting for approval at least every fourth year and upon any amendments hereto.
 - (ii) At least annually make proposals to the Board of Directors on remuneration for members of the Board of Directors, the Executive Management and the C-suite members, as well as review that the remuneration is in compliance with the Company's Remuneration Policy. The Committee must be informed about the total remuneration that each member of the Board of Directors, the Executive Management and the C-suite members receive from all companies within the group.

- (iii) Annually prepare and present decision proposals to the Board of Directors on the specific targets (bonus levels and performance targets) for Company performance related incentive programmes for the Executive Management as well as monitor the fulfilment of such targets, when applicable.
- (iv) Annually and prior to the approval of the annual report, prepare the remuneration report in accordance with the guidelines in the Remuneration Policy and oversee that the information provided in the annual report and the remuneration report concerning the remuneration of the Board of Directors and the Executive Management is accurate and sufficient.

3.2 Nomination

3.2.1 In relation to nomination, the primary function of the Committee is to present recommendations to the Board of Directors for potential board members and members to the Executive Management. In connection therewith, it is the responsibility of the Committee to:

- (i) Annually present recommendations to the Board of Directors of potential board members up for election at the annual general meeting. The Board of Directors shall be given the opportunity to comment on the Committee's proposal. The recommendations will be included in the material made available on the Company's website no later than three (3) weeks prior to the general meeting for inspection by the shareholders and must contain a description of the candidates' qualifications, including information on the candidates' other executive functions, other demanding organisational tasks as well as whether each candidate is considered independent.
- (ii) Annually assess the structure, size, composition and results 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, including an action plan containing proposals for concrete changes. When assessing the composition of the Board of Directors and the Executive Management, the Committee must take the Company's Diversity Policy into account.
- (iii) 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.
- (iv) Continuously consider proposals for candidates for the Board of Directors and the Executive Management.
- (v) Annually review the qualifications required for members of the Board of Directors and Executive Management and the estimated time expected to be spent on such a position.
- (vi) Annually assess and evaluate the competence, knowledge and experience of the individual members of the Board of Directors and the Executive Management as well as the competence, knowledge and experience of the Executive Management and the Board of Directors collectively and report their findings to the Board of Directors. In relation to members (as well as potential members) of the Board of Directors, the Committee's evaluation must also include an assessment of what is considered a reasonable amount of other directorships for each member of the Board of Directors taking into account the amount, level and complexity of such other directorships. The Committee should take into account clause 2.4 in the Rules of Procedure for the Board of Directors, when making this assessment.
- (vii) Ensure that all candidates for the position as a member of the Board of Directors in the Company fulfil the expectations of the capital markets and that the composition of the Board of Directors is taking into account the recommendations on corporate governance.

4 **MEETINGS**

4.1 The Committee shall meet as often as it determines appropriate, but shall not have less than two (2) meetings per financial year, in accordance with the Remuneration and Nomination Committee Wheel.

- 4.2 The chair of the Committee shall convene a meeting, when it is necessary in the opinion of the chair, or upon request from a member of the Committee or a member of the Executive Management.
- 4.3 The chair of the Committee shall convene meetings with not less than five (5) days' written notice to all members of the Committee, and such notice shall include an agenda for the meeting in question. If required by special circumstances, notice may be given orally and with less than five (5) days' notice.
- 4.4 The Committee forms a quorum when at least two (2) of its members are present and one of the members present is the chair.
- 4.5 Resolutions are passed with simple majority. If equality of votes occurs, the chair of the Committee shall have a casting vote.
- 4.6 The chair of the Committee shall arrange that resolutions passed are recorded in the meeting minutes by a person appointed by the Committee. The minutes must contain information on attendees of the meetings, minutes of the proceedings and resolutions passed.
- 4.7 The Committee must have access to the Company's organisation, including its secretarial functions, and the Company must provide such assistance to the extent requested by a member of the Committee.
- 4.8 Members of the Board of Directors and the Executive Management, relevant employees and external parties (e.g. advisers) may participate in the meetings of the Committee upon invitation. Members of the Executive Management shall attend the meeting if so requested.
- 4.9 The work of the Committee is subject to the same confidentiality as the work of the Board of Directors.

5 RESOLUTIONS

- 5.1 A committee resolution may be passed over the phone or in writing. In such cases, the proposed resolution shall be forwarded to the members and the chair shall subsequently seek to obtain a written, oral or electronically transferred statement from all members of the Committee and arrange for the recording of the resolution in the minutes.

6 AUTHORISATION

- 6.1 The Committee shall be fully authorised to investigate any matter that falls within the scope of this charter and have access to review any of the Company's records, files or documents and to interview any employee of the Company, including the Executive Management.
- 6.2 The Committee is authorised to engage external consultants to advise and assist the Committee in performing its tasks and duties.

7 REMUNERATION AND EXPENSES

- 7.1 The Committee may be provided with remuneration to be determined by the general meeting, if applicable.
- 7.2 The Committee shall consider using a recruitment agency or a similar consultancy to assist with its tasks and duties.
- 7.3 Any reasonable expenses from the Committee's use of a recruitment agency as well as any other reasonable expenses required for the performance of the Committee's duties shall be paid by the Company.

8 REPORTING TO THE BOARD OF DIRECTORS

- 8.1 The minutes of Committee's meetings - containing and clearly identifying the Committee's resolutions and recommendations to the Board of Directors - shall be prepared within 10 working days after the approval of its members be circulated to the Board of Directors.
- 8.2 The Committee must on a regular basis keep the Board of Directors informed of matters which the Committee deems relevant for the Board of Directors.

8.3 The chair of the Board of Directors shall serve as the main contact for all inquiries from the Committee, unless the chair of the Board of Directors serves as the chair of the Committee.

9 REVIEW AND AMENDMENT

9.1 The Committee must at least annually review the adequacy of this charter and, if applicable, prepare and recommend amendments to be approved by the Board of Directors.

10 PUBLICATION

10.1 This charter will be published on the Company's website along with

- (i) The names of the members of the Committee;
- (ii) the name of the chair of the Committee;
- (iii) a specification of which members of the Committee are independent and have special competencies; and
- (iv) the Committee's most important activities during the year and the number of meetings held.

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Approved and adopted by the Board of Directors of Gubra A/S on 16 March 2023.