

## **Terms of reference for the nomination committee of Royal Unibrew A/S**

### Nomination committee tasks:

- Annually describe the qualifications required in the governing bodies and for a given position, evaluate the balance of skills, knowledge and experience available in the Supervisory and Executive Boards and give an account of this to the Supervisory Board in its entirety.
- Annually describe the structure, size, composition and performance of the Supervisory and Executive Boards, report on this to the Supervisory Board in its entirety and make recommendations with regard to any changes.
- Annually describe the skills, knowledge and experience of the individual members of the governing bodies and report such details to the Supervisory Board in its entirety.
- Prior to the realisation of any search process for a given position, prepare a written description of the position as well as of the skills, knowledge and experience and the time resources estimated to be required.
- Identify and recommend to the Supervisory Board in its entirety candidates for the Supervisory and Executive Boards.
- Ensure qualified selection of any external advisers to assist in the search for candidates based on qualifications, knowledge and experience.
- Review and assess candidates and their skills, knowledge and experience, and whether they have the required time resources. The assessment should take into account the description mentioned above as well as the skills, knowledge and experience of the Supervisory and Executive Boards.
- Continuously ensure plans and processes for ensuring an appropriate succession process of key positions.

### Nomination committee members

- The nomination committee has two members, the Chairman and Deputy Chairman of the Supervisory Board. The Chairman of the Supervisory Board is also chairman of the nomination committee.

### Committee meetings

- The committee members meet when deemed necessary or appropriate to attend to the Company's needs, but at least once a year.

### Remuneration

- The committee members are not remunerated separately for their committee work.

### Amendments

- Amendments to the terms of reference for the nomination committee can be adopted only at a Supervisory Board meeting attended by all Supervisory Board members and by the majority required according to the Company's rules of procedure.