

## **Charter**

### **for the Nomination Committee in ALK-Abelló A/S (the “Company”)**

#### **Art. 1**

##### **Objective and authority**

- Sec. 1 The Company's board of directors (the “Board”) has appointed a Nomination Committee (the “Committee”), cf. art. 7 of the Board's rules of procedure.
- Sec. 2 The object of the Committee is to assist the Board in connection with nomination and appointment of candidates to the Company's management bodies – the Board or the management board. The Committee is to ensure a formal, thorough and, for the Board members, transparent process for the selection and nomination of candidates.
- Sec. 3 The Committee is authorised to draft recommendations and reports to the Board and may not make final decisions on behalf of the Board in any matter.

#### **Art. 2**

##### **Tasks**

- Sec. 1 The main tasks of the Committee are to:
- (i) Describe the required qualifications in each management body and for each member of the management bodies.
  - (ii) Continually assess the competences, knowledge and experience of the two management bodies combined and at least once annually assess the competences, knowledge and experience of the individual members of the management bodies.

- (iii) Continually – and at least once annually – assess the management bodies' size, composition and results and make proposals for specific changes in the management bodies to the Board.
  - (iv) Propose an action plan to the Board on the future composition of the Board, and if necessary make proposals for specific changes in the management bodies to the Board.
  - (v) Continually identify suitable candidates for the management bodies based on the criteria laid down and to ensure that the Company has an up-to-date policy of succession.
  - (vi) State the time expected to be spent on having to carry out the particular membership in one of the management bodies.
- Sec. 2 In the event of election for the Board or need for changes in the management board, the Committee organizes a process, cf. art. 1, sec. 2, for nomination or appointment, respectively, of suitable candidates. The Committee makes a recommendation to the Board based on sec. 1, above.
- Sec. 3 The Committee assists the Board in the appointment of members for the Board's committees.
- Sec. 4 The Committee receives and considers proposals for suitable candidates for the management bodies from members of the Board or shareholders of the Company.
- Sec. 5 The Committee evaluates its own activities annually.

### Art. 3

#### **Composition, meetings, resources etc.**

- Sec. 1 The composition of the Committee is determined in art. 7, sec. 5, of the Board's rules of procedure.
- Sec. 2 The frequency of meetings of the Committee is determined by the Board, cf. art. 7, sec. 7, of the Board's rules of procedure.

- Sec. 3 Minutes of the Committee's meetings are kept, cf. art. 7, sec. 8, of the Board's rules of procedure.
- Sec. 4 The Board's rules of procedure applies, unless otherwise stated herein, to the meetings of the Committee (including provisions on notice, place, agenda, quorum, majority etc.)
- Sec. 5 The Company provides all necessary resources.

Art. 4

**Amendments**

- Sec. 1 This charter may be amended at any time by an ordinary majority of the Board.

*Adopted by the Board of Directors 16 December 2014*