

H+H International A/S

Charter of the Remuneration Committee

1. Authority and purpose

The Remuneration Committee (RC) is a committee established by the Board of Directors in accordance with applicable legislation, the Danish Corporate Governance Recommendations, the Company's Rules of Procedure and the Remuneration Policy for the Board of Directors and the Executive Board.

The overall objective of the RC is to assist the Board of Directors with the supervision of:

- the Remuneration Policy for the Board of Directors and the Executive Board, including proposing changes to the Policy
- the drafting of the annual Remuneration Report to be presented for an indicative vote by the shareholders at the annual general meeting
- the remuneration structure and remuneration levels for the members of the Board of Directors and of the Executive Board, respectively
- KPIs for incentive schemes.

The responsibilities of the RC are further described in Annex 1.

The RC is under supervision of the Board of Directors and is tasked with preparing recommendations and decisions to be taken by the Board of Directors.

2. Composition and remuneration

The RC shall consist of at least two members.

The Board of Directors appoints the RC members among the members of the Board of Directors and decides who of the RC members shall chair the RC.

The appointment shall usually take place after each annual general meeting, but the Board of Directors may change the composition of the RC at any time. The term of appointment shall be until the next annual general meeting. Re-appointment may take place.

The majority of the RC members shall be independent, and the Board of Directors determines if an RC member is independent or not. The RC members shall jointly have the competences relevant to H+H's overall business and performance of RC's duties.

The remuneration to each RC member shall be in accordance with the Remuneration Policy for the Board of Directors and the Executive Board and be approved by the annual general meeting.

3. RC meetings

RC meetings shall be held when the RC Chair finds it necessary. A meeting shall also be held, and related agenda items be included in the agenda at the request of an RC member or another member of the Board of Directors or of a member of the Executive Board.

All meetings shall be convened preferably one week prior to the RC meeting and no later than the last Friday before the meeting. The meeting notice shall include an agenda for the meeting pre-approved by the RC Chair together with supporting written material, if any, arranged by the CHRO or the CLO.

The form of meeting (physical, digital or hybrid), representation of an RC member by proxy to another RC member and the possibility for RC to make resolutions in writing via the digital board portal shall be similar to what is described in the Board of Director's Rules of Procedure.

The RC may at its discretion request other members of the Board of Directors, members of the Executive Board or of Group management and other employees of the H+H Group as well as relevant external specialists, advisors etc. to attend a RC meeting in relation to specific agenda item(s).

The work in the RC shall be subject to the same confidentiality obligations as described in the Board of Director's Rules of Procedure.

4. Quorum

The RC forms a quorum when at least (i) two RC members are present or (ii) a majority of members are present when the RC has more than three members.

Resolutions are passed by simple majority. In case of equality of votes, the RC Chair shall have the casting vote. However, in case of a difference in opinion where only two RC members are present, each member's opinion in the matter shall be presented to the Board of Directors prior to its decision in the matter. If the difference concerns an internal RC matter normally settled without involvement of the Board of Directors, the matter shall be jointly presented by the two RC members to the Chair of the Board of Directors, who shall then have the decisive say in the matter.

5. Reporting to the Board of Directors

The CHRO or the CLO shall organize recording of minutes from the RC meetings. The approved minutes as well as the related agenda, agenda material and presentations shall be made available to members of the Board of Directors at their request considering, however, the confidentiality and private nature of the materials.

At the meetings of the Board of Directors, the RC Chair shall provide a summary from all RC meetings held since the previous meeting of the Board of Directors, including the RC's discussions, considerations and recommendations for decisions by the Board of Directors.

6. Publication

This RC charter shall be available on the Company's website.

Adopted by the Board of Directors
December 2022

Annex 1

Remuneration Committee's tasks and responsibilities

The tasks and responsibilities of the RC are to assist the Board of Directors by reviewing information within the areas of oversight described below and present recommendations to the Board of Directors. The tasks and responsibilities are further specified in the RC's annual wheel.

Annual reviews

- Annual review of the Remuneration Policy for the Board of Directors and the Executive Board.
- Annual review of any other policies etc. within the RC's scope, if any.
- Annual review that the reporting within the RC's responsibilities in the draft annual financial report, the draft annual remuneration report and the draft annual corporate governance report is correct, fair and adequate.
- Annual review of the RC Charter.
- Report and make recommendations to the Board of Directors in relation to the said annual reviews and ensure that material changes to the Remuneration Policy for the Board of Directors and the Executive Board are approved by a general meeting and that a general meeting (re)approves the Policy ensuring the Policy at least every 4 years.

Annual evaluations

- Annual evaluation of the RC (performance, ways of working, members' competences and independence etc.).
- Annual evaluation of the remuneration structure and remuneration levels as well as bonus outcome for the Board of Directors, the Executive Board, Group Management and other key employees in the H+H Group.
- Evaluation of possible KPIs and targets for the coming short-term incentive program (STIP) and the coming share-based long-term incentive program (LTIP) for the Executive Board, Group Management and other key employees in the H+H Group, including definition of on-target. For the coming LTIP, the RC shall also evaluate who shall participate in the LTIP and at which entry value levels.
- Continuously consider and review that the remuneration to the members of the Board of Directors and to the Executive Board, respectively, complies with the assessment of the performance and with the Remuneration Policy for the Board of Directors and the Executive Board as approved by shareholder at a general meeting.
- Report and make recommendations to the Board of Directors in relation to the said annual evaluations. The evaluations shall take the Company's strategy goals and the shareholders' long-term interests into consideration.

Remuneration terms etc. for new employees of Group Management or coming Regional Managing Directors

- Assist the Board of Directors in the negotiations of remuneration terms and other employment terms for members of Group Management and Regional Managing Directors.

Miscellaneous

- The RC shall perform all other tasks that the Board of Directors requests the RC to monitor or evaluate and report back and make recommendations, if any, to the Board of Directors.