

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 Board of Directors and Executive Board and give an account of this to the Board of Directors in its entirety.
- Annually describe the structure, size, composition and performance of the Board of Directors and Executive Board, report on this to the Board of Directors 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 Board of Directors 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 Board of Directors in its entirety candidates for the Board of Directors and Executive Board.
- 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 Board of Directors and Executive Board.
- Continuously ensure plans and processes ensuring an appropriate succession of key positions.

Nomination Committee members

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

Nomination 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 Board of Directors meeting attended by all Board of Directors members and by the majority required according to the Company's rules of procedure.