

## **CHARTER OF THE NOMINATION COMMITTEE OF AMBU A/S**

### **1. Constitution and purpose**

- 1.1 The Nomination Committee is a committee of the Board of Directors established in accordance with Section 7 of the Rules of Procedure for the Board of Directors of Ambu A/S and Recommendations on Corporate Governance of the Danish Corporate Governance Committee.
- 1.2 Nomination Committee members are appointed by the Board of Directors at the first Board meeting following the annual general meeting of the Company. Members of the Nomination Committee are appointed for a one-year term, however, the Board of Directors may at any time change the members of the Nomination Committee if the Board of Directors finds it appropriate.
- 1.3 The Nomination Committee's role is to assist the Board of Directors in fulfilling its responsibilities with regard to i) nomination and appointment to the Board of Directors and the Executive Management of the Company, ii) ensuring that the Board of Directors and the Executive Management at any time have the appropriate size and are composed with the individuals having the professional qualifications and experience required, iii) securing that employees in other managerial positions have the professional qualifications and experience required, and (iv) conducting regular evaluations of the performance of the Board of Directors and the Executive Management.
- 1.4 The Nomination Committee shall ensure a formal, thorough and – for the members of the Board of Directors – transparent process for the selection and recommendation of candidates to the Board of Directors and Executive management.

### **2. Composition**

- 2.1 The Nomination Committee shall consist of three members of the Board of Directors, of whom one shall be the chairman of the Board of Directors and one shall be the vice chairman of the Board of Directors.
- 2.2 The chairman of the Board of Directors will also be chairman of the Nomination Committee.
- 2.3 At least half of the members of the Nomination Committee shall qualify as independent as set out in the Recommendation on Corporate Governance of the Danish Corporate Governance Committee as applicable from time to time.

### **3. Meetings**

- 3.1 The Nomination Committee shall meet as often as the Committee determines appropriate but at least twice a year. Further, the Nomination Committee shall meet upon request of a member of i) the Nomination Committee, ii) the Board of Directors or iii) the Executive Management.

- 3.2 The frequency and agenda items of the Nomination Committee meetings shall follow the annual wheel attached hereto as Exhibit 1.
- 3.3 The Chief Executive Officer shall attend relevant parts of the Nomination Committee meetings. If necessary, the Chief Executive Officer will assist the chairman of the Nomination Committee with the preparation of the agenda and of the meetings.
- 3.4 Adequate minutes of Nomination Committee meetings shall be prepared and kept. The minutes shall be sent to the members of the Nomination Committee for approval.
- 3.5 Copies of the minutes shall be sent to all members of the Board of Directors and thereafter, if practically possible, considered at the first meeting of the Board of Directors subsequent to the meeting of the Nomination Committee. If the minutes are not yet available, the chairman of the Nomination Committee shall give a verbal summary of the business transacted at the Nomination Committee meeting and the minutes shall be submitted to the Board of Directors for information at the following meeting of the Board of Directors. All material presented to or prepared by the Nomination Committee shall be available to all members of the Board of Directors upon request.
- 3.6 Except as otherwise stated herein, the meetings of the Nomination Committee shall be governed by the same rules of procedure that applies to the meetings of the Board of Directors (including the option to conduct meetings by means of conference calls and other means of communication, rules on notice, incapacity etc.).

#### **4. Duties and responsibilities**

- 4.1 The Nomination Committee shall 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 recommendations.
- 4.2 At least on an annual basis the Nomination Committee shall assess the structure, size, composition and performance 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 Nomination Committee must take the Company's diversity policy into account, including its target figures for the underrepresented gender, if applicable. If changes to the composition of the Executive Management are deemed necessary by the Nomination Committee, the Nomination Committee shall present recommendations of candidates for the Executive Management to the Board of Directors.
- 4.3 The Nomination Committee shall continuously consider proposals for candidates for the Board of Directors and the Executive Management, from shareholders, members of the Board of Directors or Executive Management or other relevant persons.

- 4.4 The Nomination Committee shall at least annually assess and evaluate the competence, knowledge, experience, and contribution of and by the individual members of the Board of Directors and the Executive Management as well as for 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.
- 4.5 The Nomination Committee shall 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.
- 4.6 The Nomination Committee shall carry out such other tasks on an ad hoc basis as specifically decided by the Board of Directors.

## **5. Quorum**

- 5.1 The Committee forms a quorum when two or more of its members are present. Resolutions are passed by simple majority. In case of an equality of votes, the chairman of the Committee shall have the casting vote.

## **6. Authority**

- 6.1 The Nomination Committee is authorized to make recommendations and reports to the Board of Directors but shall not make any final decisions on behalf of the Board of Directors.
- 6.2 The Nomination Committee is authorized to examine all matters within the scope of its Charter.
- 6.3 To the extent the Nomination Committee deems it relevant or appropriate, it is authorized to appoint external advisors to assist the Nomination Committee in carrying out its assignments within the scope of this Charter. Such external advisors shall not be the same as those retained by Executive Management in this regard. The fees of the Nomination Committee's external advisers shall be paid by the Company.

## **7. Operation of the Nomination Committee**

- 7.1 The Nomination Committee shall once a year:
- Conduct a performance evaluation of the Nomination Committee and report such evaluation to the Board of Directors;
  - Review applicable independence and other legal requirements of each member of the Nomination Committee to determine whether the Nomination Committee meets the

applicable legal standards. Further the Nomination Committee shall present such review to the Board of Directors for approval as well as propose any required or recommended disclosure; and

- Evaluate the adequacy of this Charter and recommend any proposed changes to the Board of Directors and ensure that the Charter is approved or re-approved by the Board of Directors.

## **8. Nomination Committee Member Fee**

8.1 Members of the Nomination Committee shall receive an annual fee in accordance with the Company's Nomination Policy, proposed by the Board of Directors and approved by the Annual General Meeting.

## **9. Publication**

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

## **10. Adoption**

10.1 This Charter has been approved by the Board of Directors at its meeting held on 5 October 2021.

On behalf of the Board of Directors

Jørgen Falkebo Jensen