

Nomination Committee of NKT A/S

Terms of Reference

NKT A/S, CVR no. 62725214

The Terms of Reference are available at [Investors.nkt.com](https://investors.nkt.com)

1 Scope and Purpose

- 1.1 These Terms of Reference establish the duties and powers of the NKT Nomination Committee.
- 1.2 The Nomination Committee is a committee of the Board of Directors, charged solely with preparing the resolutions to be taken by the Board of Directors. The Committee operates in accordance with these terms of reference, which are updated and approved annually by the Board of Directors. Minutes of meetings are circulated to the Board of Directors.

2 Constitution and Members

- 2.1 The Committee is appointed by the Board of Directors of NKT A/S. The Committee is reconstituted each year after the Annual General Meeting of NKT A/S. Appointment during the year is made at a Board of Directors meeting.
- 2.2 The Nomination Committee shall consist of at least two members.
- 2.3 The Board of Directors will appoint the members and Chair of the Committee from the Board's own members. The members will be appointed for one year at a time and may be re-appointed a maximum of nine consecutive times;
- 2.4 Members can be removed by the Board of Directors at any time.
- 2.5 The Committee Chair shall be independent as defined in the latest "Corporate Governance Recommendations"

3 Committee tasks

The Committee's duties are performed according to this charter and an Annual Plan approved by the Board of Directors. The tasks include:

- 3.1 Evaluation of Board of Directors and Group Leadership Team
 - 3.1.1 The Nomination Committee defines and recommends to the Board of Directors, which qualifications are deemed required by all members of the Board of Directors.
 - 3.1.2 The Nomination Committee continuously assesses the Board's relevant competencies. As part of this, the Committee annually issues a recommendation to the Board of Directors stating:
 - (a) Whether there are areas in which the competencies and knowledge of the Board and its members should be improved.
 - (b) Whether the composition of the Board of Directors is such that the Board can live up to its responsibility, including performance of general and strategic duties.
 - (c) Whether the Board of Directors is of the right size and has the right competencies to observe the demands which flow from NKT's general business model and activities, and to ensure constructive and effective discussions and decision processes.
 - 3.1.3 The Nomination Committee annually ensures that the performances and results of the Board as a whole and its individual members, along with the Board's collaboration with the Group Leadership Team, are evaluated and the findings of such evaluation are presented for discussion to the Board.
 - 3.1.4 The Nomination Committee continuously assesses the composition, expert knowledge, and experience of the Group Leadership Team, along with the performance and results of its duties, and issues recommendations to the Board of Directors on any need for changes in the Group Leadership Team.
- 3.2 *First-time election, re-election, and replacements*
 - 3.2.1 The Nomination Committee is responsible for the process by which the general meeting elects new Board members and re-elects existing members. As part of this work the Nomination Committee shall:
 - (a) Propose a competence profile for the Board of Directors in which the Committee

lists suitable criteria for selection of Board members.

(b) Propose an action plan for the future composition of the Board.

(c) Identify and recommend candidates to the Board of Directors for nomination.

3.2.2 The Nomination Committee identifies and recommends candidates for the position of CEO.

3.2.3 The Nomination Committee shall assist the Chair of the Board and the CEO with selection of candidates for the Group Leadership Team by participating in “grandfather” interviewing of finalist candidates.

3.3 *Succession planning*

3.3.1 The Nomination Committee shall ensure that succession plans exist for the Group Leadership Team, including considering the adequate size of the Group Leadership Team.

3.3.2 The Committee shall issue recommendations to the Board of Directors on the long-term succession planning and talent development.

3.4 The Nomination Committee is responsible for ensuring that a Diversity Policy is in place at all times.

3.5 The Committee shall update the Board of Directors on its work when relevant.

4 **Committee authorisation and resources**

Within its Terms of Reference, the Nomination Committee is authorised to:

4.1 Obtain such independent professional advice as the Committee considers necessary for performing its tasks.

4.2 Obtain information from relevant employees of the NKT Group companies who may be summoned to attend meetings at the Committee’s request. Other directors, the Executive Management, and relevant employees, are obliged to attend meetings if summoned by the Committee.

4.3 Gain unlimited access to all information that the Committee considers relevant for performing its duties.

5 **Meetings**

5.1 Only members of the Nomination Committee have the right to be present at the Committee meetings.

5.2 The Committee members can invite participants as they deem appropriate.

5.3 The Committee Chair will determine the meeting agenda and the meeting frequency and call meetings in accordance with an annual plan prepared by the Committee each year.

5.4 Each member of the Nomination Committee may convene a committee meeting if considered necessary.

5.5 The Nomination Committee is quorate when at least one of two members is present. Decisions are passed by simple majority and in the event of an equal number of votes, the Chair has the casting vote.

5.6 The Executive Management of NKT A/S will setup a secretariat function for the Committee unless otherwise agreed.

5.7 Minutes of each meeting is kept by the Committee secretariat and will be approved by the Committee members after each meeting.

6 **Remuneration**

6.1 The Committee will be provided with a suitable remuneration as determined by the Annual General Meeting.

7 Update and Disclosure

- 7.1 These Terms of Reference will be updated and confirmed by the Board of Directors at least once a year.
- 7.2 The Nomination Committee's activities and frequency of meetings in the year are disclosed in the annual report and on NKT's website along with the names of the Committee members.
- 7.3 These Terms of Reference have been disclosed to the Board of Directors of NKT A/S for discussion and approval on: 14 August 2025

NKT A/S Board of Directors

Jens Due Olsen, Chair

René Svendsen-Tune, Deputy-chair

Andreas Nauen

Karla Lindahl

Nebahat Albayrak

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