

Terms of Reference for Nomination Committee

Background

cBrain's Board of Directors has established a framework for the work of the Nomination Committee, including composition and tasks according to the Danish Committee's Recommendations on Corporate Governance.

Composition and Remuneration

The Board of Directors appoints the members of the Nomination Committee. This happens once a year in connection with cBrains Inaugural meeting of the Board of Directors. The committee must consist of 3 members:

- Chair of the board
- The largest shareholder
- Member of the board (independent).

No fees are to be paid to the members of the nomination committee.

Purpose

The main objective and responsibility of the Nomination Committee is to prepare proposals for the Board of Directors and the Annual General Meeting for the election of members of the Board of Directors.

Tasks

The Nomination Committee shall have the task of

- Describe the required qualifications for
 - the Board of Directors and the Executive Management regarding the company, its business model and the derived opportunities and risks
 - a given position on the Board of Directors and the Executive Board, the skills, knowledge and experience that are/should be on the Board of Directors and the executive Management.
- Annually assess the structure, size, composition and results of the board of directors and the executive board, as well as make recommendations to the board of directors about any changes.
- Secure succession planning.
- Submit proposals to the Board of Directors for the following
 - resolution on the number of board members,

- election of board members and
- election of chair and vice chair of the board.
- Annually assess the framework for the terms of reference of the Nomination Committee to the Board of Directors and suggest improvements.

Meetings of the Committee

The Committee shall meet whenever deemed necessary or appropriate in relation to the needs of the Company and in any case at least once a year.

Log

Version	Date	Author	Description
1.0	Board of Directors/2025.02.19	EJJ	Term of reference established and approved by the board