

# Charter for the Chairmanship

NNIT A/S

Classification: Confidential

CVR no. 21 09 31 06

2019-05-13

## Table of Contents

<b>1</b>	<b>COMPOSITION .....</b>	<b>3</b>
<b>2</b>	<b>GENERAL RESPONSIBILITIES .....</b>	<b>3</b>
<b>3</b>	<b>NOMINATION RESPONSIBILITIES .....</b>	<b>4</b>
<b>4</b>	<b>REPORTING.....</b>	<b>5</b>
<b>5</b>	<b>MISCELLANEOUS.....</b>	<b>5</b>
<b>6</b>	<b>MEETINGS .....</b>	<b>5</b>
<b>7</b>	<b>REVIEW OF CHARTER .....</b>	<b>6</b>

# 1 Composition

- 1.1 The Chairmanship consists of the Chairman and the Deputy Chairman.
- 1.2 The Chairman and the Deputy Chairman are appointed by the annual general meeting each year. The Deputy Chairman shall act as chairman in the absence of the Chairman.
- 1.3 Neither the Chairman nor the Deputy Chairman shall be members of the Executive Management.

# 2 General Responsibilities

- 2.1 The Chairmanship has the following general responsibilities:
  - 2.1.1 Board meetings
    - (a) Organise, convene and chair each meeting of the Board of Directors in accordance with the Rules of Procedure of the Board of Directors.
    - (b) Ensure that resolutions by the Board of Directors are made in accordance with the Rules of Procedure for the Board of Directors, the Company's Articles of Association and relevant applicable laws and regulations.
    - (c) Prepare the agenda in consultation with the Executive Management to the extent practicable and appropriate. Any member of the Board of Directors and the Executive Management shall be entitled to demand that specific items be included.
    - (d) Ensure that proper minutes of board meetings are being kept by the Corporate Secretary and that such minutes are distributed to all members of the Board of Directors following each board meeting in accordance with the Rules of Procedure of the Board of Directors.
    - (e) Ensure a follow up procedure on all open issues from previous board meetings.
    - (f) Annually prepare and update the Board of Directors' Annual Wheel.
  - 2.1.2 Board committees
    - (a) On a continuous basis, keep themselves informed about work being carried out in committees established by the Board of Directors.
  - 2.1.3 Executive Management
    - (a) Meet regularly with members of the Executive Management.
    - (b) Agree on the general principles for reporting by Executive Management to the Board of Directors.

#### 2.1.4 External communication

- (a) Represent the Board of Directors externally to investors, press and other third parties if comments by the Board of Directors are required or appropriate. The Chairman may delegate such authority to the CEO or CFO, if necessary.

#### 2.1.5 Other tasks, duties and responsibilities

- (a) Be the main point of contact between the Executive Management and the Board of Directors. The chairman of the Audit Committee shall, however, be the main point of contact for all matters pertaining to the Audit Committee and the chairman of the Remuneration Committee shall be the main point of contact for matters pertaining to the Remuneration Committee.
- (b) Review and approve requests from insiders to trade in shares or other securities issued by NNIT outside of the trading windows set out in the Company's internal rules.
- (c) Approve relevant education and training of individual members of the Board of Directors at the expense of the Company.
- (d) Carry out such other tasks as specifically decided by the Board of Directors or which otherwise follow from applicable laws and regulations, the Articles of Association, the Rules of Procedure of the Board of Directors or this Charter.
- (e) Appoint and dismiss the Corporate Secretary.

2.2 The Board of Directors may delegate other specific tasks to the Chairmanship from time to time.

## 3 Nomination Responsibilities

3.1 In respect of nomination, the Chairmanship has the following overall responsibilities:

- (a) Annually assess the structure, size, composition and results of the Board of Directors and the Executive Management.
- (b) Consider proposals from relevant persons, including shareholders and members of the Board of Directors and the Executive Management for candidates for the Board of Directors and the Executive Management.
- (c) Annually propose an action plan to the Board of Directors on the future composition of the Board of Directors and the Executive Management, including proposals for specific changes, if any.
- (d) Prepare relevant material for the Board of Directors' decision-making concerning employment and termination of individual members of the Executive Management.

- (e) Ensure that individual service contracts are entered into between the Company and each member of the Executive Management.
- (f) Approve the individual service contracts to be entered into between the Company and each member of the Executive Management.

3.2 In respect of assessment of the Board of Directors and Executive Management, the Chairmanship has the following overall responsibilities:

- (a) Describe the qualifications required by the Board of Directors and Executive Management, and for a specific membership, state the time expected to be spent on having to carry out the membership.
- (b) Annually assess the performance, competences, knowledge, experience and succession of the Board of Directors and Executive Management individually and as a group.
- (c) Annually assess the collaboration between the Executive Management and the Board of Directors.
- (d) Continuously supervise and review the performance of the Executive Management.

## 4 Reporting

4.1 The Chairmanship shall regularly inform the Board of Directors of relevant discussions and present recommendations to the Board of Directors based on the responsibilities of the Chairmanship mentioned above.

## 5 Miscellaneous

6.1 The Chairmanship may engage external counsel and other advisors if deemed necessary to carry out its duties.

## 6 Meetings

6.1 Meetings shall be held as often as deemed appropriate and at least in preparation for each meeting of the Board of Directors. A member of the Chairmanship or the CEO may request that a meeting of the Chairmanship be held.

6.2 Meetings shall be convened at not less than five calendar days' notice, and such notice shall include an agenda for the meeting in question prepared by either the Corporate Secretary of the Board of Directors or the CEO's office. Any written material relating to the individual agenda items shall, to the extent possible, be forwarded to the members together with the notice convening the meeting.

6.3 Under special circumstances, the Chairmanship may pass resolutions over the phone or in writing.

- 6.4 With the exception of agenda items reserved for the Chairmanship's internal discussion at each meeting, the CEO and the CFO generally must attend all Chairmanship meetings.

## 7 Review of Charter

- 7.1 The Board of Directors shall review this Charter once every year. Amendments shall be approved by the Board of Directors.

---000---

This Charter for the Chairmanship was adopted by the Board of Directors on November 16, 2015 and reviewed by the Board of Directors on May 13, 2019.