



*Improving food & health*

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**SCIENCE AND INNOVATION COMMITTEE**

October 2023

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Science & Innovation Committee Charter

for

Chr. Hansen Holding A/S  
(the "Company")

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## **1. Constitution and Purpose**

1.1 In accordance with Section 7.1 of the Rules of Procedure of the Company's Board of Directors, the Board of Directors has established a committee named the "Science & Innovation Committee" (the "Science & Innovation Committee").

1.2 The role of the Science & Innovation Committee shall be to assist and advise the members of the Board of Directors in matters relating to the Research and Development ("R&D") strategy of the Company including the commercialization strategies to bring innovations from R&D to the relevant markets. The purpose is to provide reassurance to the Board that the R&D, technical, regulatory and food safety resources and plans of the Company are appropriately aligned with the agreed business and customer strategies.

1.3 For this charter, innovation is defined as "idea to launch process" with focus on portfolio management for new product development including process improvement and technology development.

## **2. Composition**

2.1 The Committee shall consist of at least three directors, with a broad scientific understanding and experience.

2.2 The majority of the members shall meet the independency requirements set out in the Recommendations of the Danish Corporate Governance Committee as applicable at any time.

2.3 The members of the Committee and the chair are appointed by the Board of Directors.

2.4 The Board of Directors may remove a member from the Committee at any time with or without cause. If a member of the Committee is to resign from the Board of Directors, irrespective of the reason therefore, on or before the next Annual General Meeting of the Company, such director shall no longer be qualified for membership of the Committee and may immediately be replaced in the Committee by another member of the Board of Directors appointed in accordance with this Section 2.

## **3. Meetings**

3.1 The Committee shall meet with relevant managers and employees of the Company as often as appropriate, but at least four times per year. In addition, the members of the Committee may attend the meetings of the Scientific Advisory Board and other meetings of the Company as they deem appropriate.

3.2 The Committee shall report on its actions and activities to the Board of Directors on a regular basis.

3.3 Adequate minutes shall be kept of all the Committee's meetings. Committee members shall receive copies of the minutes of each meeting. The chair of the Committee shall submit its recommendations and proposals to the Board of Directors. The Committee will keep a record of its members' attendance in Committee meetings.

3.4 Except as otherwise stated herein the meetings of the Committee shall be governed by the same rules of procedure (including the options to conduct meetings by means of conference calls and other means of communication, rules on notice, incapacity etc.) applying to the meetings of the Board of Directors.

3.5 The Committee shall make decisions by simple majority of votes and shall form a quorum if at least half of its members are present. In case of an equality of votes, the chair of the Committee shall have the casting vote.

#### **4. Access to resources and authority**

4.1 The Committee is authorized only to prepare recommendations and reports to the Board of Directors and not make any final decisions on any matter on behalf of the Board of Directors.

4.2 The Committee may engage external advisers with the prior consent of the chair of the Board of Directors.

4.3 Chr. Hansen shall provide members of the Committee with such relevant scientific literature, journals and periodicals as the Committee members may reasonably request.

#### **5. Duties and responsibilities**

5.1 The principal duties and responsibilities of the Committee are:

- to participate in relevant R&D and innovation related meetings in Chr. Hansen, subject to Clause 3.1;
- to review and discuss Chr. Hansen's R&D, innovation and commercialization strategies, and to review science, technology, regulatory and food safety trends that the Company believes are of significant importance;
- to review the (quality of) the R&D capability of the Company and the organization hereof, including the product development process from idea to sales.
- to review the R&D portfolio of the Company; and
- to review the Company's Intellectual Property strategies
- to review the company's productivity and process improvement strategies.

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As adopted by the Board of Directors on October 2023

On behalf of the Board of Directors:

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Dominique Reiniche