

RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

Chr. Hansen Holding A/S

September 2020

CHR. HANSEN HOLDING A/S

CVR no. 28 31 86 77

1 Board constitution and Chairmanship

- 1.1 As soon as possible after the Annual General Meeting in any year, a Board meeting shall be held for the purpose of electing a Vice Chair and agreeing on a meeting and work schedule for the year ahead.

The Chairmanship

- 1.2 The Chairmanship prepares a description of the tasks, obligations and responsibilities of the Chair and Vice-chair which shall be approved by the Board of Directors. The Charter for the Chair is attached to these rules of procedure as Appendix 1.2.
- 1.3 The Chair of the Board of Directors is generally responsible for ensuring that the Board of Directors functions satisfactorily and that the responsibilities of the Board are attended to in the best possible way by inter alia the Board of Directors making use of the competencies of the individual Board members. In particular, the Chair of the Board of Directors must ensure that the other members of the Board of Directors are kept informed of all matters of significance to the Company.
- 1.4 The Vice Chair of the Board of Directors acts as chair in the absence of the Chair of the Board of Directors.

2 The composition, competencies and self-assessment etc. of the Board of Directors

- 2.1 Once a year, the Board of Directors shall upon the basis of a recommendation from the Nomination Committee discuss and make a description of which competencies the Board of Directors must have in order to perform its duties in the best possible way. This Board Competency Profile shall be published on the Company's website. The Board Competency Profile is attached to these rules of procedure as Appendix 2.1
- 2.2 The Board of Directors will on an annual basis make an assessment of whether there are areas in which the competencies and knowledge of the Board of Directors and its members should be updated and whether it is composed in such a way that it can - as best as possible - attend to its managerial responsibilities, including taking care of its overall and strategic tasks, as well as considering whether the Board of Directors has the appropriate size, composition and competencies for a competent, constructive and efficient debate and decision making process.
- 2.3 As part of the assessment under Clause 2.2 the Board of Directors will make an assessment of the Company's activities in order to ensure diversity in the Company's management levels and determine specific goals for this. The Board of Directors will ensure that a report on these goals and the status for their fulfillment will be included in the Management's review in the Company's Annual Report and/or on the Company's website.
- 2.4 Each member of the Board of Directors is expected to ensure that he/she is able to allocate the time required to fulfill his/her duties as a director. Each director is furthermore expected not to undertake such other or additional positions which would make it impossible for the member in question to perform its obligations as member of the Company's Board of Directors in a satisfactory way.

- 2.5 Before taking on any executive or non-executive office or position, a director must inform the Chair of the Board of Directors, who will present the request to the Nomination Committee for endorsement. The Nomination Committee then brings the recommendation to the Board for formal approval. The approval process should not take more than ten (10) working days and can be accelerated, if needed. Such request will be approved based on the following principles: (a) no additional office or position should result in a time commitment exceeding six (6) days in average per week, (b) as a result of this six (6) days maximum, an executive will not as a general rule take on more than (i) two (2) ordinary non-executive offices or positions, or (ii) one (1) non-executive chairmanship office. These principles are consistent with the guidelines for overboarding published by leading proxy advisors like ISS and Glass Lewis.
- 2.6 With the purpose of aligning the interests of the Company's shareholders and the members of the Board of Directors in regard to the development of the share price, each member of the Board of Directors elected by the shareholders is obliged to purchase shares issued by the Company not later than 12 months after the date of the member's appointment to the Board of Directors for an amount at least corresponding to one year's base fee for an ordinary Board member, and to maintain a shareholding corresponding to at least one year's base fee for as long as the individual is member of the Board of Directors in accordance with an internal process.

Self-assessment

- 2.7 The Board of Directors shall establish an evaluation procedure pursuant to which the Board of Directors' and its individual members' work, performance and composition are evaluated annually for the purpose of improving the work of the Board of Directors. Similarly, the Board of Directors shall every year make an evaluation of the work performed by each of the committees. The Board of Directors shall furthermore evaluate the work of the Executive Board and consider the need for changes to the structure and composition of the Executive Board in light of the Company's strategy.
- 2.8 The evaluation of the Board of Directors shall be prepared and supervised by the Chair and be discussed on the Board of Directors. At least every third year the evaluation of the Board of Directors should be facilitated by an experienced external facilitator.
- 2.9 The Chair shall account for the annual evaluation, including the process and general conclusions, at the Annual General Meeting prior to election of the Board of Directors. The annual evaluation procedure and general conclusions shall be disclosed in the Annual Report and on the Company's website.
- 2.10 The evaluation of the cooperation between the Board of Directors and the Executive Board will be conducted by means of a formal dialogue between the Chair and the Vice Chair of the Board of Directors and the Chief Executive Officer (the "CEO") and the results shall be presented to the entire Board of Directors. Evaluation is conducted annually.
- 2.11 When appointed to the Board of Directors, new members will be given an introduction to the Company.

Special advisors

- 2.12 The Board of Directors may independently of the Company's Executive Board engage special advisers to assist with specific Company matters, and such advisers shall report solely to the Board of Directors. Any expenses incurred in this connection shall be paid by the Company.

3 The tasks of the Board of Directors

General obligations

- 3.1 The Board of Directors monitors that the Company seeks to carry on its activities in a socially, environmentally and financially responsible manner.
- 3.2 At least once a year, the Board of Directors shall lay down the strategic objectives of the Company on the basis of proposals submitted by the Executive Board and approve the Company's general business policies and guidelines, including within communication, remuneration to executives and directors, sustainability, diversity and inclusion, corporate governance, quality and security standards, environmental issues, finance, IT, HR, control and risk management, internal reporting, the relationship with the Company's stakeholders, etc. All Group employees incl. Executive Board and Board of Directors of Group companies are covered by the adopted policies.
- 3.3 The Board of Directors shall supervise the activities of the Company and ensure that the Company is managed securely and in compliance with the Company's Articles of Association, company, accounting and stock exchange laws and any other legislation and rules of relevance to the Company, including the corporate governance rules and recommendations applicable from time to time.
- 3.4 The Board of Directors determines once a year its most important tasks in relation to the financial and managerial supervision, including the way in which it intends to supervise the work of the Executive Board.
- 3.5 On the basis of proposals from the Executive Board, the Board of Directors shall approve organizational and management issues of the Company and discuss the propriety and appropriateness thereof at least once a year.
- 3.6 The Board of Directors shall at least once a year discuss whether the Company is in possession of or has access to the competencies and financial resources necessary with a view to ensuring that the Company can reach its strategic objectives.

Strategy and business plans

- 3.7 The Board of Directors must arrange for the adoption of a strategy and business plan for the Company's activities on the basis of a draft prepared by the Executive Board. The plan must as a minimum cover a three year period and contain:
 - (i) Business concept
 - (ii) Strategic and financial objectives
 - (iii) Strategy, including an implementation plan
 - (iv) Financial forecast

On the basis of a draft prepared also by the Executive Board, the Board of Directors must arrange that the plan be updated and revised once a year in connection with an annual Strategy Seminar for the Board of Directors and the Executive Board at which the Company's financial objectives and action plans are to be followed up on.

Capital and share structure

- 3.8 Once a year, the Board of Directors shall assess whether the Company's capital and share structure, including the denomination of the shares and the number of share classes and their

mutual rights are in the best interest of the shareholders and the Company.

Capital resources, budgets etc.

- 3.9 The Board of Directors shall ensure that at all relevant times the capital resources of the Company are adequate in relation to the operation and that the appropriations and provisions necessary in relation to the Company's position are made and that a finance policy is produced covering financing, interest rate and currency exposures, if any, as well as hedging thereof, if any, and that this policy is updated continuously.
- 3.10 The Board of Directors shall monitor the operations of the Company on a regular basis and shall compare the results obtained with existing budgets, including budgets on operation, liquidity and investments etc.
- 3.11 The Board of Directors shall follow up on plans and consider reports on the Company's customer relations, material transactions, funding, liquidity and special risks
- 3.12 The Board of Directors shall ensure that the book-keeping, the asset management and the business procedures are satisfactory and controlled in a satisfactory way given the affairs of the Company.
- 3.13 The Board of Directors shall procure that the Executive Board each year before the beginning of the financial year prepares a final budget for the following year.
- 3.14 Moreover, the Board of Directors must ensure that prudent investment and profitability calculations form the basis of its approval of large-scale investments. In connection with each annual approval of the budget, the Board of Directors shall fix the thresholds applicable to investments/divestments where prior approval from the Board of Directors is required.

Risk profile and management

- 3.15 The Board of Directors must once a year assess any specific risks associated with the Company's operations, strategy and presentation of financial statements. The Board of Directors must procure that the Executive Board at Board meetings describes risks, if any, compliance with policies etc., if adopted, and that the Executive Board accounts for the ways in which such risks are developing and being managed, and the Board of Directors will, based on proposals from the Executive Board, adopt resolutions on ways to hedge such risks.
- 3.16 In this connection, the Board of Directors shall decide on the Company's internal control functions, IT organization, accounting and budgeting functions.

Insurance

- 3.17 In order to ensure adequate insurance coverage of the Company and its activities, the Executive Board shall once a year present to the Board of Directors an overview and an analysis of the insurance position of the Company.

Reporting/communication with the Executive Board

- 3.18 The Board of Directors shall lay down guidelines for the scope and form of accounting and other reporting to the Board of Directors and of the communication between the Executive Board and the Board of Directors. The guidelines shall ensure a timely, precise and adequate reporting and communication. The Board of Directors represented by the Chair may request additional information for the purpose of clarifying the position of the Company or attending to specific matters.

Audit

- 3.19 The Board of Directors shall procure that the auditors get all information necessary to carry out the audit.
- 3.20 The Board of Directors shall ensure – by entering into an agreement directly with the auditors if necessary – that the auditors perform an independent audit of the Company's accounts and that the Board of Directors is informed thereof regularly directly through entry in the auditor's records or otherwise by contacting the Chair of the Board of Directors directly where matters of significance are identified which ought to be reported to the Board of Directors. The auditors must send all entries to the auditor's records directly to the members of the Board of Directors, unless otherwise is agreed.

Annual and Interim Reports

- 3.21 At such meetings where Annual Reports and Interim Reports are to be approved, the Board of Directors shall review the draft prepared by the Executive Board and shall verify that Interim Reports and Annual Reports have been prepared in a way giving a true and fair view of the Company's assets and liabilities, its financial position and results. The Company's auditor must be present at Board meetings where Annual Reports shall be examined and approved.
- 3.22 At the same time, the auditor's records must be submitted for approval and subsequently be signed by both the Executive Board and the Board of Directors.
- 3.23 The Annual Report is submitted to the Company's Annual General Meeting for final approval. Following approval of the Annual Report by the Annual General Meeting the Executive Board shall promptly submit a copy of the Annual Report endorsed by the Chair of the meeting to the Danish Business Authority.

Identification of key stakeholders

- 3.24 The Board of Directors shall take care of the interests of the shareholders, including facilitating communication between the shareholders and the Company with due regard to the interests of all other stakeholders of the Company. For the purpose thereof the Board of Directors shall identify the Company's key stakeholders and their most important interests vis-à-vis the Company.

Executive Board

- 3.25 The Board of Directors shall appoint an Executive Board consisting of one or more members. Where more than one member is appointed to the Executive Board, one of them must be appointed CEO and another be appointed Chief Financial Officer ("CFO"). The Board of Directors and the Executive Board shall be jointly in charge of the affairs of the Company.
- 3.26 The Board of Directors shall issue rules of procedure for the Executive Board applicable to the overall duties, obligations and liabilities of the Executive Board including specific authorizations within which the Executive Board may transact business. The Rules of Procedure and authorizations are subject to annual evaluation, update and approval by the Board of Directors.
- 3.27 The Rules of Procedure for the Executive Board is attached to these rules of procedure as Appendix 3.26.
- 3.28 Where the Executive Board consists of two or more members the Executive Board shall produce a written specification of how the areas of responsibility of the Executive Board are to be divided amongst its members. The specification shall be presented to and approved by the Chair of the Board of Directors and be reassessed and updated, if necessary, once a year.

Special tasks

- 3.29 If the Board of Directors asks a member of the board to perform special tasks or activities for the Company, including briefly participating in the day-to-day management, a board resolution to that effect shall be passed to ensure that the Board of Directors maintains its independent, general management and control function. The resolution and the expected duration should be announced publicly on the Company's homepage.

4 Annual General Meetings

- 4.1 The Board of Directors promotes shareholder attendance at the Company's Annual General Meeting.
- 4.2 Within the framework of the Articles of Association applicable to the Company, the Board of Directors decides whether an Annual General Meeting or part thereof should be held by the use of electronic means.
- 4.3 The Board of Directors shall ensure that proxies granted to the Board of Directors for Annual General Meetings shall enable the shareholders to consider and decide upon each individual item on the agenda.
- 4.4 All members of the Board of Directors must to the widest extent possible attend the Company's Annual General Meetings.
- 4.5 Together with the notice convening the General Meeting, the Board of Directors shall ensure that a description of the nominated candidates' competencies is enclosed together with information about such candidates' managerial and directorship positions in Danish and international enterprises as well as any demanding positions and tasks in organizations.
- 4.6 At the Company's Annual General Meeting the Chair of the Board of Directors will in his/her report account for the Board's self-assessment and for the Company's remuneration policy and the implementation thereof.

5 Remuneration to the Board of Directors

- 5.1 The members of the Board of Directors shall receive an annual remuneration subject to approval by the Company's Annual General Meeting. Any incentive schemes for the members of the Board of Directors and/or the Executive Board must be submitted to the Annual General Meeting for approval prior to the incentive schemes being put into force.

Proposals by the Board of Directors on the directors' remuneration shall be in compliance with the remuneration policy as prepared by the Board of Directors and approved by the shareholders at a General Meeting of the Company. The remuneration policy shall be published on the Company website.

6 Meetings of the Board of Directors

- 6.1 The Board of Directors shall hold at least six meetings a year according to the meeting and work schedule determined in advance or as often as the Chair considers it necessary or when requested by a member of the Board of Directors, a member of the Executive Board or by an auditor.

The meetings of the Board of Directors shall, at the Chair's discretion, be held at the offices of the Company or at another place designated by the Chair.

- 6.2 Meetings of the Board of Directors may be held by electronic means, e.g., by conference calls, if consistent with the performance of the duties of the Board of Directors and in particular the topics that are subject to discussion. Notwithstanding the preceding sentence, any member of the Board of Directors or the Executive Board or an auditor shall always be entitled to demand that Board meetings are held by physical attendance.
- 6.3 The Chair shall organize, convene and chair the meetings of the Board of Directors.
- The notice containing the agenda of the meeting shall generally be made in writing with no less than seven days' notice to all members of the Board of Directors. To the extent possible any material shall be forwarded to the members of the Board of Directors and the Executive Board so as to ensure that the material is received by each of the directors one weekend before the meeting.
- 6.4 Electronic means of communication may be used for communication between the Company and the members of the Board of Directors. The Company shall keep and update a list of the electronic mail addresses of the members of the Board of Directors.
- 6.5 The agenda for the board meeting shall normally at least include the items set out in **Appendix 6.5**.
- 6.6 The Board of Directors forms a quorum when more than half of its members are present, including the Chair or Vice Chair. Resolutions by the Board of Directors are passed by a majority of the votes present at the meeting. In case of equality of votes, the Chair (and in his/her absence the Vice Chair) shall have a casting vote.
- Members of the Board of Directors may issue a proxy to another member of the Board of Directors if appropriate considering the topic of discussion.
- 6.7 The Board of Directors shall not pass a resolution without all members of the Board of Directors, to the extent possible, having had an opportunity to participate in the consideration of the matter or having been notified of the matter.
- 6.8 The Executive Board has a right- and with respect to the CEO and CFO also a duty- to be present at the meetings of the Board of Directors, unless the Board of Directors decides otherwise in individual cases. Subject to agreement with the Chair, the Executive Board may allow one or more of the executive employees participate in Board meetings in whole or in part.
- At the request of any member of the Board of Directors or of the Executive Board, the auditor to the Company may participate in Board meetings.
- 6.9 Members of the Executive Board and the Board of Directors must observe secrecy with respect to everything related to the Board and to the Board meetings. Any information and documents received by the Board of Directors from the Company must be deemed as confidential until and if published and may only be used by the individual Board members to serve the interests of the Company. Each Board member must ensure that the information received by him or her is not disclosed to persons outside of the Board of Directors and, where applicable, the Executive Board.
- 6.10 Minutes of meetings must be entered in a minute book recording the resolutions adopted and a brief account of matters discussed and negotiated. The minute book shall be prepared by the Company's Corporate Secretary and a draft shall be forwarded to the Chair of the Board of Directors and the CEO and CFO for their comments. Subsequently, the draft minutes shall be distributed to the remaining Board members for approval.
- 6.11 The minute book must state:

- (1) Names of the participants
 - (2) Agenda and resolutions passed for each item in accordance herewith.
 - (3) Name of the keeper of the minutes when such minutes have been prepared by somebody else than the Company's corporate secretary.
 - (4) Date for submission of the minutes to the Board of Directors.
- 6.12 Each member of the Board of Directors shall as soon as possible and no later than 8 working days after a meeting receive draft minutes. This deadline shall be extended to 14 working days with respect to the two-day strategy and board meeting in March. The minutes are deemed to be approved if no objections have been raised with the Chair/Corporate Secretary within 14 days from receipt of the minutes. The minute book must be signed at the next Board meeting by all Board members. If a member did not participate in the meeting, information hereof must be stated when signing.

A member of the Board of Directors or the Executive Board who does not agree with a resolution shall be entitled to have his/her dissent entered into the minute book.

7 Committees

- 7.1 On a general as well as on an ad hoc basis, the Board of Directors shall consider and resolve whether in addition to the Audit Committee, cf. Clause 7.3, the Remuneration Committee, cf. Clause 7.4, the Nomination Committee, cf. Clause 7.5, and the Science & Innovation Committee, cf. Clause 7.6, other committees or special functions shall or ought to be established to undertake special assignments or functions, e.g. regarding risk identification and management, whistleblowing systems, internal audit, etc.
- 7.2 When composing committees, the Board of Directors must ensure compliance with all requirements as to competence, capacity, independence, etc. stipulated in law and corporate governance rules and recommendations applicable from time to time.
- 7.3 The Board of Directors has set up an Audit Committee pursuant to Part 8 of the Danish Act on Accountants. The Board of Directors has defined the tasks and responsibilities of the Audit Committee in a charter governing the Audit Committee, cf. Appendix 7.3. The Board of Directors shall decide whether the Audit Committee or an especially appointed Risk Committee should assist the Board of Directors in relation to preparation of policies for risk management and assumption of risks extending beyond the risks involved in the presentation of the financial statements.
- 7.4 The Board of Directors has set up a Remuneration Committee which is authorized to submit recommendations to the Board of Directors on the annual remuneration of the Board of Directors and the Executive Board respectively. The Board of Directors has defined the tasks and responsibilities of the Remuneration Committee in a charter governing the Remuneration Committee, cf. Appendix 7.4.
- 7.5 The Board of Directors has set up a Nomination Committee with the authority to inter alia assist the Board of Directors with respect to its responsibilities relating to nomination and appointment of candidates to the Board of Directors and the Executive Board. The Nomination Committee must ensure that the process for the selection and nomination of candidates is formal, thorough and transparent to the members of the Board of Directors. The Board of Directors has defined the tasks and responsibilities in a charter governing the Nomination Committee, cf. Appendix 7.5.
- 7.6 The Board of Directors has set up a Science & Innovation Committee with the authority to assist

the Board of Directors in fulfilling its responsibilities in regard to the Company's research & development (R&D) activities and ensuring that the Board of Directors has an informed, independent view of the focus and direction of the R&D function's work and capabilities in the Company. The Board of Directors has defined the tasks and responsibilities in a charter governing the Science & Innovation Committee, cf. Appendix 7.6.

- 7.7 The frequency of meetings to be held by the Audit Committee, the Remuneration Committee, the Nomination Committee, the Science & Innovation Committee and any other committee set up for a specific purpose shall be decided by the Board of Directors or in the absence thereof by the members of the individual committees.
- 7.8 Minutes shall be taken of the meetings in the Audit Committee, the Remuneration Committee, the Nomination Committee, the Science & Innovation Committee, as well as any other committee set up, such minutes to be similar to the minutes of Board Meetings, cf. Clauses 6.10 - 12. The Board of Directors' access – including possible restrictions – to the minutes of meeting of the respective committees shall be determined in the charter for each committee.
- 7.9 Established committees refer to the Board of Directors and shall within its respective areas of responsibility make submissions and proposals to the Board of Directors.

8 Registers of shareholders etc.

- 8.1 The Board of Directors shall monitor and where required make sure that the register of shareholders and the public register of major shareholders at all times comprise the information received by the Company from its shareholders.
- 8.2 Members of the Board of Directors and of the Executive Board must arrange for registration of their shareholdings in the Company in their own name in the Company's register of shareholders.

9 Internal rules

- 9.1 Together with the Executive Board, the Board of Directors shall ensure that the Company at all relevant times has the necessary and required set of insider rules (i) to ensure compliance with the disclosure obligations; (ii) to prevent unauthorized disclosure or conveyance of insider knowledge; (iii) on trading in the Company's own shares; and (iv) on the members of the Board of Directors and of the Executive Board as well as the employees' trading in the Company's shares, cf. Appendix 9.1.

The Board of Directors shall also ensure that the Company has laid down procedures to ensure compliance with such rules. The Board of Directors shall review the Company's insider rules at least once a year with the purpose of reassessing the contents and ensuring that the rules are known to everyone bound by them.

10 Insider list and compliance with disclosure requirements

- 10.1 The Board of Directors shall ensure that the Company keeps the statutory insider list, lay down procedures to ensure that the list is up-to-date at all times, and ensure that the Company's procedures for announcements to the public within the EU/EEA, the Danish Financial Supervisory Authority, Nasdaq Copenhagen A/S and the Danish Business Authority comply with the rules applicable from time to time to listed companies.

11 Legal Capacity

- 11.1 The Board of Directors shall at all times ensure that the private or professional interests of the Executive Board or the Board of Directors – be it directly or indirectly – are not in conflict with the interests of the Company. The Board of Directors must continuously record their resolutions in respect of such matters in the minute book.
- 11.2 A member of the Board of Directors or the Executive Board may not participate in proceedings concerning an agreement between the Company (or an affiliated company) and himself or concerning a legal action between him and the Company (or an affiliated company). The same applies to issues concerning an agreement between the Company and any third party or actions brought against any third party if such third party has a significant interest that conflicts with those of the Company.
- 11.3 The Board of Directors shall approve agreements between the Company and a member of the Board of Directors/the Executive Board and agreements between the Company and a third party in which one or more of members of the Board of Directors or the Executive Board might have a specific direct or indirect interest.
- 11.4 A member of the Board of Directors or the Executive Board must not conduct or engage in speculative transactions concerning shares and/or other securities issued by or relating to the Company.
- 11.5 The Company is not entitled to grant loans to or provide security for a member of the Board of Directors or of the Executive Board or related parties thereto.

12 Communication

- 12.1 The Chair of the Board and the CEO shall represent the Company externally. The Chair of the Board of Directors shall be in charge of all communication with the Company's shareholders and the public in relation to matters of an extraordinary or general nature, while the CEO shall be in charge of communication externally with respect to other matters relating to the Company. No director may, without permission from the Chair, make any statement to or otherwise communicate with the public, including the press, in relation to the Company.
- 12.2 The Board of Directors shall ensure that the Executive Board informs the employees of the circumstances of the Company in accordance with governing legislation applicable at all relevant times.
- 12.3 In addition, the Board of Directors may adopt guidelines for the disclosure of information about the Company's affairs to employees, shareholders and the public.

13 Entry into force

- 13.1 These Rules of Procedure which come into force when signed may at all times be amended by a simple majority of votes of the Board of Directors.
- 13.2 The original Rules of Procedure, which must be signed by the members of the Board of Directors and by the Executive Board, must be kept in the Company's book of minutes of Board meetings at all times. A copy of the Rules of Procedure in force from time to time must be delivered to all members of the Board of Directors, the Company's Executive Board and the Company's auditor, all of which shall also receive a copy of the Company's Articles of Association in force.
- 13.3 When a new member is elected and joins the Board of Directors, he or she must at the first-coming Board meeting sign the Rules of Procedure. Similarly, any new CEO and CFO must sign the

Rules of Procedure while other new members of the Company's Executive Board must receive a copy of the Rules of Procedure in connection with the commencement of their employment.

- 13.4 The Rules of Procedure and any other relevant sets of rules, including the insider rules, must be reviewed at least once a year for the purpose of ensuring that the Rules of Procedure are up-to-date and adjusted to the Company's activities and needs and company, accounting and stock exchange laws and corporate governance rules and recommendations etc.

Appendices

Appendix 1.2 – Charter for the Chair

Appendix 2.1 – Board Competency Profile

Appendix 3.26 – Rules of Procedure for the Executive Board

Appendix 6.5 – Fixed Board agenda items

Appendix 7.3 – Audit Committee Charter

Appendix 7.4 – Remuneration Committee Charter

Appendix 7.5 – Nomination Committee Charter

Appendix 7.6 – Science & Innovation Committee Charter

Appendix 9.1 – Internal Rules

Adopted at the meeting of the Board of Directors of the Company held on September 24, 2020.

The Board of Directors

Dominique Reiniche
Chair

Jesper Brandgaard
Vice Chair

Luis Cantarell

Lisbeth Grubov

Charlotte Hemmingsen

Heidi Kleinbach-Sauter

Niels Peder Nielsen

Per Poulsen

Kim Ib Sørensen

Kristian Villumsen

Mark Wilson

The Executive Board

Mauricio Graber

Søren Westh Lonning

Thomas Schäfer

Appendix 6.5 to the Rules of Procedure for Chr. Hansen Holding A/S

The agenda for a board meeting shall normally at least include the following items:

- The minute book with minutes of the most recent board meeting for approval and signing
- Review of Purchases & Sales Protocol and Audit Protocol
- Announcements from the Chair of the Board of Directors, incl. follow-up from last meeting and any outstanding items
- Announcements from the Executive Board
- Reporting from committees
- General report of the Executive Board on the Company's activities