

**CHR HANSEN**

*Improving food & health*

## **CHARTER FOR THE CHAIR**

**Chr. Hansen Holding A/S**

September 2019

**Charter for the Chair****1 Constitution**

- 1.1 Pursuant to the Rules of Procedure of the Board of Directors of Chr. Hansen Holding A/S (the "Company"), the Board of Directors has approved this charter for the Chair.
- 1.2 The Chair is elected each year by the Annual General Meeting in accordance with the Company's Articles of Association. As soon as possible after the Annual General Meeting, the Board of Directors elects a Vice Chair among the members of the Board of Directors. The Vice Chair shall act as chair in the absence of the Chair. Neither the Chair nor the Vice Chair shall be members of the Executive Board.

**2 Tasks, duties and responsibilities of the Chair****Annual General Meeting**

- 2.1 The Chair shall ensure that the Annual General Meeting is i) organized and convened, ii) that the meeting is chaired, iii) that the members of the Board of Directors be present, and iv) as a minimum report on a) the Company's remuneration policy and the implementation hereof and b) the evaluation of the Board of Directors, including the process and general conclusions.

**Board meetings**

- 2.2 The Chair shall organize, convene and chair the meetings of the Board of Directors in accordance with the provisions of the Rules of Procedure of the Board of Directors with a view to ensuring efficiency in the Board of Director's work and creating the best possible working conditions for the members of the Board of Directors, individually and collectively.
- 2.3 To the extent practicable and appropriate, the Chair shall prepare the agenda for the meetings of the Board of Directors in consultation with the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO). Any member of the Board of Directors and the Executive Board shall be entitled to demand that specific items be included on the agenda.
- 2.4 The Chair shall ensure that proper minutes of the board meetings are being kept and ensure that necessary action points from earlier board meetings are followed up by the Board of Directors.

**Resolutions of the Board of Directors and special authority of the Chair**

- 2.5 The Chair shall ensure that resolutions by the Board of Directors are made in accordance with the Rules of Procedure for the Board of Directors and the Company's Articles of Association.
- 2.6 The Chair may in extraordinary circumstances act alone to the extent that it is deemed to have a material adverse effect on the Company if a decision is postponed. The Chair shall notify the Board of Directors of any action taken as soon as possible and shall cause such action to be recorded in the minute book of which a copy shall be sent to all members of the Board of Directors.

**Relation to the Executive Board and the Board committees**

- 2.7 The Chair shall ensure a constructive ongoing dialogue between the Board of Directors and the Executive Board as well as the committees set up by the Board of Directors. The Chair shall be the main point of contact for all inquiries by the Executive Board and by the chairs of the Audit and Scientific Committees.
- 2.8 The Chair acts as the Board's liaison between the Nomination and Remuneration Committees, respectively, and the members of the Executive Board and the Board of Directors. The chairs of the Audit and Scientific Committees liaise directly with the CFO and Chief Scientific Officer (CSO), respectively, but shall ensure that the Chair is kept duly informed about the matter(s) at stake.
- 2.9 Ordinary committee members may direct questions to the responsible Executive Board member but shall ensure that the Chair is kept duly informed about the matter(s) at stake.

**Special tasks and involvement in the day-to-day management**

- 2.10 Any special tasks for the Company, including temporary involvement in the day-to-day management, shall only in exceptional cases be undertaken by the Chair. Such special tasks shall be confined to a limited period of time and shall be subject to (a) the prior approval of the Board of Directors and (b) measures ensuring that the Board of Directors retains the overall management and control. Any such agreement with the Chair including the expected duration shall be disclosed in a company announcement.

**Communication**

- 2.11 The Chair and the CEO shall represent the Company externally. In matters of an extraordinary nature the Chair shall represent the Company in its communication to the public unless the Chair delegates such authority to the CEO with regard to the specific matter. Except for customary investor relations activities the Chair shall be in charge of the communication with the Company's shareholders. In all other matters the CEO (or his/her delegate) shall represent the Company in its external communication.

**Assessment of the Board of Directors and the Executive Board**

- 2.12 The Chair shall be in charge of the Board of Director's annual evaluation of the performance and achievements of the Board of Directors and the Executive Board, respectively, including an evaluation of (i) the work of the Board of Directors and the Executive Board, (ii) the performance of the individual members of the Board of Directors and the Executive Board, (iii), the composition of the Board of Directors and the Executive Board and (iv) the collaboration between the Executive Board and the Board of Directors. The evaluation of the Executive Board's performance and achievements shall be based on pre-defined criteria.
- 2.13 The Chair shall annually in a formalized dialogue with the CEO evaluate the co-operation between the Board of Directors and the Executive Board. The outcome of the evaluation shall be presented to the Board of Directors.

**Other tasks, duties and responsibilities**

- 2.14 The Chair shall be authorized to review and approve requests from insiders to trade in shares or other securities issued by the Company outside of the trading windows set out in the Internal Rules.
- 2.15 The Chair shall at all times ensure that procedures are in place to 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 Chair shall ensure that resolutions in such respect are recorded in the minute book.
- 2.16 The Board of Directors may delegate other specific tasks to the Chair from time to time.

**3 Review of charter**

- 3.1 The Board of Directors shall review the charter once every year. Amendments shall be approved by the Board of Directors.

Approved on September 26, 2019 by the Board of Directors.