NOMINATION COMMITTEE CHARTER
NTG NORDIC TRANSPORT GROUP A/S

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NOMINATION COMMITTEE CHARTER
NTG NORDIC TRANSPORT GROUP A/S

(CVR no. 12546106)

1 Establishment and purpose

1.1 The Nomination Committee (the "Committee") is a committee of the Board of Directors of NTG Nordic Transport Group A/S, CVR no. 12546106 ("NTG") established in accordance with the Danish Corporate Governance Recommendations and the Rules of Procedure of the Board of Directors.

1.2 The Committee is under the supervision of the Board of Directors and is tasked with preparing decisions to be taken by the Board of Directors or to be presented for shareholders' approval at the Company's general meeting.

1.3 The purpose of the Committee is to assist the Board of Directors by preparing and presenting decision proposals and recommendations on matters related to the composition of the NTG's Board of Directors and Group Executive Management, including the nomination of candidates.

2 Members

2.1 The Committee consists of a minimum of 2-4 members appointed by and among the Board of Directors. Any member of the Committee may be removed by the Board of Directors at any time.

2.2 The chairman of the Committee will be appointed by the Board of Directors.

2.3 Members of the Committee are appointed for a one-year term. Re-appointment may take place.

2.4 The majority of the members of the Committee must be independent, unless the Board of Directors decides otherwise. The NTG's Board of Directors will decide whether a member of the Committee is independent or not.

2.5 Any member of the Committee who resigns or is removed from the Board of Directors shall be removed from the Committee. If a member is removed from the Committee during a term of office, a new member will be appointed at the next meeting of the Board of Directors.

2.6 The members of the NTG's Group Executive Management and the board members who are not also members of the Committee have an obligation to participate in the Committee's meetings if so requested by the Committee.

3 Tasks and duties

3.1 The Committee shall describe the required qualification of a member of the Board of Directors and the Group Executive Management, the competencies, knowledge and experience that shall be represented in the Board of Directors and the Group Executive Management, collectively and individually, and the estimated time required for performing the duties as a board member.

3.2 The Committee shall handle the recruitment of new members of the Board of Directors and the Group Executive Management and annually present recommendations to the Board of Directors of potential board members up for election at the annual general meeting. The Board of Directors shall be given the opportunity to comment on the Committee's proposal. The recommendations will be included in the material made available on NTG's website no later than three weeks prior to the general meeting for inspection by the shareholders and must contain a description of the candidates' qualifications, including information on the candidates' other executive functions, other demanding organisational tasks as well as whether each candidate is considered independent.

3.3 The Committee shall at least annually assess the structure, size, composition and results of the Board of Directors and the Group Executive Management and submit recommendations to the Board of Directors regarding the future composition of the Board of Directors and Group Executive Management. When assessing the composition of the Board of Directors and the Group Executive Management, the Committee must take the NTG's diversity policy into account, including its target figures for the underrepresented gender, if applicable. If changes to the composition of the Group Executive Management are deemed necessary by the Committee, the Committee shall present recommendations of candidates to the Board of Directors.

3.4 The Committee shall annually review the NTG's Diversity Policy and recommend to the Board of Directors any updates regarding the target figures and policy for the gender composition of the Board of Directors and other managerial functions.

3.5 The Committee shall at least annually in cooperation with the chairman of the Board of Directors assess and evaluate the competence, knowledge, contribution and experience of the individual members of the Board of Directors and the Group Executive Management as well as the competence, knowledge and experience of the Group Executive Management and the Board of Directors collectively and report their findings to the Board of Directors. In relation to members (as well as potential members) of the Board of Directors, the Committee's evaluation must also include an assessment of what is considered a reasonable amount of other directorships for each member of the Board of Directors taking into account the amount, level and complexity of such other directorships. External assistance should be obtained at least every third year for the evaluation of the members of the Board of Directors.

3.6 The Committee shall ensure that a succession plan for the Group Executive Management is in place.

3.7 The Committee must ensure that all candidates for the position as a member of NTG's Board of Directors fulfil the expectations of the capital markets and that the composition of the Board of Directors fulfils the recommendations on good corporate governance in listed companies.

3.8 The Committee shall annually discuss the remuneration of the NTG's Board of Directors and board committee members with the Remuneration Committee.

3.9 Further, the Committee must perform any other tasks within the responsibilities of the Nomination Committee pursuant to the Corporate Governance Recommendations or any other rules or laws applicable to NTG.

4 Meetings

4.1 The Committee shall meet as often as it determines appropriate, but shall not have less than two meetings per financial year.

4.2 The chairman of the Committee shall convene a meeting, when it is necessary in the opinion of the chairman, or upon request from a member of the Committee or a member of the Group Executive Management.

4.3 The chairman of the Committee shall convene meetings with not less than five (5) days' written notice to all members of the Committee, and such notice shall include an agenda for the meeting in question. If required by special circumstances, notice may be given orally and with less than five (5) days' notice.

4.4 The Committee forms a quorum when at least two of its members are present.

4.5 Resolutions are passed with simple majority. If equality of votes occurs, the chairman of the Committee shall have a casting vote.

4.6 The chairman of the Committee shall arrange for minutes to be kept by the board secretary. The minute book must contain information on attendees of the meetings, minutes of the proceedings and resolutions passed.

4.7 The Committee must have access to NTG's organisation, including its secretarial functions, and NTG must provide such assistance to the extent requested by a member of the Committee.

4.8 Members of the Board of Directors and the Group Executive Management, relevant employees and external parties (e.g. advisers) may participate in the meetings of the Committee upon invitation. Members of the Group Executive Management shall attend the meeting if so requested.

4.9 The work of the Committee is subject to the same confidentiality as the work of the Board of Directors.

5 Resolutions

5.1 A Committee resolution may be passed over the phone or in writing. In such cases, the proposed resolution shall be forwarded to the members and the chairman shall subsequently seek to obtain a written, oral or electronically transferred statement from all members of the Committee and arrange for the recording of the resolution in the minute book.

6 Authorisation

6.1 The Committee shall be fully authorised to investigate any matter that falls within the scope of this charter and have access to review any of NTG's records, files or documents and to interview any employee of NTG, including the Group Executive Management.

6.2 The Committee is authorised to engage external consultants to advise and assist the Committee in performing its tasks and duties.

7 Remuneration and expenses

7.1 The Committee may be provided with remuneration as set out in NTG's remuneration policy.

7.2 The Committee shall consider using a recruitment agency or a similar consultancy to assist with its tasks and duties.

7.3 Any reasonable expenses from the Committee's use of a recruitment agency as well as any other reasonable expenses required for the performance of the Committee's duties shall be paid by NTG.

8 Reporting to the Board of Directors

8.1 The minutes of Committee's meetings - containing and clearly identifying the Committee's resolutions and recommendations to the Board of Directors - shall be prepared as soon as possible and after the approval of its members be circulated to the Board of Directors.

8.2 The Committee must on a regular basis keep the Board of Directors informed of matters which the Committee deems relevant for the Board of Directors.

8.3 The Chairman of the Board of Directors shall serve as the main contact for all inquiries from the Committee.

9 Review and amendment

9.1 The Committee must at least annually review the adequacy of this charter and, if applicable, prepare and recommend amendments to be approved by the Board of Directors.

10 Publication

10.1 This charter will be published on NTG's website along with

(i) the names of the members of the Committee;

(ii) the name of the chairman of the Committee;

(iii) a specification of which members of the Committee are independent and have special competencies; and

(iv) the Committee's most important activities during the year and the number of meetings held.

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Adopted by the Board of Directors of NTG Nordic Transport Group A/S on 7 October 2019. Reviewed and updated by the Board of Directors of NTG Nordic Transport Group A/S on 26 November 2021. Reviewed and updated by the Board of Directors of NTG Nordic Transport Group A/S on 9 December 2025.