



Improving food & health

SCIENTIFIC COMMITTEE CHARTER

September 2019

Scientific Committee Charter

for

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

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 "Scientific Committee" (the "Scientific Committee").
- 1.2 The Scientific Committee's role is to assist the Board of Directors in fulfilling its responsibilities with respect 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. Furthermore, to provide reassurance to the Board that the R&D and technical resources of the Company is appropriately aligned with the agreed strategy

2. Composition

- 2.1 The Committee shall consist of one to three directors, with a broad scientific understanding and experience.
- 2.2 At least half of the members (or, if the Committee consists of only one member, such sole member) 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 are appointed by the Board of Directors. If the Committee consists of more than one member, the Board of Directors shall appoint a chair of the Committee.
- 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 Boards (Human Health and Bio-Protection) 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 related meetings in Chr. Hansen, subject to Clause 3.1;
- to review and discuss Chr. Hansen's R&D strategies, and to review science and technology 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;
- to review the R&D portfolio of the Company; and
- to review the Company's Intellectual Property strategies.

This charter is made available on the Company's website as recommended by the Danish Corporate Governance Committee.

As adopted by the Board of Directors on September 26, 2019

On behalf of the Board of Directors:

Dominique Reiniche