

## **Competency profile of the Board of Directors of Chr. Hansen Holding A/S**

### **The Company**

Chr. Hansen is a leading, global bioscience Company that develops natural ingredient solutions for the food, nutritional, pharmaceutical and agricultural industries.

Chr. Hansen's vision is to improve food and health. Chr. Hansen's employees work passionately every day for a future defined by natural ingredients and bioscience solutions that help to address important global challenges within food, health and agriculture.

### **Tasks of the Board of Directors**

The Board of Directors of Chr. Hansen Holding A/S is accountable to all the Company's shareholders and stakeholders for the way the Company conducts its business. The composition of the Board of Directors must therefore be such that the consolidated competencies of its members enable it to inspire, guide and oversee the Company's development and diligently address and resolve the issues and problems faced by the Company at any time.

The Board of Directors shall ensure that Chr. Hansen has an appropriate organizational structure, management team, general management processes and organizational competencies in place to deal with the Company's business challenges and opportunities, thus maximizing the likelihood of achieving its vision.

The Board of Directors further oversees the financial development of Chr. Hansen and the related planning and reporting systems, including risk management. With the guidance and support from the Board of Directors, the Executive Board develops the Company's overall strategies, and the Board of Directors monitors their execution.

The Board of Directors ensures that Chr. Hansen is managed in accordance with Chr. Hansen's values and leadership principles.

### **Election of the Board of Directors**

The board members of Chr. Hansen Holding A/S are elected in two ways:

- The shareholders elect the Chairman and two to seven (2-7) other members of the Board of Directors at the Annual General Meeting based on nomination by the current Board of Directors or nomination directly by shareholders.
- The employees of the Danish limited companies in the Chr. Hansen Group are every fourth year entitled to elect a number of employee representatives to the Board of Directors of Chr. Hansen Holding A/S in accordance with the Danish Companies Act. The number of employee representatives that can be elected is equal to half the number of board members elected by the General Meeting.

### **General competencies of the Board of Directors**

The Board of Directors of Chr. Hansen Holding A/S, with input from the Nomination Committee, is responsible for annually determining the appropriate qualifications, experience and competencies required of board candidates in order for the Board of Directors to best perform its tasks, taking into account Chr. Hansen's needs and the current composition of the Board of Directors. Nomination of candidates to be submitted to the General Meeting shall be prepared in light hereof.

When considering qualifications, experience and competencies of candidates for Board membership (including re-election), the Board of Directors and the Nomination Committee will consider the following factors, in addition to such other factors that the Board of Directors may deem relevant:

1. Experience and expertise in:
  - Global sales and marketing of fast moving consumer goods – preferably food (B2B and B2C)
  - Global manufacturing and logistics of ingredients for food, agriculture and/or pharmaceuticals
  - Quality management
  - Strategic R&D competencies incl. scientific knowledge about Health & Nutrition
  - Strategic planning and value creation
  - M&A and alliance management
  - Financial, accounting and financing matters
  - Knowledge about relevant geographies, incl. emerging markets
  - Food industry (incl. dairy)
  - Leadership and HR development
  - Digitalization
2. Diversity of perspectives brought to the Board of Directors by the individual members.
3. Personal characteristics matching Chr. Hansen's values and leadership principles.

#### **Diversity**

Chr. Hansen is committed to promote diversity and inclusion to strengthen its business.

In nominating candidates, the Nomination Committee shall seek to achieve a balance between renewal and continuity and take diversity in relation to age, nationality and gender into consideration.

By 2021/22 the Board of Directors aims at having at least three women among the board members appointed by the General Meeting, whilst maintaining a strong diversity of skills, experience and nationalities.

#### **Special competencies relating to the employee-elected Board members**

The Board of Directors encourages the employees to elect employee representatives with

- experience and broad knowledge of how the Company works
- strong knowledge of what goes on among employees in the Company
- an ability to have and communicate opinions on how the Company works
- an ability to advise on appropriate forms of communication between Company employees
- a good command of the English language

and take diversity in relation to age, nationality and gender into consideration.

Approved by the Board of Directors of Chr. Hansen Holding A/S on September 27, 2018.