



Demant A/S

Remuneration committee

Terms of reference

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Objective and duties

- The remuneration committee is a committee under the Board of Directors whose objective is to prepare recommendations to the Board of Directors on the remuneration policy and remuneration.
- The remuneration committee has the following tasks:
 - Recommend the remuneration policy applicable to the Board of Directors and the Executive Board for approval by the Board of Directors prior to approval by the general meeting,
 - Make proposals to the Board of Directors on the remuneration of the members of the Board of Directors in compliance with the company's remuneration policy.
 - Ensure that remuneration to the Board of Directors and the Executive Board is in compliance with the company's remuneration policy and the assessment of each Board member's performance. The committee must possess information about the remuneration that members of the Board of Directors and the Executive Board receive from other Group companies.
 - Assist with the preparation of the annual Remuneration Report to be approved by the Board of Directors prior to indicative vote by the annual general meeting.

Remuneration committee members are subject to the same confidentiality and non-disclosure provisions as the Board of Directors.

Committee members

- The remuneration committee is composed of the Chair and the Vice Chair of the company's Board of Directors.
- The Chair of the company's Board of Directors also chairs the remuneration committee.

Committee meetings

- Remuneration committee meetings are held as often as deemed necessary by the chair, however at least once a year.
- The chair may decide to invite other persons to attend committee meetings.
- Minutes are taken of committee meetings.

Remuneration

- Remuneration committee members do not receive separate remuneration for their committee work.

Reporting to the Board of Directors

- At Board meetings in the company, the chair reports on activities and decisions taken by the committee.

Amendments to the terms of reference

- Changes to these terms of reference can be adopted by the majority of Board members required under the Board's rules of procedure.