

Nomination Committee of Embla Medical hf. Terms of Reference

1. Objective and Responsibilities
 - 1.1 The Nomination Committee is a committee under the Board of Directors.
 - 1.2 The Committee's main objective is to prepare recommendations to the Board in relation to the composition, development, and succession of the Board.
 - 1.3 The Committee has the following responsibilities:
 - 1.3.1 Describe the required qualifications, competencies, knowledge, and experience that should be represented on the Board, and estimate the time required to perform Board duties.
 - 1.3.2 Evaluate the structure, size, composition, and results of the Board with regards to clause 1.3.1 in connection the Board's annual performance evaluation and submit proposals to the Board on the following:
 - a) The Board's size and composition.
 - b) Nomination of candidates to the Board to be elected at the Annual General Meeting each year.
 - 1.3.3 Have succession plan in place for the Board and handle recruitment of new candidates to the Board.
 - 1.3.4 Supervise the preparation and submit a proposal on diversity policy to the Board for approval.
2. Composition
 - 2.1 The Committee is composed of the Chair of the Board and the Chair of the Audit Committee.
3. Meetings
 - 3.1 Meetings shall be called as often as deemed necessary for the Committee to be able to carry out its responsibilities in an efficient manner.
4. Resources
 - 4.1 The Committee may require reasonable assistance from external advisors and obtain input from relevant stakeholders when carrying out its responsibilities.
5. Reporting
 - 5.1 As and when appropriate, the Committee shall report to the Board on its most significant activities and proposals.
6. Miscellaneous
 - 6.1 The Board's Rules of Procedures shall apply for the Committee, as appropriate, including Committee Members' confidentiality and Committee Meetings.
 - 6.2 These Terms of Reference enter into force on the date of adoption by the Board.
 - 6.3 Only the Board may amend these Terms of Reference.
 - 6.4 These Terms of Reference shall be signed electronically by the Board Members.

- 6.5 These Terms of Reference have been adopted in accordance with the Danish Recommendations on Corporate Governance.

Adopted by the Board of Directors on 13 March 2024.

Niels Jacobsen, Chair of the Board
Svafa Grönfeldt, Vice Chair of the Board
Arne Boye Nielsen, Director
Alberto Esquenazi, Director
Caroline Vagner Rosenstand, Director
Tina Abild Olesen, Director