

# Remuneration Committee Charter

Aquaporin A/S, CVR-no. 28315694

## 1 Establishment and purpose

- 1.1 Pursuant to the Rules of Procedure of the board of directors (the “**Board**”) of Aquaporin A/S, CVR no. 28 31 56 94 (the “**Company**” and together with its subsidiaries, the “**Group**”), the Board has resolved to establish a remuneration committee (the “**Remuneration Committee**”).
- 1.2 The overall purpose of the Remuneration Committee shall be to ensure that:
  - 1.2.1 The Company maintains a remuneration policy for the members of the Board and the Executive Management of the Company;
  - 1.2.2 Evaluates and make recommendations for the remuneration of the members of the Board and the Executive Management;
  - 1.2.3 Recommend overall share based remuneration framework for the Company; and
  - 1.2.4 Assist the Board of Directors with the preparation of the Company’s remuneration report.
- 1.3 The remuneration policy and any changes thereto shall be approved by the Board as well as the general meeting.

## 2 Members

- 2.1 The Remuneration Committee shall consist of no less than three members. The members shall be appointed by and among the members of the Board.
- 2.2 A member of the Remuneration Committee shall be designated by the Board as Chairman of the Remuneration Committee.
- 2.3 A majority of the members of the Remuneration Committee shall be independent unless the Board deems a composition with less than a majority of independent members to be appropriate under the given circumstances.
- 2.4 The members of the Remuneration Committee shall be appointed for a one-year term. The Board can at any time and without notice decide to change the composition of the Remuneration Committee.
- 2.5 If a member of the Remuneration Committee resigns or is removed from the Board during a term, such member shall also be removed from the Remuneration Committee. If a member is removed from the Remuneration Committee, the Board shall appoint a new member at the next board meeting.

## 3 Assignments

### 3.1 Policies and guidelines

- 3.2 The overall assignments of the Remuneration Committee in respect of the Company’s policies are to:
  - a. make recommendations to the Board for a clear and transparent remuneration policy, which shall take into consideration:
    - a. sections 139 and 139(a) of the Danish Companies Act and includes a detailed description of the remuneration components for the members of the Board of Directors and the Executive Management in accordance with the Danish Companies Act;

- b. the Danish Recommendations on Corporate Governance issued by the Committee on Corporate Governance (as amended from time to time);
  - c. the correlation between the remuneration policy and the Company's long-term value creation and relevant related goals.
- b. continuously ensure that the remuneration of the members of the Board and the Management Board is in accordance with the Company's remuneration policy;
  - c. continuously ensure that the remuneration of the members of the Board and the Management Board is consistent with the performance of the relevant member;
  - d. annually review and, if relevant, make recommendations for amendment of the remuneration policy for the members of the Board and the Executive Management; and
  - e. ensure that the Board presents the remuneration policy to the general meeting for approval at least every fourth year and upon any material amendments.

### 3.3 Remuneration

3.3.1 The overall assignments of the Remuneration Committee in respect of the remuneration to members of the Board and the Executive Management are to:

- a. annually review the compensation level of the members of the Board and Executive Management and compare it to the market level of compensation among comparable companies;
- b. make recommendations to the Board regarding the remuneration of the members of the Board of Directors
- c. ensure that agreements entered into with the members of the Executive Management comply with the principles of the Company's remuneration policy;
- d. ensure that variable remuneration not only consists of short term remuneration components and that long-term remuneration components have a vesting or maturity period of at least three years;
- e. ensure that agreements with the members of the Executive Management shall entitle the Company to reclaim in full or in part variable remuneration that is paid on the basis of information, which subsequently proves to be misstated ("claw-back");
- f. ensure that the total remuneration for the termination period, including any severance pay, to a member of the Executive Management shall not exceed two years' of total remuneration;
- g. review any proposals and make recommendations to the Board regarding any change to the remuneration of the Board and Executive Management or contract terms of the Executive Management; and
- h. review any proposals and make recommendations to the Board regarding any extraordinary remuneration, including one-off bonuses, sign-on bonuses or severance payment to the Executive Management.

### 3.4 General assignments

3.4.1 The general assignments of the Remuneration Committee are to:

- i. monitor that the information in the annual report regarding the remuneration of the Board and the Executive Management is correct, sufficient, and gives a true and fair view;
- j. obtain information about the aggregate remuneration that each member of the Board and the Executive Management receives from companies in the Group other than the Company, if any;
- k. make recommendations regarding the criteria for assessing the annual incentive and performance pay for the Executive Management of the Company;
- l. make recommendations to the Board at the start of each financial year regarding the criteria for determining the size of the Company's incentive and performance pay for all employees for the present year;
- m. at the conclusion of each financial year review and make recommendations to the Board regarding the size and allocation of the incentive and performance pay; and
- n. assist with the preparation of the annual remuneration report in accordance with section 139(b) of the Danish Companies Act.

#### **4 Meetings**

- 4.1 Meetings shall be held when deemed necessary by the Chairman of the Remuneration Committee, subject to a minimum of two meetings a year.
- 4.2 The Management Board and a member of the Remuneration Committee may request a meeting of the Remuneration Committee to be held.
- 4.3 The Chairman of the Remuneration Committee shall convene the meetings with not less than one weeks' notice and determine the agenda which shall be sent to the members in advance of each meeting.
- 4.4 Minutes of the meetings of the Remuneration Committee shall be prepared for each meeting. When the minutes have been approved, copies of the minutes shall be forwarded to the members of the Board and the Board secretary.
- 4.5 The work of the Remuneration Committee is subject to the same confidentiality as the work of the Board.
- 4.6 Members of the Board, the Executive Management, relevant employees and external parties (e.g. advisers) may participate in the meetings of the Remuneration Committee upon invitation.
- 4.7 The Management Board shall attend the meetings of the Remuneration Committee if requested.

#### **5 Resolutions at the Remuneration Committee**

- 5.1 The Remuneration Committee forms a quorum when at least two members are present.
- 5.2 Resolutions are passed by simple majority. The Chairman shall have a casting vote.

#### **6 Authorisation**

- 6.1 The Remuneration Committee shall report and make recommendations to the Board.
- 6.2 The Remuneration Committee is authorised to examine all matters within the scope of its Charter.
- 6.3 The Remuneration Committee shall avoid engaging the same external advisers that assist the Executive Management personally, and shall thus seek to retain separate independent advisers to

the extent the Board deems it relevant or appropriate to engage external advisors. The fees of the Remuneration Committee's external advisers shall be paid by the Company.

**7 Review of Charter**

- 7.1 The Remuneration Committee shall review this Remuneration Committee Charter once every year. Amendments shall be approved by the Board.

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Approved by the Board of Directors of Aquaporin A/S on 7 June 2021.