

MT HØJGAARD HOLDING A/S SUSTAINABILITY COMMITTEE - TERMS OF REFERENCE

1. SCOPE AND PURPOSE

- 1.1 These terms of reference set out the duties and powers of the Sustainability Committee.
- 1.2 The Sustainability Committee is a committee under the Board of Directors which assists the Board in the performance of tasks relating to sustainability, including environmental, social and governance, particularly in relation to the Group's sustainability strategy. The Committee advises and sets priorities for the issues to be discussed and the decisions to be made by the Board of Directors.
- 1.3 The Committee's work is governed by these terms of reference.
- 1.4 The Board of Directors is fully responsible for all decisions made on the basis of the recommendations of the Sustainability Committee.

2. CONSTITUTION AND MEMBERSHIP

- 2.1 The Sustainability Committee must have at least two members, both of whom must be members of the Board of Directors. One of the members will act as chairman of the Committee.
- 2.2 The members of the Sustainability Committee are elected for terms of one year. Such members may be removed at any time by the Board of Directors. If a member leaves the Board of Directors, such member must also retire from the Sustainability Committee.
- 2.3 The Committee prepares an annual wheel and is summoned when deemed necessary or advisable to fulfil the needs of MT Højgaard Holding A/S, but at least twice a year.

3. MEETINGS

3.1 Frequency of meetings, attendance and agenda

- 3.1.1 Meetings are held at the frequency deemed necessary by the chairman, but at least twice a year. Each member of the Sustainability Committee may request a committee meeting when deemed necessary.
- 3.1.2 The secretariat of the Board of Directors prepares a draft agenda to be approved by the chairman of the Committee. The agenda and all relevant material must be sent to the participants in reasonable time before the meeting.
- 3.1.3 The secretariat of the Board of Directors also acts as secretariat for the Sustainability Committee and draws up and keeps on file the minutes of committee meetings.
- 3.1.4 The Sustainability Committee may decide that relevant employees of the MT Højgaard Holding Group are to attend the committee meetings.

3.2 Resolutions

- 3.2.1 Resolutions are passed by a simple majority of votes. In case of an equality of votes, the chairman of the Committee will have the casting vote. The Committee is quorate when at least two members are present.
- 3.2.2 Minutes of meetings must be sent to the Board of Directors as part of the preparatory material for the next board meeting.

4. DUTIES

- 4.1 The Sustainability Committee provides advice and guidance and sets priorities in the area of sustainability, including environmental, social and corporate governance, prior to discussion by the Board of Directors.
- 4.2 Among other things, the Sustainability Committee provides advice and guidance to the sustainability and strategy department of MT Højgaard Holding A/S in connection with the preparation of the sustainability strategy, sustainability reporting, analyses, recommendations, etc. on the basis of the strategic direction set by the Board of Directors.
- 4.3 The Sustainability Committee monitors strategic sustainability objectives and initiatives as well as their implementation and results.
- 4.4 The Sustainability Committee reviews the Group's double materiality analysis and recommends it for approval by the Board of Directors.
- 4.5 The Sustainability Committee, in cooperation with the Audit Committee, contributes to monitoring and ensuring that the information disclosed in the annual report and the sustainability report is correct, provides a true and fair view and is adequate.
- 4.6 The Sustainability Committee monitors and provides guidance concerning other sustainability issues deemed to be necessary by the Committee as well as any other tasks that the remaining members of the Board of Directors may ask the Committee to prepare or consider.

5. DISCLOSURE

- 5.1 Information about the Sustainability Committee's activities and the annual frequency of its meetings, including the names of its members, is disclosed in the annual report and on the website of MT Højgaard Holding A/S.

6. AMENDMENTS

- 6.1 The Sustainability Committee must revise these terms of reference once a year to ensure that the Committee's work supports the sustainability work performed by the Board of Directors in the best possible way. Any revision of these terms of reference must be reported to the Board of Directors and is subject to the approval of the Board of Directors.

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Approved by the Board of Directors on 9 November 2023.