



GOVERNANCE & NOMINATION COMMITTEE CHARTER

1. Purpose

The Governance and Nomination Committee (the "**GNC**" or the "**Committee**") assists the Board of Directors (the "**Board**") of dsm-firmenich AG (the "**Company**") in fulfilling its responsibilities with respect to nomination, principally: (i) the governance of the Company, (ii) the identification and vetting of individuals who are qualified to become (or to be re-elected) Board members, the CEO/co-CEOs and Executive Committee members; and (iii) the group's diversity, equity & inclusion strategy.

The GNC will fulfill these responsibilities primarily by carrying out the activities enumerated in section 3 of this charter. Unless explicitly provided otherwise, the GNC supports the Board through preliminary and preparatory work and supporting activities and issues proposals and recommendations to the Board.

Capitalized terms not otherwise defined in these charters shall have the meaning ascribed to them in the organizational regulations of the Company (the "**Organizational Regulations**").

2. Composition & meetings

- 2.1. The Board appoints the members of the GNC and its chair (the "**Chair**").
- 2.2. As long as at least (2) Nominated Directors¹ are on the Board, the GNC shall be chaired by a Nominated Director (except in the event that the Chairman of the Board is exceptionally a Nominated Director, in which case the Chair shall be an Independent Director).
- 2.3. The Committee is composed of at least three (3) members, including one (but not more than one) Nominated Director.
- 2.4. Unless otherwise determined by the Committee, the Chief Human Resources Officer (the

¹ A Nominated Director (as such term is defined in the Business Combination Agreement dated 30 May 2022) is a director that is nominated by the Firmenich shareholders.



“CHRO”) acts as the secretary of the GNC.

- 2.5. The GNC shall meet at least three (3) times a year or more frequently as circumstances dictate and at request of any of its members. If the members of the GNC agree, meetings can be held via conference calls.
- 2.6. The chair of the Board shall have a standing invitation to attend all GNC meetings, and the Co-CEOs will be invited to attend the GNC meetings, each as non-voting guests and to the extent the matter discussed does not relate to them individually.
- 2.7. The GNC may invite to its meetings other Board members, members of management or such other persons the GNC deems appropriate in order to carry out its responsibilities.
- 2.8. The Committee secretary shall prepare the agenda which shall be approved by the GNC Chair. The agenda and supporting documentation shall be sent by the Committee secretary in accordance with article 1.11.6 of the Organizational Regulations which applies *mutatis mutandis*.
- 2.9. Minutes of the proceedings and the resolutions of the GNC shall be prepared by the Committee secretary, approved by the Chair and validated by meeting attendees. Minutes of the meeting will be signed by the Chair and the Committee secretary and retained with the corporate records of the Company. The Minutes shall be distributed among the members of the Committee, are copied to the Chair of the Board and made available to all other Board members.
- 2.10. The GNC shall report to the Board at the following Board meeting by means of a short summary of its decisions, determinations, findings and other matters deemed appropriate or that the Board requests.
- 2.11. The GNC shall have the authority to retain independent consultants and to approve the consultant’s fees and other retention terms.
- 2.12. The GNC shall obtain appropriate funding, as determined by the Committee, to support the Committee’s activities, including for payment of any independent advisors.

3. Responsibilities

The GNC has the following responsibilities:



3.1 Governance

3.1.1. Articles of Association/Organizational Regulations:

Review periodically the Company's articles of association (the "**Articles of Association**"), the Organizational Regulations/charters of the Board and its committees and the relationship agreements between the Company and certain of its shareholders, and recommend to the Board changes thereto for the purpose of fostering good corporate governance and shareholders' rights.

3.1.2. Board/EC Non-Company Board Representation:

Annually review the external mandates of Board and Executive Committee ("**ExCo**") members to ensure compliance with paragraphs 1.6 and 1.7 of the Organizational Regulations (and thus article 22 of the Articles of Association).

3.1.3. Board Committee Structures:

3.1.3.1. Periodically review the Board committees and make recommendations to the Board for the creation of additional Board committees or a change in mandate or dissolution of Board committees.

3.1.3.2 Ensure each committee conducts the required number of meetings and makes sufficient reports to the Board on its activities and findings.

3.1.4. Periodic Board Evaluation

Supports the Board in undertaking periodic evaluations of the Board's performance

3.2 Board/Committee Composition/CEO/Co-CEOs

3.2.1. Review the composition and size of the Board in order to ensure the Board has the proper expertise, and is sufficiently diverse in terms of gender, backgrounds, knowledge and experience for the needs of the Company and make respective recommendations to the Board.

3.2.2 Periodically review the chairmanships and composition of the Board committees, including,



based on their self-assessments, whether a chair/member of a Board committee is suitable for the tasks of his/her respective Chair/Board committee and make respective recommendations to the Board.

3.2.3. Determine the criteria for selection of the Chair, Vice-chair, Board members (except for the Nominated Directors which must only fulfill the criteria listed in article 18 of the Company's articles of association (the "**Articles of Association**"), the Board committee members and the CEO/Co-CEOs and make recommendations to the Board.

3.3 Appointments

3.3.1 Prepare, maintain and submit to the Board for approval a succession plan for the chair of the Board and the CEO or co-CEOs in relation to resignation, retirement or death;

3.3.2 Anticipate and manage the staggered departure of Board members;

3.3.3 Regularly review and assess the overall succession planning for the CEO/Co-CEOs, the Executive Committee and other critical positions as determined by the CEO/Co-CEOs;

3.3.4 Identify qualified individuals to become directors and recommend to the Board respective proposals to the shareholders for elections or re-elections. In its recommendation, the Committee shall take into account the judgment, qualities, education, experience, and interaction with other directors of the candidates and other elements it deems appropriate;

3.3.5 Receive nominations for Nominated Directors and assess each application for a Nominated Director to determine if the applicant meets the requirements to become a Board member in accordance with articles 4 para. 4 and 18 of the Articles of Association. Within 10 calendar days upon communication of the nomination (the "Deadline"), the NC may object to a candidate only if such candidate objectively does not meet the requirements of article 18 of the Articles of Association (the "Objection"). The Objection must be motivated. If no motivated Objection is notified within the Deadline, the candidate is deemed to meet the criteria of article 18 of the Articles of Association. Upon receipt of a motivated Objection, the relevant shareholder or shareholder group can make another proposal to be presented in the annual shareholders' meeting of the Company. The NC may only object to two candidate nominees of each shareholder or group of shareholders. If there are two Objections, the third candidate must be accepted by the NC without



objection, always provided that such candidate has the appropriate expertise, skills and reputation for such mandate as verified by the NC. If the NC fails to validly object or accepts the candidate on the basis that it is the third candidate nominated, the Board shall recommend to the shareholders the election of this candidate without any reservations;

- 3.3.6 Validate the CEO/co-CEO recommendations for the appointment of Executive Committee members and make respective recommendations to the Board for approval;
- 3.3.7 Review the CEO or co-CEO proposed Executive Committee dismissals from the Company and recommend these to the Board;
- 3.3.8 Perform an annual evaluation of the independence definition applied, the adequacy of gender representation on the Board, subject to the law, as well as diversity in its nominations and proposals;
- 3.3.9 Assess and recommend to the Board whether members of the Board should stand for re-election. The GNC considers amongst other things age limit and ability and willingness to commit adequate time to the Board and committee matters;
- 3.3.10 Periodically review the independent status of all Board and Executive Committee members (for Nominated Directors apart from the fact that they have been nominated by shareholders) and any disclosure required as a result of that.

3.4 Orientation Program for Directors and Exit Interviews

- 3.4.1 With the Chair of the Board and the Company secretary, develop and periodically review an orientation program for new Board members and an ongoing education program for existing Board members.
- 3.4.2 Arrange an exit interview for all departing Board members prior to the last day of their Board mandate.



3.5 Diversity, Equity & Inclusion

Review annually the performance of the Company's People strategy and recommend to the Board for approval any change to the Company's People strategy and in particular the inclusion, equity & diversity strategy, priorities and initiatives.

3.6 Charter/Performance

- 3.6.1. Periodically review the Committee's charter and recommend to the Board any necessary amendments as conditions dictate.
- 3.6.2. Periodically conduct a self-evaluation of the GNC's performance.