Technology Committee
Mandate and Charter

I Mandate

The purpose of the Technology Committee ("the Committee") shall be to advise the Board of Directors in matters related to the technologies used in the Company's present and future offerings. The scope of activities shall comprise, but not be limited to:

1. Monitor and evaluate the competitiveness of process flow sheets, equipment, and solutions, including the voice of the customer

2. Monitor and evaluate own major development projects and overall plans, including expected impact to company contribution margin

3. Monitor and evaluate plans for technology M&A and partnerships (gaps, additions, substitutions, exits)

4. Monitor and evaluate IPR portfolio and strategy

5. Monitor and evaluate overall technology strategy, including progress towards company strategic targets

The committee shall report the conclusion of its reviews and recommendations to the Board of Directors for decision.

The Board of Directors may consult the Committee on any matter considered relevant to the Board of Director's work.

II Charter

A. Review of Mandate and Charter
At least annually the Mandate and Charter shall be reviewed by the Committee and any changes proposed by the Committee shall be submitted to the Board of Directors for approval.

B. Members of the Committee and Term
The Committee shall consist of up to four members of the Board of Directors. The members of the Committee, including the Chair of the Committee, shall be appointed by and among the members of the Board of Directors at the constituent Board meeting immediately after the General Meeting for a period until the next General Meeting. Reappointment is allowed.

C. Meetings
The Committee shall meet as often as deemed appropriate, but at least three times each year. Furthermore, the Committee shall meet upon request of a member of the Committee or the Chair of the Board of Directors.

The Chair of the Committee shall convene meetings at not less than four days' written notice to all members of the Committee and such notice shall include an agenda for the meeting in question. Any written material relating to the individual agenda items shall, to the extent possible, be made available to the members together with the notice convening the meeting.

If deemed appropriate, the Chair of the Committee can decide that the meetings of the Committee are held by conference call.

If deemed necessary by the Chair of the Committee, proxy arrangements may be made, under which a member of the Committee in isolated cases may grant a power of attorney to another member where this is appropriate, having regard to the issue to be discussed.

Further, the Chair of the Committee can decide that a committee resolution may be passed following a written procedure. The proposed resolution shall be forwarded to the members of the Committee and the Chair of the Committee shall subsequently seek to obtain a written, oral or electronically transferred statement from all members of the Committee and subsequently arrange for the recording of the resolution in the minute book.

Only members of the Committee are entitled and obliged to attend meetings of the Committee. In order to ensure the Committee's independence and objectivity other members of the Board of Directors and of the Group Executive Management respectively can participate in meetings only at the invitation of the Committee. This includes the CEO, other executives, and is also the case for any external consultants.

D. Quorum and decisions

Provided the meeting has been duly convened and held, a majority of the members of the Committee shall constitute a quorum. All decisions of the Committee shall be made by a simple majority of the members of the Committee present at a meeting, however, all decisions of the Committee shall be sought to be made unanimously. Any decision of the Committee in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. Minutes of meetings

Minutes of all meetings of the Committee shall be prepared to document the Committee's decisions. The draft minutes shall be sent to the members of the Committee prior to the tenth working day after the meeting date and in addition – as for meetings with participation of the CEO and other executives – to these participants to ensure the precise wording of the minutes. The minutes shall be approved by the Committee at the following meeting. The approved minutes shall be maintained with the books and the records of the company.

F. Report to the Board of Directors

The Committee shall, when appropriate, inform the Board of Directors of the Committee's activities. The Board of Directors may consult the Committee on any matter considered to be of relevance to the Board of Directors' work.

An annual self-evaluation of the work and members of the Committee shall be carried out. A report on the self-evaluation shall be forwarded to the Board of Directors and shall be part of the self-evaluation of the Board of Directors.

The Committee and the Chair of the Committee shall on the basis of the self-evaluation present any suggestions to the Board of Directors regarding improvement of the work of the Committee.

G. Publication

The Committee shall contribute to the information regarding the Committee in both the company's annual report and on the company's website. The Committee shall provide the following information in connection with the preparation of the annual report. The Committee shall also ensure that the information regarding the Committee in the annual report and on the website is accurate and adequate:

Annual Report/website

- Inform that the company has established a Committee.
- Inform about the Committee's Mandate and Charter.
- Inform about the names of the members of the Committee.
- Inform about who are members with special skills in the Committee.
- Inform about who is Chair of the Committee.
- Inform about the number of meetings throughout the year.

I. Remuneration of the members of the Committee

All or individual members of the Committee may receive remuneration in the form of an annual fee. The Compensation Committee decides the recommendation of fees. The remuneration shall be approved by the General Meeting in connection with the approval of the ordinary fee.

H. Access to internal information, employees and consultants

The Committee shall be fully authorized:

(i) to investigate any matter that falls within this Charter, with full access to all Company information, facilities and employees

(ii) to hire external consultants to provide the Committee with advice

(iii) to request that any Company executive or employee participate in a meeting with the Committee or meet with one or more of the members or consultants of the Committee.

J. Expenses

The Committee shall be entitled to incur such reasonable expenses as may be deemed necessary for the Committee to be able to perform its work. The Company is expected to cover such expenses.

Thus, approved at the meeting of the Board of Directors of FLSmidth & Co. A/S on 19 August 2024.

Tom Knutzen

Mads Nipper

Anne Louise Eberhard

Thras Moraitis

Daniel Reimann

Anna Kristiina Hyvönen

Claus Østergaard

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