

**RULES OF PROCEDURE FOR  
THE REMUNERATION COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
ASETEK A/S  
(as adopted on August 13, 2013)**

**1. PURPOSE**

The purpose of the Remuneration Committee of the Board of Directors (the “**Board**”) of Asetek A/S. (together with its subsidiaries, the “**Company**”) shall be to discharge the Board’s responsibilities relating to remuneration of the Company’s executives and administration of benefit plans.

The Committee shall assist the Board in, as applicable, administering and overseeing (i) the Company’s remuneration policies, plans and benefit programs, (ii) the administration of the Company’s equity-based plans and (iii) the remuneration of the Company’s executive officers.

**2. MEMBERSHIP**

The Remuneration Committee members will be appointed by, and will serve at the discretion of, the Board. The Remuneration Committee will consist of at least two non-employee members of the Board.

**3. RESPONSIBILITIES**

The responsibilities of the Remuneration Committee shall include:

- Making recommendations to the Board with respect to the salary, bonus and equity remuneration of the Chief Executive Officer, based on an evaluation of his or her performance and other relevant criteria as determined by the Remuneration Committee;
- In consultation with the Chief Executive Officer reviewing the remuneration plans of the other executive officers;
- In consultation with the Chief Executive Officer, reviewing and making recommendations to the Board with respect to Company bonus plans;

- Making recommendations to the Board with respect to all forms of remuneration plans;
- Overseeing the administration of material employee benefit plans of the Company, including the Company's equity plans, benefit plans and any pension plans or similar plans; and
- Reviewing its own charter, structure, processes and membership requirements.

#### **4. MEETINGS**

The Remuneration Committee will meet separately as necessary to fulfill its responsibilities under this Charter. The Remuneration Committee may establish its own schedule, which it will provide to the Board.

#### **5. MINUTES**

The Remuneration Committee may maintain written minutes of its meetings as it deems appropriate, which minutes (if any) will be filed with the minutes of the meetings of the Board.

#### **6. REPORTS**

The Remuneration Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with the Committee's charter.

#### **7. DELEGATION OF AUTHORITY**

The Remuneration Committee may form and delegate authority to one or more subcommittees where appropriate.