

# CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF

## VIKING HOLDINGS LTD

ADOPTED AS OF APRIL 30, 2024

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### I. PURPOSE OF THE COMMITTEE

The purposes of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Viking Holdings Ltd (the “**Company**”) shall be: (i) to identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; (ii) to advise the Board with respect to Board composition, procedures and committees; (iii) to develop and recommend to the Board a set of corporate governance principles applicable to the Company; (iv) to oversee the evaluation of the Board as a whole and each of its committees; and (v) to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Third Amended and Restated Investor Rights Agreement (the “**Investor Rights Agreement**”), the Company’s Bye-Laws (the “**Bye-Laws**”) or the Board.

### II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the “**NYSE**”) and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

### III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee appointed at the time of the meeting present in person or by means of telephone or similar communications equipment by way of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities and distribute minutes periodically to the Board, as appropriate. Committee actions may be taken by unanimous written consent.

### IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

#### A. Board Candidates and Nominees

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

- (a) Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by shareholders in submitting recommendations for Board candidates;
- (b) Review the background and qualifications of individuals being considered as director candidates;
- (c) Recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the Bye-Laws, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time and the terms of the Investor Rights Agreement; and
- (d) Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and recommend whether the director should be re-nominated.

### ***B. Board Composition and Procedures***

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

- (a) Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills and expertise required for the Board as a whole;
- (b) Review periodically the size of the Board and recommend to the Board any appropriate changes;
- (c) Make recommendations on the frequency and structure of Board meetings; and
- (d) Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

### ***C. Board Committees***

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

- (a) Make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee, which recommendations shall be consistent with the criteria for selection established by the Board from time to time and the terms of the Investors Rights Agreement;
- (b) Monitor the functioning and effectiveness of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees;
- (c) Review annually committee assignments and the policy with respect to the rotation of committee memberships or chairpersonships, and report any recommendations to the Board; and
- (d) Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

### ***D. Corporate Governance***

The Committee shall have the following duties and responsibilities with respect to corporate governance:

- (a) Develop, and review at least annually, the corporate governance principles adopted by the Board and recommend any desirable changes to the Board; and
- (b) Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

### ***E. Evaluation of the Board and Management***

The Committee shall be responsible for overseeing the evaluation of the Board as a whole, each of its committees and management and shall evaluate and report to the Board on the performance and effectiveness of the Board, each of its committees and management at least annually. The Committee shall establish procedures to allow it to exercise this oversight function.

### ***F. Chief Executive Officer and Succession Planning***

Consistent with and subject to applicable rules and regulations, the Committee shall review succession planning for the Chief Executive Officer and executive management periodically and shall make recommendations to the Board regarding the selection of possible successors to such office.

## **V. SUBCOMMITTEES; DELEGATION OF AUTHORITY**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.

## **VI. EVALUATION OF THE COMMITTEE**

The Committee shall, at least annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate for Board approval. The Committee shall address

all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary to carry out the Committee's responsibilities. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company. The Company may incur any additional expenses it deems necessary or appropriate in the performance of its duties, unless prohibited by applicable law.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable law.

This Charter is not intended to change or interpret any applicable law, the NYSE rules, the Bye-Laws, the Investor Rights Agreement or any other corporate governance documents.