

## **Instructions to the nomination committee**

The nomination committee shall prepare proposals in the following matters to be submitted to the Annual General Meeting for resolutions:

- a) proposal for chairman of the meeting
- b) proposal for number of directors and deputy directors of the board
- c) proposal for directors and any deputy directors of the board
- d) proposal for chairman of the board of directors
- e) proposal for remuneration and other fees for board assignments to each of the board members and remuneration for committee work
- f) proposal for auditor (if applicable)
- g) proposal for fees for the auditor of the company, and
- h) proposal for instructions for the nomination committee's work and composition

The nomination committee shall consist of at least three members and be formed in consultation with the largest shareholders of the company as per September 30th and who wish to appoint a member. It is the responsibility of the chairman of the board of directors to convene the nomination committee for its first meeting and to be available, when necessary, in the nomination committee's work. The chairman of the board of directors shall not be a member of the nomination committee. The nomination committee shall appoint a chairman for the nomination committee at its first meeting.

The nomination committee is appointed for a period from the time it is formed until the next nomination committee is formed. If a member leaves its assignment prematurely, the nomination committee may appoint a new member. Provided that the shareholder who appointed the resigned member is still one of the largest shareholders in the company, the shareholder shall be asked to appoint a new member. If this shareholder refrains from appointing a new member, the nomination committee may ask the next shareholder in order of size of shareholding who has not previously appointed a member of the nomination committee. The chairman of the nomination committee shall, however, continue to contact shareholders next in turn if necessary for the nomination committee to consist of three members. If the ownership structure of the company changes, the nomination committee may choose to change its composition so that the nomination committee reflects the ownership structure of the company in an appropriate manner. However, the total number of members may never exceed five. Even if there are changes in the company's ownership structure, no changes need to be made in the composition of the nomination committee in the event of minor changes or if a change occurs less than three months before the Annual General Meeting, unless it is motivated due to special circumstances.

Remuneration shall only be paid for costs attributable to contracting recruitment consultants in connection with the nomination committee's work and other potential direct costs that are necessary for the nomination committee to be able to fulfil its work. No remuneration shall be paid to the members of the nomination committee.

The nomination committee shall annually evaluate these instructions and, if necessary, propose changes to the Annual General Meeting. These instructions shall apply until the Annual General Meeting decides otherwise.