

Nomination Committee BerGenBio ASA proposals to the Annual General Meeting, 16 March 2020

The Nomination Committee; Mandate and Composition

§9 of the articles of association for BerGenBio ASA stipulates:

“The company shall have a nomination committee to nominate board members and recommend the board remuneration to the general meeting. The nomination committee shall consist of three members elected by the general meeting for a period of two years. The general meeting shall also approve the remuneration to the members of the nomination committee. The general meeting may adopt an instruction to the work of the nomination committee.”

On the General Meeting 13 March 2019 the following members were elected to the Nomination Committee for the two year period up to the Annual General Meeting (AGM) in 2021.

Hans Peter Bøhn (Chair)
Ann-Tove Kongsnes (member)
Masha P.N. Le Gris Strømme (member)

Activities of the nomination Committee

The Nomination Committee has not held face-to-face meetings but been in contact over telephone and e-mail. On behalf of the Committee, the chairperson has interviewed the Chairman of the BoD Sveinung Hole, the CEO Richard Godfrey and all board members in due turn. Major shareholders have also been interviewed and invited to voice their opinions.

Proposals for the Annual General Meeting on March 16th 2020:

1. Election of members to the Board of Directors

The current Board of Directors was elected at the General Meeting on March 13th 2019 and comprises Sveinung Hole (chairman), Stener Kvinnsland, Debra Barker, Pamela A. Trail and Grunde Eriksen.

Sveinung Hole and Stener Kvinnsland have terms that expire in 2020. However, they have both expressed willingness to stand for re-election for another two-year period.

Debra Barker, Pamela A. Trail and Grunde Eriksen were elected for the two-year period that expires at the AGM in 2021. Therefore, they are to be re-elected by default.

The Nomination Committee proposes to re-elect the following members for the period up to the AGM in 2022:

Sveinung Hole / Chair	(served since 2010)
Stener Kvinnsland / Director	(served since 2015)

The Nomination Committee proposes to re-elect the following members for the period up to the AGM in 2021:

Debra Barker / Director (served since 2019)
Pamela A. Trail / Director (served since 2019)
Grunde Eriksen / Director (served since 2019)

2. Remuneration to the Board of Directors for the period from the Annual General Meeting in 2020 to the AGM in 2021

The Nomination Committee has based its considerations on reviews of remuneration for comparable companies. Several sources have been consulted. Consistency with earlier practice combined with bridging to established normal practice for publicly listed companies is sought in the suggestion for board remuneration.

The Committee therefore believes that the proposal represents a competitive, but not leading, level of remuneration, corresponding to responsibilities, competence requirements and workload. Proposed remuneration for the coming year:

Chairman – NOK 410,000
Directors – NOK 230,000

Compensation for time spent on international travel

As an incentive for attracting board members from outside Norway, the Nomination Committee proposes to compensate board members for the working hours lost while on international travel. The proposed arrangement pertains to BerGenBio board members domiciled abroad and is applicable for travels to and from board meetings.

The Nomination Committee proposes the following:

For each working hour spent traveling to and from Board meetings, Board members domiciled outside Norway are compensated the equivalent of EUR 110.

3. Remuneration of the Remuneration Committee

The Nomination Committee proposes that the AGM 2020 resolves that the remuneration for the Chairman and the members of the Remuneration Committee in the Board of Directors for the coming year shall be:

Chairman – NOK 40,000
Members – NOK 20,000

4. Remuneration of the Audit Committee

The Nomination Committee proposes that the AGM 2020 resolves that the remuneration for the Chairman and the members of the Audit Committee in the Board of Directors for the coming year shall be:

Chairman – NOK 40,000

Members – NOK 20,000

5. Members and Remuneration of the Nomination Committee

The members of the Nomination Committee are Hans Peter Bøhn (Chair), Ann-Tove Kongsnes and Masha P.N. Le Gris Strømme. They were re-elected at the 2019 Annual General Meeting for another two-year period until the AGM in 2021. Accordingly, the Nomination Committee proposes that the members of the Nomination Committee are re-elected by default and as follows:

Hans Peter Bøhn (Chair)

Ann-Tove Kongsnes

Masha P.N. Le Gris Strømme

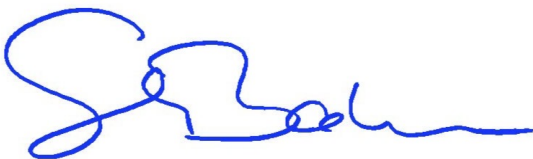
The Nomination Committee proposes that the Annual General Meeting 2020 resolves that the remuneration for the Chairman and the members of the Nomination Committee for the coming year shall be:

Chairman – NOK 35,000

Members – NOK 15,000

* * *

The proposals from the Nomination Committee are unanimous.



Hans Peter Bøhn (Chair)