

## **Nomination Committee BerGenBio ASA proposals to the Annual General Meeting, 22<sup>nd</sup> May 2023**

### **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.”*

The Nomination Committee of BerGenBio ASA has the following members:

Hans Peter Bøhn (Chair); Shantrez M. Gillebo (member); Ann-Tove Kongsnes (member)

### **Activities of the nomination Committee**

The Nomination Committee has held “virtual” meetings and been in contact over telephone and e-mail. The Committee has met with and/or interviewed the Chairman of the Board of Directors (BoD) Anders Tullgren, the CEO Martin Olin and all board members in turn. The largest shareholders have also been contacted and invited to voice their opinions.

Citing personal reasons, François Thomas has notified the Nomination Committee he will not be available for re-election at the 2023 AGM. However, all other board members offer to stand for re-election. The Nomination Committee propose to continue with a 4-member BoD.

### **Proposals for the Annual General Meeting on 22<sup>nd</sup> May 2023:**

#### **1. Election of members to the Board of Directors**

The current BoD comprises Anders Tullgren (chairman), Sveinung Hole, Debra Barker, François Thomas and Sally Bennett. Except for François Thomas, all board members will be available for re-election.

Anders Tullgren was elected as Chairman of the BoD at AGM on April 28<sup>th</sup>, 2022 and was given a two-year mandate up to the ordinary AGM in 2024. Anders Tullgren is therefore not up for election at the 2023 AGM. We propose that the 2023 AGM merely reconfirms his election until 2024.

Sveinung Hole was elected board member at the AGM on April 28<sup>th</sup>, 2022 and was given a two-year mandate up to the ordinary AGM in 2024. Sveinung Hole is therefore not up for election at the 2023 AGM. We propose that the 2023 AGM merely reconfirms his election until 2024.

Debra Barker was elected for a two-year period at the 2021 AGM. Her term will therefore expire at the AGM 2023. We propose that she is re-elected at the 2023 AGM for another two-year period, i.e. until the 2025 AGM.

Sally Bennett was elected for a two-year period at the 2021 AGM. Her term will therefore expire at the AGM 2023. We propose that she is re-elected at the 2023 AGM for another two-year period, i.e. until the 2025 AGM.

Thus:

The Nomination Committee proposes to reconfirm the following members for the period up to the AGM in 2024:

Anders Tullgren / Chair	(served since 2022)
Sveinung Hole / Director	(served since 2010)

The Nomination Committee proposes the following members are re-elected for another two-year period up to the AGM in 2025:

Debra Barker / Director	(served since 2019)
Sally Bennett / Director	(served since Dec. 2020)

## **2. Remuneration to the Board of Directors for the period from the Annual General Meeting in 2023 to the AGM in 2024**

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.

*For 2023 the BoD and Company Management have agreed to freeze salaries at 2022 level. This will also apply to the Board of Directors. In accordance with this, the Nomination Committee propose that the 2023 AGM resolves that the board remuneration shall be:*

Chairman – NOK 650,000 (unchanged from 2022)  
Directors – NOK 280,000 (unchanged from 2022)

### Compensation for time spent on international travel

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

*For each working hour spent traveling to and from Board meetings, Board members domiciled outside Norway are compensated the equivalent of EUR 120.*

## **3. Remuneration of the Remuneration Committee in the Board of Directors**

The Nomination Committee proposes that the AGM 2023 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 45,000 (unchanged from 2022)

Members – NOK 25,000 (unchanged from 2022)

#### **4. Remuneration of the Audit Committee in the Board of Directors**

The Nomination Committee proposes that the AGM 2023 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 55,000 (unchanged from 2022)

Members – NOK 30,000 (unchanged from 2022)

#### **5. Members and Remuneration of the Nomination Committee**

The members of the Nomination Committee are presently Hans Peter Bøhn (Chair), Ann-Tove Kongsnes and Shantrez M. Gillebo.

At the 2021 AGM, all members of the Nomination Committee were elected for a two-year period until the AGM 2023. All members are available for re-election for another two-year period.

Accordingly, the Nomination Committee proposes that the members of the Nomination Committee are re-elected for a two-year period, until the AGM in 2025:

Hans Peter Bøhn (Chair)

Ann-Tove Kongsnes

Shantrez M. Gillebo

During the past year, the workload on the Nomination Committee has been lower than it was the previous year. We therefore feel it is justified to propose a lower remuneration than was resolved at the 2022 AGM. The Nomination Committee proposes that the Annual General Meeting 2023 resolves that the remuneration for the Chairman and the members of the Nomination Committee for period up to the 2023 AGM shall be:

Chairman – NOK 30,000

Members – NOK 20,000

\* \* \*

The proposals from the Nomination Committee are unanimous.

20<sup>th</sup> April 2023



Nomination Committee BerGenBio ASA

Hans Peter Bøhn (Chair)