

## **Guidelines for the Nomination Committee of Moelven Industrier ASA**

**(Co. Reg. No. 914348803 MVA)**

### **1. General**

Moelven Industrier ASA shall have a Nomination Committee, in accordance with section 7 of the Articles of Association. The General Meeting shall adopt the guidelines for the work of the Nomination Committee.

### **2. Composition and period of service**

The Nomination Committee shall consist of up to five members who shall be shareholders or representatives of shareholders.

- The Nomination Committee's members, its chairperson and vice chairperson, are elected by the AGM.
- The Nomination Committee shall be independent of the company Board and senior executives, and at least one member should not be a member of the Corporate Assembly.
- The Nomination Committee's chairperson and vice chairperson are elected among the shareholder-elected members of the Corporate Assembly.
- The Nomination Committee shall submit proposals to the AGM regarding the composition of the Nomination Committee.
- The Nomination Committee and the deadline for submitting proposals to the Nomination Committee shall be disclosed to shareholders on Moelven's website, or in another appropriate manner determined by the company Board.

### **3. Remuneration**

Remuneration to the Nomination Committee is determined by the General Meeting on the basis of the Corporate Assembly's recommendation. Among other things, consideration shall be given to the nature of the duties, the members' competence and their use of time. Members of the Nomination Committee who are also members of the Corporate Assembly do not participate in this discussion.

### **4. The duties of the Nomination Committee**

It is the task of the Nomination Committee to give the following recommendations:

#### **4.1 To the General Meeting**

- Give a recommendation regarding the election of shareholder-elected members and deputy members to the Corporate Assembly and remuneration to the members and deputy members of the Corporate Assembly.

The valid guidelines as on 26 April 2017

- Give a recommendation regarding the election of the members and chair of the Nomination Committee and refer to the Corporate Assembly's proposal for remuneration.

Before the Annual General Meeting, the Nomination Committee shall assess all proposals for new shareholder-elected members that are received by the Nomination Committee by 1 February in the year in question.

The Nomination Committee is not prohibited from considering proposals that are presented later or from considering candidates other than those proposed.

#### **4.2 To the Corporate Assembly**

- Give a recommendation regarding the election of the chair and deputy chair of the Corporate Assembly.
- Give a recommendation regarding the election of the chair and deputy chair of the of the Board, as well as fees to board members. *(The Nomination Committee shall be supplemented with a representative appointed from the employee-elected members of the Corporate Assembly when deciding on recommendations for fees to board members.)*

#### **4.3 To the shareholder-elected members of the Corporate Assembly**

- Give a recommendation regarding the election of shareholder-elected members and deputy members of the Board.

Before giving its recommendation, the Nomination Committee evaluates the Board's activities, competence and composition. The Nomination Committee is entitled to view the Board's own evaluation report.

### **5. About the recommendations**

A main shareholder is a shareholder who directly or indirectly owns 10% or more of the shares or votes in the company or is included in a group of shareholders who together own more than 10% of the shares or votes in the company. Cf. section 2-4 of the Securities Trading Act.

#### **5.1 To the General Meeting**

When giving its recommendations, the Nomination Committee shall emphasise the following, among other things:

- The Corporate Assembly should be composed according to an overall assessment of the company's need for competence, capacity and balanced decisions.
- The Corporate Assembly should be composed with a view to broad representation of the company's shareholders.
- The Nomination Committee's recommendation to the General Meeting on determining the remuneration of the Corporate Assembly shall reflect the Corporate Assembly's responsibility, competence, time spent and the complexity of the business.

- Remuneration to the Corporate Assembly shall not be performance-based.

## **5.2 To the Corporate Assembly**

When giving its recommendations, the Nomination Committee shall emphasise the following, among other things:

- The chair of the Corporate Assembly shall, as chair of the General Meeting, be able to represent an independent leadership of the General Meeting.
- The Board should be composed according to an overall assessment of the company's need for competence, capacity and balanced decisions that safeguard the interests of the shareholders.
- The Board should be composed with a view to broad representation of the company's shareholders.
- The Board should be composed so that it can act independently of special interests.
- The board should have a sensible composition with regard to gender and age. The gender composition shall comply with the requirements of section 6-11a of the Public Limited Liability Companies Act.
- At least two of the shareholder-elected board members should be independent of the company's main shareholder(s). A main shareholder is a shareholder who directly or indirectly owns 10% or more of the shares or votes in the company or is included in a group of shareholders who together own more than 10% of the shares or votes in the company.
- Remuneration to the Board shall not be performance-based.

## **6. Rules for procedures**

Procedure for the Nomination Committee's recommendations

### **6.1 To the General Meeting**

- The Nomination Committee's recommendation shall be available at the latest so that it can be communicated to the shareholders at the same time as the ordinary notice of the General Meeting. Copies of the recommendation shall be sent to the chair of the Corporate Assembly manager, the chair of the Board and the CEO.
- The chair of the Nomination Committee, or the deputy chair in the absence of the chair, shall present the Nomination Committee's recommendation to the General Meeting. The recommendation, signed by the members of the Nomination Committee, shall be attached to the minutes of the General Meeting.

### **6.2 To the Corporate Assembly**

- The Nomination Committee's recommendation shall be available at the latest so that it can be communicated to the shareholder-elected members of the Corporate Assembly at the first meeting of the Corporate Assembly after the General Meeting. Copies of the recommendation shall be sent to the chair of the Corporate Assembly manager, the chair of the Board and the CEO.
- The chair of the Nomination Committee, or the deputy chair in the absence of the chair, shall present the Nomination Committee's recommendation to the Corporate Assembly. The recommendation, signed by the members of the Nomination Committee, shall be attached to the minutes of the Corporate Assembly meeting.

**6.3 Meeting Rules**

- The Nomination Committee has a quorum when the committee chair and at least two other members are present.
- What the majority of those attending have voted for becomes the valid decision of the Nomination Committee.
- In case of a tied vote, the vote of the chair counts double..
- The chair of the Corporate Assembly, the chair of the Board and the CEO shall be called to at least one meeting of the Nomination Committee before it gives its final recommendation, but without the right to vote.
- Meetings of the Nomination Committee are held after being convened by the chair and also if called for by two or more members, the chair of the Corporate Assembly, the chair of the Board or the CEO.
- Minutes of the Nomination Committee's meetings shall be kept and signed by all members present at the meeting.
- The minutes are archived by the chair of the Nomination Committee. The chair of the Corporate Assembly, chair of the Board and the CEO may request copies of the minutes for scrutiny.
- The Nomination Committee shall obtain an up to date register of shareholders for each of its meetings.

**7. Amendments**

Amendments to these guidelines are determined by the General Assembly based on proposals from the Corporate Assembly, the Board or Nomination Committee itself.