

# Multiconsult

## **INSTRUCTIONS FOR THE NOMINATION COMMITTEE OF MULTICONSULT ASA (THE "COMPANY")**

(adopted by the ordinary general meeting on 19 April 2021)

### **1 The Articles of Association's provisions on the Nomination Committee**

1.1 The nomination committee is laid down in § 6 of the articles of association.

1.2 § 6 of the articles of association has the following wording:

*"The company shall have a nomination committee consisting of three members.*

*The members of the nomination committee shall be shareholders or representatives for the shareholders.*

*The members of the nomination committee, including its chairman, are elected by the general meeting.*

*The members of the nomination committee's period of service shall be two years unless the general meeting decides otherwise. The period of service commences from the time of being elected unless otherwise decided. It terminates at the end of the annual general meeting of the year in which the period of service expires. Even if the period of service has expired, the members must remain in his or her position until a new member has been elected.*

*The members of the nomination committee's fees shall be determined by the general meeting.*

*The nomination committee shall have the following responsibilities:*

*(i) To give the general meeting its recommendations regarding the election of board members to be elected by the shareholders*

*(ii) To give the general meeting its recommendations regarding the board member's fees*

*(iii) To give the general meeting its recommendations regarding the election of members of the nomination committee*

*(iv) To give the general meeting its recommendations regarding the members of the nomination committee's fees*

*The general meeting may issue further guidelines for the nomination committee's work."*

## **2 Composition, nomination and election**

- 2.1 The composition of the nomination committee should reflect the interests of the shareholders, and the majority of the members shall be independent of the company's board of directors and executive management.
- 2.2 Board members, the general manager and other executive employees shall not be members of the committee.
- 2.3 The nomination committee should seek continuity in the work by facilitating for a gradual replacement of the members of the nomination committee.
- 2.4 The nomination committee's chairperson shall make sure that the names of the members of the nomination committee is available on the Company's website.

## **3 Rules of Procedure**

- 3.1 Meetings of the nomination committee shall be convened by the chair of the committee. The proceedings of the board of directors shall be announced in a suitable manner and with the necessary advanced notice. Each of the nomination committee's members may require the nomination committee to be submitted. The committee's matters shall be dealt with in physical or digital meetings, unless the chairperson of the committee finds that the matter can be submitted in writing or be dealt with in some other adequate manner. Each of the nomination committee's members may require a matter to be dealt with in a physical meeting.
- 3.2 The nomination committee may adopt resolutions when more than half of the nomination committee members are present or otherwise participate, including the chairperson of the committee.
- 3.3 The nomination committee shall have the opportunity to use resources of the Company, and receive advice and recommendations from external parties.
- 3.4 The dealings of the committee is chaired by the chairperson of the nomination committee, who also prepares matters that are to be dealt with.
- 3.5 Minutes shall be kept of the nomination committee's proceedings. Time, place, participants, handling method and the committee's resolutions shall at least be provided. It shall state that the committee formed a quorum according to item 3.2. The minutes shall be signed by all the members of the committee having participated in the proceedings.
- 3.6 The nomination committee should continuously assess the need for changes in the composition of the board of directors and nomination committee, and shall annually have contact with different shareholders, the Company's board of directors and general manager before the recommendation to the general meeting is submitted. The nomination committee shall be given access to the board of directors' self-evaluation.
- 3.7 The nomination committee shall provide information about deadlines to propose candidates for the Company's board of directors and nomination committee on the Company's website.
- 3.8 The nomination committee shall propose candidates based on an assessment of the shareholders' and Company's needs, and the candidates' competence, capacity and independence.

#### **4 The nomination committee's recommendations**

- 4.1 The nomination committee's recommendation for board members must include explanations detailing how the candidates fulfil the needs of the shareholders and the Company, and justify the proposal of each individual candidate, and include information about the candidate's competence, capacity and independence. The information about the candidates should also include age, education and professional experience, and any ownership interests in the Company, assignments on behalf of the Company and any significant assignments in other companies or organisations. In the event of a proposal for re-election of board members, the recommendation should also state how long the candidate has been a board member of the Company and should detail his or her participation in board meetings.
- 4.2 The nomination committee's recommendation for members to the nomination committee should include relevant information about each individual candidate.
- 4.3 The candidates proposed by the nomination committee must have been asked if they are willing to undertake the position for which they are proposed.
- 4.4 The nomination committee's recommendation should include a statement which describes the working process of nomination committee.

#### **5 Handling of the nomination committee's recommendations**

- 5.1 The nomination committee's recommendation to the general meeting must be ready and made available by the 21 days deadline to summon the general meeting.

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