

**RECOMMENDATIONS BY THE NOMINATION COMMITTEE OF POLIGHT ASA  
TO  
THE ORDINARY GENERAL MEETING TO BE HELD ON 24 MAY 2023**

The Nomination Committee of poLight ASA (the “Company”) currently consists of Thomas S. Wrede-Holm (chair), Jan-Erik Hæreid and Anne E. H. Worsøe. Contact details for the Nomination Committee can be found on the Company’s [website](#). The guidelines for the Nomination Committee are set out in the Company’s [Corporate Governance Policy](#).

The Nomination Committee is responsible for recommending candidates for the election of members and chair to the Board of Directors (the “Board”), and for making recommendations for remuneration to the members of the Board of Directors (including sub-committees), as well as recommending members to the Nomination Committee. The Nomination Committee’s recommendations and proposals to the ordinary general meeting 2023 are outlined herein.

**1 Election of Board members**

In preparing its recommendation with respect to the Board composition, the Nomination Committee has sought feedback and input from, amongst others, the larger shareholders of the Company, current Board members and the CEO of the Company. The Nomination Committee is of the opinion that the Board functions well and is composed of members with relevant and complementary capabilities.

The Nomination Committee proposes that (i) Grethe Viksaas is re-elected as chair and member of the Board, with election period until the ordinary general meeting in 2025, and that (ii) Sverre-Tore Larsen and Thomas Görling are re-elected as members of the Board, with election period until the ordinary general meeting in 2025. Juha Alakarhu’s election period ends at this ordinary general meeting, and the Nomination Committee has been informed that Mr Alakarhu will not put forward his candidature for re-election. As a consequence, Mr Alakarhu will resign from the Board at this ordinary general meeting.

The Board will, if approved by the ordinary general meeting, consist of the following persons:

- Grethe Viksaas, chair of the Board of Directors with an election period up to the ordinary general meeting in 2025
- Ann-Tove Kongsnes, deputy chair of the Board of Directors with an election period up to the ordinary general meeting in 2024
- Sverre-Tore Larsen, board member with an election period up to the ordinary general meeting in 2025
- Thomas Görling, board member with an election period up to the ordinary general meeting in 2025

This will constitute, in the opinion of the Nomination Committee, a balanced and capable Board that is well positioned to serve the best interests of the Company and its shareholders in the period until the ordinary general meeting in 2024. Looking ahead, and on a more general note, the Nomination Committee believes that a Board composition of five members would likely be most appropriate for the Company. In this regard, the Nomination Committee will, in consultation with relevant stakeholders, assess potential competency gaps and needs arising as the Company further develops and matures with a view of proposing a fifth board member at a later stage.

**2 Remuneration to Board members**

The Nomination Committee proposes that the shareholder elected members of the Board for the period up to the ordinary general meeting in 2024 are entitled to a remuneration, paid in advance each quarter, in accordance with the following:

- Chair of the Board: NOK 475,000 p.a.
- Other Board members: NOK 265,000 p.a.

The Nomination Committee proposes that the chair and the member(s) of the Audit and Sustainability Committee are entitled to a remuneration of NOK 40,000 p.a. and NOK 30,000 p.a., respectively. For the period from the ordinary general meeting in 2022 to the ordinary general meeting in 2023, such remuneration shall be paid in June 2023. For the period up to the ordinary general meeting in 2024, such remuneration shall be paid in advance each quarter.

The Nomination Committee proposes that the members of the Remuneration Committee are entitled to a remuneration of NOK 30,000 p.a. For the period from the ordinary general meeting in 2022 to the ordinary general meeting in 2023, such remuneration shall be paid in June 2023. For the period up to the ordinary general meeting in 2024, such remuneration shall be paid in advance each quarter.

The Nomination Committee also proposes that the chair of the Board is paid an additional one-off remuneration of NOK 50,000 for the period from the ordinary general meeting in 2022 to the ordinary general meeting in 2023, and that such remuneration shall be paid in June 2023. This additional remuneration is a reflection of an extraordinary high workload during the last 12 months, amongst others in connection with the capital raising process.

The proposed remuneration is, in the opinion of the Nomination Committee, in-line with the levels of comparable listed companies in Norway and represents a competitive level of remuneration considering responsibilities and workload.

### **3        Nomination Committee**

The Nomination Committee proposes that Thomas S. Wrede-Holm is re-elected as chair and member of the Nomination Committee with election period until the ordinary general meeting in 2025.

The members of the Nomination Committee will, if approved by the ordinary general meeting, consist of the following persons:

- Thomas S. Wrede-Holm, chair and member with an election period up to the ordinary general meeting in 2025
- Jan-Erik Hæreid, member with an election period up to the ordinary general meeting in 2024
- Anne E. H. Worsøe, member with an election period up to the ordinary general meeting in 2024

It is proposed that the members of the Nomination Committee for the period up to the ordinary general meeting in 2024 are entitled to a remuneration, paid in advance each quarter, in accordance with the following:

- Chair of the Nomination Committee: NOK 40,000 p.a.
- Members of the Nomination Committee: NOK 30,000 p.a.

#### **The Nomination Committee of poLight ASA**

**Thomas S. Wrede-Holm**

**Jan-Erik Hæreid**

**Anne E. H. Worsøe**