

**THE NOMINATION COMMITTEE'S RECOMMENDATIONS TO THE  
ANNUAL GENERAL MEETING OF NORSKE SKOG ASA  
ON 21 APRIL 2022**

Reference is made to the notice of the annual general meeting of Norske Skog ASA dated 31 March 2022, and item 5 regarding election of members to governing bodies and remuneration. The numbering in items 5.1-5.6 of the recommendation below corresponds to the voting form which is enclosed to the notice of the annual general meeting.

The nomination committee's recommendation to the annual general meeting in 2022 includes recommendations on candidates for election to the board of directors and the nomination committee, and remuneration of the members of the company's governing bodies. All of the recommendations have been unanimously resolved by the nomination committee.

**The nomination committee**

The nomination committee of Norske Skog ASA is elected by the general meeting. The members of the committee are elected for a term of two years unless the general meeting decides otherwise, cf. article 8 of the articles of association.

The current members of the nomination committee consist of Matthew Joseph Turner (chair) and Yngve Nygaard, who have been elected for the period up until the annual general meeting in 2022. The members of the nomination committee are thus up for election at the annual general meeting in 2022. None of the committee members are members of the board of directors.

**The work of the nomination committee**

The nomination committee shall make recommendations to the general meeting regarding shareholder elected members of the board of directors and members of the nomination committee, as well as remuneration to these members. In accordance with Norwegian public limited liability companies act, shareholder elected members of the board of directors are elected by the general meeting for two years at the time, unless otherwise determined by the general meeting.

As part of the work with preparing proposals regarding the composition of the board of directors and the nomination committee, the major shareholders are asked for their considerations on matters relevant to the nomination committee's recommendations. All shareholders are, however, encouraged to provide considerations to the nomination committee at any time. When recommending the remuneration to the members of the company's governing bodies, the nomination committee considers the competitive position of the company in the market for qualified shareholder elected candidates. The levels of remuneration recommended to the annual general meeting in 2022 have in general been maintained at the same levels as recommended to the annual general meeting in 2021, which are considered to represent competitive and appropriate levels.

The current members of the board of directors have been elected for the period up to the annual general meeting in 2023 and are therefore not up for election. The nomination committee has, however, considered it appropriate to recommend that two additional board members are elected, so that the number of shareholder elected board members is increased from three to five. Further details on the committee's considerations regarding the proposed board members are set out in item 5.1 below.

The current members of the nomination committee are all up for election. In order to secure continuation in the nomination committee and representation of the wider shareholder interest, the committee has recommended that one of the current members is re-elected as chair of the committee, and furthermore that one new member associated with the company's largest shareholder is elected. Further details on the committee's considerations regarding the proposed board members are set out in item 5.2 below.

The nomination committee's recommendations regarding remuneration to governing bodies are set out in items 5.3-5.6 below.

**5.1: Election of board members**

The nomination committee recommends that two additional board members are elected, and that the number of shareholder elected board members accordingly is increased from three to five members. In the consideration of candidates as new board members, the committee has paid particular attention to the distribution of expertise within the board and the capacity necessary for carrying out the tasks of the board, including work for the strategic development of the company, financial matters and supervision of ongoing operations and continuous improvement. The proposed candidates represent expertise in the areas of finance, industry, international business, leadership, change management and organisational development, and the committee believes their experience will widen the competencies of the board and be valuable in light of the changes in the strategic direction of the Norske Skog group. The nomination committee has as part of its work considered the input received from the company's shareholders.

On this basis, the nomination committee recommends that Nikolai Johns and Johanna I. Lindén are elected as new board members. In addition, the committee recommends that Tore Christian Østensvig (employee and union representative of Norske Skog Saugbrugs AS) is elected as an observer to replace Paul Kristiansen who is retiring.

All recommendations are for the period up to the general meeting in 2024. Provided that the proposed candidates are elected, the composition of the board would be as follows:

1. John Chiang (chair of the board)
2. Arvid Grundekjøn (board member)
3. Trine-Marie Hagen (board member)
4. Nikolai Johns (board member)
5. Johanna I. Lindén (board member)
6. Svein Erik Veie (observer)
7. Tore Christian Østensvig (observer)

A presentation of the current and proposed members of the board of directors is enclosed in Annex 1 to this recommendation.

**5.2: Election of members to the nomination committee**

The nomination committee recommends that the current committee member Yngve Nygaard is elected as the new chair of the nomination committee. Yngve Nygaard is a partner of the executive search and advisory firm ISCO Group AS, and have extensive

experience with executive recruitments, including board members for stock listed companies. The committee accordingly considers Yngve Nygaard well suited to represent the wider shareholder interest. Furthermore, the nomination committee recommends that Richard Timms, who is the Group Head of Legal & Compliance and a Partner at Oceanwood Capital Management LLP, and has extensive experience with identifying, vetting and appointing board members, as well as with performing ongoing review processes of persons appointed to governing bodies.

All recommendations are for the period up to the general meeting in 2024. Provided that the proposed candidates are elected, the composition of the nomination committee would be as follows:

1. Yngve Nygaard (new chair of the committee)
2. Richard Timms (new member of the committee)

A presentation of the current and proposed members of the nomination committee is enclosed in Annex 2 to this recommendation.

### **5.3: Remuneration to the members of the board of directors**

The nomination committee recommends the following remuneration to the members of the board of directors:

1. The remuneration to the chair of the board of directors shall be NOK 500,000 per year.<sup>(\*)</sup>
2. The remuneration to the other members of the board of directors shall be NOK 300,000 per year.
3. Observers shall not receive remuneration.
4. Reimbursement of travel and dietary expenses in connection with board meetings in accordance with the Norwegian government's travel allowance scale.

<sup>(\*)</sup> The chair of the board of directors, John Chiang, is a partner of Oceanwood Capital Management LLP, which is an entity managing the company's largest shareholder, NS Norway Holding AS. Due to internal guidelines within Oceanwood Capital Management LLP, John Chiang has advised that he does not wish to receive remuneration for his role as chair of the board of directors and other roles in board committees. The proposed remuneration does therefore not apply to John Chiang, who shall not receive remuneration.

### **5.4: Remuneration to the members of the audit committee**

The nomination committee recommends the following remuneration to the members of the audit committee:

1. The remuneration to the chair of the audit committee shall be NOK 130,000 per year.
2. The remuneration to the other members of the audit committee shall be NOK 50,000 per year.<sup>(\*)</sup>
3. Reimbursement of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale.

<sup>(\*)</sup> As noted in item 5.3 above, John Chiang, who is a member of the audit committee, shall not receive remuneration for this role, due to internal guidelines within Oceanwood Capital Management LLP.

### **5.5: Remuneration to the members of the remuneration committee**

The nomination committee recommends the following remuneration to the members of the remuneration committee:

1. The remuneration to the chair of the remuneration committee shall be NOK 30,000 per year.<sup>(\*)</sup>
2. The remuneration to the other members of the remuneration committee shall be NOK 20,000 per year.
3. Reimbursement of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale.

<sup>(\*)</sup> As noted in item 5.3 above, John Chiang, who is the chair of the remuneration committee, shall not receive remuneration for this role, due to internal guidelines within Oceanwood Capital Management LLP.

### **5.6: Remuneration to the members of the nomination committee**

The nomination committee recommends the following remuneration to the members of the nomination committee:

1. The remuneration to the chair of the nomination committee shall be NOK 40,000 per year.
2. The remuneration to the other members of the nomination committee shall be NOK 30,000 per year.<sup>(\*)</sup>
3. Reimbursement of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale.

<sup>(\*)</sup> The proposed new member of the nomination committee, Richard Timms, is employed by Oceanwood Capital Management LLP, which is an entity managing the company's largest shareholder, NS Norway Holding AS. Due to internal guidelines within Oceanwood Capital Management LLP, Richard Timms has advised that he does not wish to receive remuneration for his role as member of the nomination committee. The proposed remuneration does therefore not apply to Richard Timms, who shall not receive remuneration.

London, 31 March 2022

The nomination committee of  
Norske Skog ASA

**Annex 1: Presentation of the current and proposed members of the board of directors****2018- John Chiang (chair)**

Mr Chiang joined the Board of Directors in October 2018 following Oceanwood's acquisition of the group and was elected as the Company's chairman on 22 August 2019. Mr Chiang was nominated to the Board of Directors due to his role as the Senior Partner at Oceanwood Capital Management LLP responsible for advising on and overseeing Oceanwood's investment in the Group. Mr Chiang is based in London, UK and through his position as Senior Partner and Portfolio Adviser at Oceanwood Capital Management LLP he helps identify, evaluate, and recommend investments on behalf of the Oceanwood Group's limited partners and institutional investors. Except for Mr Chiang's position in Oceanwood Capital Management LLP, he does not have any other principal activities outside the Company. Mr Chiang serves as the chairman of the Group's parent company NS Norway Holding AS. Mr Chiang holds a Master of Business Administration from Harvard Business School (USA), and a Bachelor of Science in Industrial Engineering and a Minor in Economics from Stanford University (USA).

**2018- Arvid Grundekjøn (board member)**

Mr Grundekjøn joined the Board of Directors in October 2018. He has previously held various managerial positions, including being the Group CEO of the Awilhelmsen group and the CEO of the companies Royal Caribbean Cruise Line AS, Petrojarl II AS and Spekter GNO II AS. Mr Grundekjøn also holds political experience as he was the mayor of Kristiansand municipality from 2011 to 2015. Mr Grundekjøn currently works as an investor and holds several directorships in various companies throughout different industries. In terms of principal activities outside the Company, Mr Grundekjøn is a director of the board of the Strømme Foundation (Strømmestiftelsen) and Sørlandets Art Muesum (Sørlandets Kunstmuseum) and the chairman of the AKO Art Foundation (AKO Kunststiftelse) and the Fullriggeren Sørlandet Foundation (Stiftelsen Fullriggeren Sørlandet). Mr Grundekjøn has attended the Executive education program at Harvard Business School (USA), holds a Master of Law from the University of Oslo (Norway) and a Master of Business and Economics from the Norwegian School of Economics (Norway).

**2019- Trine-Marie Hagen (board member)**

Trine-Marie Hagen joined the Board of Directors in October 2019. Mrs Hagen is the group CFO of Felleskjøpet Agri SA, a supplier of technology and resources to the Norwegian agriculture industry. In addition to being the group CFO, Mrs Hagen is a member of the board of several of Felleskjøpet Agri SA's subsidiaries. Except for Mrs Hagen's positions in Felleskjøpet Agri SA and its subsidiaries, she does not have any other principal activities outside the Company. Prior to taking on her current position as group CFO of Felleskjøpet Agri SA, Mrs Hagen was the group CFO of Ekornes AS and prior to that, the group CFO of Mentor Medier AS. Before joining Mentor Medier AS, Mrs Hagen was an employee of the Former Group. Mrs Hagen has attended the Norwegian School of Economics (Norway) where she completed their four year programme in economics and business administration consisting of three years at bachelor/undergraduate level and one year at master/graduate level (*Nw*: Siviløkonom). She has also completed the first year of law studies (*Nw*: 1. avdeling) at the University of Bergen (Norway).

**2022- Nikolai Johns (proposed new board member)**

Nikolai Johns is the Investment Director in Norfund, a development finance institution established by the Norwegian parliament, and owned by the Norwegian Ministry of Foreign Affairs. He has more than 25 years experience from executive positions within processing industries, renewable energy and finance/PE, including as Founding Partner in Cloudberry Partners AS, CEO in Monial AS and CEO of the Tinfos Group. After the acquisition of Tinfos by the French group Eramet, he held the position as Executive Director for Eralløys Holding AS, the Norwegian subsidiary of the group. Mr Johns graduated from the Norwegian School of Management (BI) in 1987.

**2022- Johanna I. Lindén (proposed new board member)**

Johanna Lindén has since 2015 been the CEO of Petro Bio AB, a company providing combustion solutions for the energy and manufacturing sector in the Nordics and Europe. Before Petro Bio, she was Director Scandinavia for Valmet, serving also the Pulp and Paper industry and the Energy industry. Mrs Lindén has previously held several management positions in Metso Power and Aker Kvaerner. She graduated from Chalmers University of Technology in 1997 with a Master of Science degree in Chemical Engineering.

**2019- Svein Erik Veie (observer)**

Svein Erik Veie is an employee of the Skogn mill entity, Norske Skog Skogn AS, holding the position as machine operator. Mr Veie serves the function as main representative of the labor unions at the Skogn mill and is the chairman of the Norwegian United Federation of Trade Unions (Fellesforbundet) department 461, a representative on the Norwegian United Federation of Trade Unions board, a member of the group's European Works Council and the group's Global Employee Forum, a member of the Norwegian United Federation of Trade Unions department management forum Trøndelag and a member of the Plans- and Development Committee of Levanger municipality. Mr Veie has for a number of years served as an employee elected board member in the group. Mr Veie is educated as a process operator and an industrial mechanic.

**2022 - Tore Christian Østensvig (proposed new observer)**

Tore Christian Østensvig is an employee of the Saugbrugs mill entity, Norske Skog Saugbrugs AS, holding the position as line operator at the pulp plant. Mr Østensvig serves the function as main representative of the labor unions at the Saugbrugs mill and is the leader of the largest union at the mill, the Norwegian United Federation of Trade Unions (Fellesforbundet) department 436. Mr Østensvig is a member of the industry council for wood processing and is a member of the committee of representatives in Fellesforbundet. He is the leader of Halden municipality's complaints board and serves on various municipality level political positions for Arbeiderpartiet. He also represents Norske Skog Saugbrugs AS in the qualifying examination committee for chemistry and processing subjects and is a deputy member of the board in OK industri. Mr Østensvig has vocational education in chemistry and processing.

**Annex 2: Presentation of the current and proposed members of the nomination committee****2020- Yngve Nygaard (current member and proposed new chair of the nomination committee)**

Yngve Nygaard was elected as a member of the nomination committee at the annual general meeting in 2020 and is proposed to be elected as the new chair of the committee. Mr Nygaard is a partner of ISCO Group AS, an executive search and advisory firm based in Oslo, Norway. Mr Nygaard has completed a number of executive recruitments, including board members, CEOs and other corporate management positions for stock exchange listed companies within various sectors. He regularly acts as an advisor for both foreign and domestic companies in matters related to management, and has extensive experience with strategic and organisation development. Before joining ISCO Group AS, Mr Nygaard was a partner and managing partner of another leading executive search firm, and prior to that he has held the position as head of Mercedes Benz in Norway, President of Tandberg for Europe/EMEA, as well as leading positions in FMCG, Asics and SCA. Mr Nygaard graduated with a degree in economics / MScBA from Örebro universitet, Sweden, in 1986.

**2022- Richard Timms (proposed new member of the nomination committee)**

Richard Timms is proposed to be elected as a new member of the nomination committee. Mr Timms is the Group Head of Legal & Compliance and a Partner at Oceanwood Capital Management LLP. He is also a member of the firm's Risk Committee and ESG Committee and responsible for the corporate activities of the group companies, and he oversees the appointment of directors to group and fund vehicles, including the initial vetting stage and ongoing review of those persons. Prior to joining Oceanwood, Mr Timms worked as a Senior Principal Consultant at ACA Compliance.