

## PROTOCOL FROM CONSTITUENT MEETING IN THE BOARD OF TRUSTEES

The ordinary meeting for the Board of Trustees at SpareBank 1 Helgeland was held on the 29th of March 2023 at 10:30am. The meeting was held at Fru Haugans Hotel, Mosjøen.

**Participants in the Board of Trustees:** Per Gunnar Hjorthen, Lars Martin Lunde, Sverre Klausen, Sven Thure Øberg, Lars Erik Wulfsberg, Liv Sissel Sund, Lilliann Sørensen, Arnt Åge Andreassen, Bjørn Krokstrand, John Arne Warholm, Sten Oddvar Solhaug, Eirik Bjørkmo, Torill Beate Risøy, Helge Stanghelle, Tone Helen Jakobsen, Marit Thrana, Silje Sandstedt, Vegard Nerdal, Roger Ditlefsen, Karianne Kristensen, Nils Ivar Knutli, Bertil Einvik, Brian Mora Eskildsen, Linda Kristin Råde and Steinar Johansen.

Kjell-Idar Juvik, Anne Påsche Jakobsen og Sten-Ove Lisø participated as an observer.

**Absent:** Hans Petter Skjæran, Elise Bratteng Rønning, Inger Lise Strøm, Åsmund Skår and Kristine Alstad Nicolaisen

**Participants from the Board of Directors:** Bjørn Andreas Krane, Siw Moxnes, Ann Helen Baadstrand, Marianne Terese Steinmo, Solrun Johansen og Kenneth Normann.

**Participants from the administration:** Hanne Nordgaard, Anne Ekroll og Svenn Harald Johannessen

**Participants from the external auditor:** Silja Eriksen, partner in PWC

**Secretary:** Hege Gulbrandsen-Koppervik

### Agenda:

#### Case 1 Opening of the meeting by the Chair of the Board of Trustees, Per Gunnar Hjorten

The Chair of the Board of Trustees opened the meeting.

#### Case 2 Registration of members present in the meeting

25 out of 25 members as well as invited deputy members with voting rights in the Board of Trustees participated, ref. appendix. The Board of Trustees was thus a quorum.

#### Case 3 Approval of the summons and agenda

The summons with the agenda and case documents were made available on the bank's web site on the 08th of March 2023, cf. the banks Statutes § 3-11. Members and deputy members of the Board of Trustees were given notice the same day.

No objections to the summons or the agenda were expressed and the meeting was declared legally set.

The Board of Trustees made the unanimous

**DECISION:**  
*Summons and agenda are approved*

**Case 4 Election of representatives to sign the protocol**

The Board of Trustees made the unanimous

**DECISION:**

*To sign the protocol together with the Chair of the meeting; Lilliann Sørensen and Helge Stanghelle was chosen.*

**Case 5 Information on the election of employee representatives**

The bank's employees carry out and organize their own election. The following elections were held in 2023:

**Board of directors:**

**a) 1 member to the board of directors for two years (2023/2024)**

Up for election is Solrun Johansen, Mosjøen, who has been an employee-elected board member in the period 2022. She is eligible.

**DECISION:**

*Solrun Johansen, Mosjøen, is elected for the period 2023/2024*

**b) 1 deputy member of the board for one year (2023) -  
supplementary election**

Up for election is Anne-Kine Dahlen Bustnes, Mo i Rana, who has been a personal deputy member for Solrun Johansen in the period 2022. She has taken up a leading position in the bank and is no longer a trustee.

**DECISION:**

*Ida Varem, Mo i Rana, is elected as personal deputy member for Solrun Johansen for the period 2023*

**Board of Trustees:**

This year's election of employee representatives to the board of trustees was made via the system supplier Kantega. A total of 105 employees cast their votes, resulting in a turnout of 68%.

**c) 4 permanent members of the board of trustees for four years  
(2023/2026)**

**DECISION:**

**Brian Mora Eskildsen – Mo i Rana  
Linda Kristin Råde – Mo i Rana  
Nils Ivar Knutli – Mo i Rana  
Steinar Johansen – Mosjøen**

**d) 6 deputies to the Board of Trustees for four years (2023/2026)**

**DECISION:**

***Anne Kathrine Nygaard – Mo i Rana  
Sten-Ove Lisø – Mosjøen  
Mats Søreng – Mo i Rana  
Lena Båtstrand – Mosjøen  
Susanne Fagervik Bertheussen – Mo i Rana  
Morten Myran - Mosjøen***

**Case 6 Elections 2023**

**The Board of Directors:**

**a) Chairman of the Board for two years (2023/2024)**

Up for election is Bjørn Andreas Krane, Mo i Rana, who has been the board's chairman since 2021. (Board member since 2020). He is electable.

The Board of Trustees made the unanimous

**DECISION:**

***Bjørn Andreas Krane, Mo i Rana (re-election)***

**b) 2 members to the board of directors for two years (2023/2024)**

Up for election is:

- Siw Moxness, Lovund (Board member since 2019)
- Ann-Helen Baadstrand, Mosjøen (Board member since 2022)

Both are eligible. Attendance at board meetings is satisfactory.

The Board of Trustees made the unanimous

**DECISION:**

***Siw Moxness, Lovund (re-election)  
Ann-Helen Baadstrand, Mosjøen (re-election)***

**The Nomination Committee:**

**c) 2 permanent members of the nomination committee for two years  
(Elections in 2024/2025)**

Up for election is:

- Tone Helen Jakobsen, Mo i Rana – depositor elected
- Inger Lise Strøm, Mosjøen – equity certificate owner elected

They are electable.

The Board of Trustees made the unanimous

**DECISION:**

***Tone Helen Jakobsen, Mo i Rana (depositor elected)***  
***Inger Lise Strøm, Mosjøen (equity certificate owner elected)***

**d) 1 permanent member of the nomination committee for one year  
(Elections in 2024) - supplementary election**

Up for election is:

- Brynjar Forbergskog, Brønnøysund - (equity certificate owner elected)

Forbergskog is stepping down from the Board of Trustees and must be replaced.

The Board of Trustees made the unanimous

**DECISION:**

***Sverre Klausen, Mo i Rana (equity certificate owner elected)***

**e) 3 personal deputies to the nomination committee for two years  
(elections in 2024/2025)**

Up for election is:

- Kjell Idar Juvik, Hemnesberget – for Tone Helen Jakobsen
- Per Gunnar Hjorthen, Mo i Rana – for Inger Lise Strøm
- Lilliann Sørensen, Mosjøen – for Brynjar Forbergskog

They are eligible.

The Board of Trustees made the unanimous

**DECISION:**

***Eirik Bjørkmo, Mo i Rana (new) - for Tone Helen Jakobsen***  
***Per Gunnar Hjorthen, Mo i Rana (re-election) - for Inger Lise Strøm***  
***Arnt Åge Andreassen, Sandnessjøen (new) – for Sverre Klausen***

**f) Chairman of the Nomination Committee for the 2024 elections-  
Supplementary election**

Brynjar Forbergskog, Brønnøysund, who has been chairman of the election committee in 2023, is stepping down from the Board of Trustees and must therefore be replaced. Supplementary elections must be held for Forbergskog's remaining term.

The Board of Trustees made the unanimous

**DECISION:**

***Sverre Klausen, Mo i Rana***

**g) Deputy chair of the nomination committee for the 2024/2025 elections**

Tone Helen Jakobsen is up for election as deputy chairman of the election committee. She has been deputy leader in the 2023 election period.

The Board of Trustees made the unanimous

**DECISION:**

***Tone Helen Jakobsen, Mo i Rana***

**Case 7 Fixing of fee rates for representatives**

The election committee's deputy chairman Tone Helen Jakobsen presented the matter. The fee rates adopted in 2022 are proposed to be maintained unchanged.

<b>Representative office</b>	<b>New Rates (NOK) from 01.04.2023</b>	<b>Period</b>
The Chair of the Board of Trustees	40.000	Pr annum
The Deputy Chair of the Board of Trustees when they Chair the meeting	5.000	Pr. meeting
Members and deputy members of the Board of Trustees	4.000	Pr meeting
Chair of the Board of Directors	270.000	Pr annum
Deputy Chair of the Board of Directors	180.000	Pr annum
Other members of the Board of Directors	140.000	Pr annum
1. deputy member of the Board of Directors	20.000 5.000	Pr annum Pr meeting
Other deputy members of the Board of Directors	5.000	Pr meeting
The Chair of the Election Committee	20.000 5.000	Pr annum Pr meeting
Members and deputy members of the Election Committee	5.000	Pr meeting
Audit Committee - Chair	30.000 4.000	Pr annum Pr meeting 1)
Audit Committee – members	20.000 4.000	Pr annum Pr meeting 1)
Risk Committee – Chair	30.000 4.000	Pr annum Pr meeting 1)
Risk Committee – members	20.000 4.000	Pr annum Pr meeting 1)
Remuneration Committee – Chair	5.000	Pr annum
Remuneration Committee - members	3.000	Pr annum

- 1) In cases where the audit and risk committee (with joint members) hold a meeting on one and the same day, only one meeting fee is paid.

The Board of Trustees made the unanimous

**DECISION:**

***The fee rates are maintained unchanged in accordance with the proposals for***

***the period 1 April 2023 - 31 March 2024***

There were no more cases to consider and the meeting was adjourned.

**31. mars 2022**

Members of the Board of Trustees

.....  
Per Gunnar Hjorthen

.....  
Reidun Breirem

.....  
Eirik Bjørkmo

**List of the present members of the Board of Trustees**  
Constituent meeting for the Board of Trustees March 29<sup>th</sup> 2023

Per Gunnar Hjorthen	
Sten Oddvar Solhaug	
Eirik Bjørkmo	
Torill Beate Risøy	
Helge Stanghelle	
Tone Helen Jakobsen	
Roger Ditlefsen	
<del>Hans Petter Skjæran</del>	Deputy member Vegard Nerdal
<del>Elise Bratteng Rønning</del>	Deputy member Marit Thrana
Silje Sandstedt	
Sverre Klausen	
Arnt Åge Andreassen	
Lilliann Sørensen	
Lars Martin Lunde	
<del>Inger Lise Strøm</del>	Deputy member Sven Thure Øberg
<del>Kristine Alstad Nicolaisen</del>	Deputy member Liv Sissel Sund
<del>Åsmund Skår</del>	Deputy member Lars Erik Wulfsberg
Bjørn Krokstrand	
John Arne Warholm	
Karianne Kristensen	
Nils Knutli	
Brian Mora Eskildsen	
Bertil Einvik	
Linda Kristin Råde	
Steinar Johansen	