

## **Nomination Committee BerGenBio ASA proposals to the Annual General Meeting, 28 April 2022**

### **The Nomination Committee; Mandate and Composition**

§9 of the articles of association for BerGenBio ASA stipulates:

*“The company shall have a nomination committee to nominate board members and recommend the board remuneration to the general meeting. The nomination committee shall consist of three members elected by the general meeting for a period of two years. The general meeting shall also approve the remuneration to the members of the nomination committee. The general meeting may adopt an instruction to the work of the nomination committee.”*

The Nomination Committee of BerGenBio ASA has the following members:

Hans Peter Bøhn (Chair)  
Ann-Tove Kongsnes (member)  
Shantrez M. Gillebo (member)

### **Activities of the nomination Committee**

The Nomination Committee has held “virtual” meetings and been in contact over telephone and e-mail. The Committee has interviewed the Chairman of the BoD Anders Tullgren, the CEO Martin Olin and all board members in turn. The largest shareholders have also been contacted and invited to voice their opinions.

The Committee concludes that the current board is well suited for the Company and will not propose any changes to the board composition at the 2022 AGM.

### **Proposals for the Annual General Meeting on April 28<sup>th</sup>, 2022:**

#### **1. Election of members to the Board of Directors**

The current Board of Directors comprises Anders Tullgren (chairman), Sveinung Hole, Debra Barker, François Thomas and Sally Bennett.

Anders Tullgren was elected as Chairman of the BoD at the January 6, 2022, XOGM. We propose that his election is reconfirmed at the ordinary AGM on April 28<sup>th</sup>, 2022, and that he is given a two-year mandate up to the ordinary AGM in 2024.

Sveinung Hole stepped down as Chairman and was elected as an ordinary board member at the January 6, 2022, XOGM. We propose that his election is reconfirmed at the ordinary AGM on April 28<sup>th</sup> and that he is given a two-year mandate up to the ordinary AGM in 2024.

Debra Barker, François Thomas, and Sally Bennett were at the 2021 AGM elected for a two-year period up to the ordinary AGM in 2023. They are not formally up for election at the April 28<sup>th</sup>, 2022,

AGM. We propose that the AGM confirms their re-election by default up to the ordinary AGM in 2023. Thus:

The Nomination Committee proposes to re-elect the following members for the period up to the AGM in 2024:

Anders Tullgren / Chair	(served since 2022)
Sveinung Hole / Director	(served since 2010)

The Nomination Committee proposes the following members are re-elected by default for the period up to the AGM in 2023:

Debra Barker / Director	(served since 2019)
François Thomas / Director	(served since Dec. 2020)
Sally Bennett / Director	(served since Dec. 2020)

## **2. Remuneration to the Board of Directors for the period from the Annual General Meeting in 2022 to the AGM in 2023**

The Nomination Committee has based its considerations on reviews of remuneration for comparable companies. Several sources have been consulted. Consistency with earlier practice combined with bridging to established normal practice for publicly listed companies is sought in the suggestion for board remuneration.

The Committee therefore believes that the proposal represents a competitive, but not leading, level of remuneration, corresponding to responsibilities, competence requirements and workload. Proposed remuneration for the coming year:

Chairman – NOK 650,000  
Directors – NOK 280,000

### Compensation for time spent on international travel

As an incentive for attracting board members from outside Norway, the Company does compensate board members for the working hours lost while on international travel. The arrangement pertains to BerGenBio board members domiciled abroad and is applicable for travels to and from board meetings. The Nomination Committee proposes the arrangement is to be continued as follows:

*For each working hour spent traveling to and from Board meetings, Board members domiciled outside Norway are compensated the equivalent of EUR 120.*

## **3. Remuneration of the Remuneration Committee in the Board of Directors**

The Nomination Committee proposes that the AGM 2022 resolves that the remuneration for the Chairman and the members of the Remuneration Committee in the Board of Directors for the coming year shall be:

Chairman – NOK 45,000  
Members – NOK 25,000

#### **4. Remuneration of the Audit Committee in the Board of Directors**

The Nomination Committee proposes that the AGM 2022 resolves that the remuneration for the Chairman and the members of the Audit Committee in the Board of Directors for the coming year shall be:

Chairman – NOK 55,000

Members – NOK 30,000

#### **5. Remuneration of the Clinical Committee in the Board of Directors**

The Nomination Committee proposes that the AGM 2022 resolves that the remuneration for the Chairman and the members of the Clinical Committee in the Board of Directors for the coming year shall be:

Chairman – NOK 55,000

Members – NOK 30,000

#### **6. Members and Remuneration of the Nomination Committee**

The members of the Nomination Committee are presently Hans Peter Bøhn (Chair), Ann-Tove Kongsnes and Shantrez M. Gillebo.

At the 2021 AGM, all members of the Nomination Committee were elected for a two-year period until the AGM 2023. They are not formally up for election at the 2022 AGM.

Accordingly, the Nomination Committee proposes that the members of the Nomination Committee are re-elected by default up to the AGM in 2023:

Hans Peter Bøhn (Chair)

Ann-Tove Kongsnes

Shantrez M. Gillebo

During the past year, the workload on the Nomination Committee has been higher than it was the previous year. In particular, the process of sourcing and interviewing candidates for the Chair position has been demanding. We therefore feel it is justified to propose a higher remuneration than was resolved at the 2021 AGM. The Nomination Committee proposes that the Annual General Meeting 2022 resolves that the remuneration for the Chairman and the members of the Nomination Committee for period up to the 2022 AGM shall be:

Chairman – NOK 40,000

Members – NOK 25,000

\* \* \*

The proposals from the Nomination Committee are unanimous.

24 March 2022

A handwritten signature in blue ink, appearing to read 'Hans Peter Bøhn', written over the date.

Nomination Committee BerGenBio ASA  
Hans Peter Bøhn (Chair)