

## Proposal from the nomination committee of AMSC ASA to the annual general meeting to be held on 17 April 2024

The nomination committee of AMSC ASA is comprised of Charlotte Håkonsen (chair) and Ingebret G. Hisdal. Hilde K. Ramsdal serves as deputy member to the committee. For good measure it is confirmed that Ramsdal has acted as a *deputy* member since her election by the general meeting in 2023 (the minutes of the meeting referred to the committee's proposal but did not repeat her role as a *deputy* member in the election).

The nomination committee has held six meetings since the 2023 annual general meeting, amongst others reviewing the board's performance for 2023 and the board composition. As a basis for its assessments, the committee has conducted individual meetings with the chair of the board, all other shareholder elected directors of the board and the CEO. The committee has also received feedback from individual shareholders concerning the composition of the board.

In connection with the annual general meeting of AMSC ASA to be held on 17 April 2024, the nomination committee submits the following unanimous proposal:

### 1. Election of directors to the board

The board has three shareholder-elected directors, Annette Malm Justad (chair), Frank O. Reite (director) and Peter D. Knudsen (director). Attendance at board meetings has been satisfactory from all members. Frank O. Reite and Peter D. Knudsen's term ends in 2024. The nomination committee proposes that Frank O. Reite and Peter D. Knudsen are re-elected in their positions for a period of two years.

In its deliberations, the nomination committee has emphasized that a well-functioning board should have a composition that covers all relevant fields of competence and experience to discharge its oversight responsibilities in a good manner, and to be well suited to deal with opportunities and challenges facing AMSC ASA. It is the nomination committee's view that the proposed board composition ensures such qualities. For the same reasons, the nomination committee proposes that the annual general meeting makes a joint vote over the entire proposed board composition.

The proposed board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for corporate governance (NUES).

If the general meeting adopts the above proposal, the board of AMSC ASA will comprise the following shareholder-elected directors:

#### Board of directors:

- Annette Malm Justad (chair)
- Frank O. Reite (director)
- Peter D. Knudsen (director)

#### Election period:

2023-2025  
2024-2026  
2024-2026

A presentation of all the directors of the board, including information of which directors are considered to be independent, is to be found on page 11 in the annual report for 2023.

### 2. Election of members to the nomination committee

The nomination committee has two shareholder-elected members, Charlotte Håkonsen (chair) and Ingebret G. Hisdal. In addition, Hilde K. Ramsdal serves as deputy member to the committee. Charlotte Håkonsen and Ingebret G. Hisdal's

term ends in 2024. The nomination committee proposes that Charlotte Håkonsen and Ingebret G. Hisdal are re-elected in their positions for a period of two years.

### 3. Proposed fees for the board of directors

The general meeting shall determine the remuneration of the board and the nomination committee based on a proposal from the nomination committee. The remuneration survey carried out by the Norwegian Board Members Institute on board fees for 2023 as well as estimated general salary growth in 2023, has been the basis for the committee's assessments.

The nomination committee proposes that the fees are increased with approximately 5% to board members for the period from the annual general meeting in 2023 to the annual general meeting in 2024.

Position	Proposed fees	Fees
	2023 - 2024 (NOK)	2022 - 2023 (NOK)
Chair	588 000	560 000
Directors	461 000	439 000

### 4. Proposed fees for the nomination committee

The fees for the chair and members of the nomination committee are proposed increased with approximately 5% for the period from the annual general meeting in 2023 to the annual general meeting in 2024.

Position	Proposed fees	Fees
	2023 - 2024 (NOK)	2022 - 2023 (NOK)
Chair of the nomination committee	55 000	52 000
Member of the nomination committee	44 000	42 000

The chair of the nomination committee is a representative of Aker ASA. As per normal practise of Aker, senior executives are not personally permitted to receive directors' or nomination committee fees. The fees are in such cases paid directly to the company of which the relevant director or nomination committee member is an employee. Consequently, the fee for the period from the previous annual general meeting until the 2024 annual general meeting applicable to Charlotte Håkonsen will be paid to Aker ASA.

Fornebu, 22 mars 2024

On behalf of the nomination committee of AMSC ASA

Charlotte Håkonsen  
Chair of the nomination committee