

Recommendation from the Nomination Committee to  
Annual General Meeting  
29 APRIL 2026

## **1. The Nomination Committee composition and work 2025/2026**

StrongPoint ASA's Nomination Committee, as stipulated in its Articles of Association, comprises three members elected by the Annual General Meeting. Its composition is strategically balanced to ensure independence and impartiality when evaluating board candidates, while simultaneously leveraging comprehensive company knowledge and reflecting the diverse interests of shareholders. This approach aims to facilitate the optimal selection of board members. The members of the Committee maintain full independence, holding no other positions or employment relationships within StrongPoint. The Nomination Committee currently comprises the following members:

- Hilde Gilen (Chair)
- Inger Johanne Solhaug (Insula AS)
- Are Juklestad Berg (Strømstangen AS)

The Nomination Committee works according to recommendations made by the Norwegian Corporate Governance Board (NUES). The Nomination Committee nominates candidates to the Board of Directors and the Nomination Committee and proposes compensation for members of the Board and all committees in StrongPoint.

Since the last Annual General Meeting in 2025, the Nomination Committee has evaluated the need for changes in the composition of the Board of Directors. Several meetings have been held with both the current members of the Board, the Chair of the Board and with the Group CEO. Further, the Nomination Committee has contacted several of the largest shareholders in the company. The Committee has also reviewed the annual Board Evaluation performed during autumn 2025.

On January 20<sup>th</sup>, 2026, it was announced that the chairman of the Board, Morthen Johannessen, wanted to conclude his term as Chair at the upcoming Annual General Meeting in April 2026. The Nomination Committee engaged a recruitment company to ensure a broad and objective executive search, and the parties have collaborated closely during the process.

The recommendation from the Nomination Committee to the Annual General Meeting on April 29, 2026, is delivered unanimously.

## **2. Recommendation of members to the Board of Directors**

The Nomination Committee's mandate includes assessing StrongPoint's current situation, market challenges, and strategic opportunities across local and international markets. Critical



to its evaluation of Board composition are factors such as continuity and deep knowledge of StrongPoint's markets, products, solutions, organization, and strategy.

All current members of the Board of Directors were elected for a one-year term at the Annual General Meeting April 2025. The Committee observes that the current composition of board members works well as a collegium.

The Nomination Committee conducted an independent evaluation of the current members' composition and competence. This process included gathering input from the members of the Board, the Chair and the Group CEO during meetings held during 2025 and 2026. Furthermore, the 50 largest shareholders were contacted for their perspectives.

The Committee finds the current Board of Directors to be well-composed in terms of capacity, market understanding, and commitment to the company. While continuity is highly valued in its assessment, the Nomination Committee also strives to integrate new knowledge, perspectives and expertise to ensure a vibrant Board dynamic.

Following the search and nomination of a new chair to the Board, the Committee evaluated the continuity of the elected members to be a benefit for the company. The Committee therefore only propose to change the Chair of the board.

The executive search process evaluated a substantial number of candidates for the chair position, and the members of the Committee was united in the selection process focusing on strategic and operational experience and proven record of leading technology companies. In addition, experience as chair in listed companies, and solid understanding of corporate governance and risk management, were strong selection criteria.

The Committee proposes Trond K. Johannessen as the Chair of the Board in StrongPoint ASA. Trond currently holds the position as CEO in the listed company Pexip ASA and has previously held senior positions in Tomra Systems ASA, Embron Group AS and Hatteland Technology AS. Trond has experience from Board positions, amongst other Chair of the Board in Webstep ASA. A more fulfilling presentation of Trond is attached to the recommendation.

The Nomination Committee recommends the election of the following members to the Board of Directors:

- Trond K. Johannessen (Chair)
- Monica Aune (member, first time elected in 2025)
- Ingeborg Molden Hegstad (member, first time elected in 2020)
- Preben Rasch-Olsen (member, first time elected in 2025)
- Pål Wibe (member, first time elected in 2024)

### 3. Proposed remuneration to the members of the Board

The Nomination Committee proposes that Board remuneration for the period between the 2026 and 2027 Annual General Meetings be adjusted to reflect average salary developments over the past year. Board fees were last revised in 2025. The proposed remuneration for the Board Chair accounts for the significantly higher time commitment and expanded responsibilities inherent in the role.

- Chair of the Board: NOK 700,000 (NOK 650,000)
- Board member: NOK 365,000 (NOK 350,000)

The proposed remuneration to the board reflects the responsibility, competence, time consumption and complexity within the responsibility of the member of the Board.

### 4. Proposed remuneration to the members of committees

Remuneration to the members of Audit Committee and Compensation committee in the period from Annual General Meeting in 2026 to Annual General Meeting in 2027 is proposed as follows:

- Chair of the Audit Committee: NOK 95,000 per year (NOK 90.000)
- Member of the Audit Committee: NOK 68,000 per year (NOK 65.000)
  
- Chair of the Compensation Committee: NOK 65,000 per year (NOK 63.000)
- Member of the Compensation Committee: NOK 45,000 per year (NOK 43.000)

### 5. Recommendation of members to the Nomination Committee

One of the members of the Nomination Committee, Inger Johanne Solhaug, was elected for a period of two years in 2024 and is therefore up for election in 2026. The Nomination Committee members have collaborated well during the last period. The largest shareholders have been contacted to evaluate the members of the committee, with the feedback of continued support for the existing members. The composition of members is evaluated to have the necessary independency towards the current Board of Directors and Executive Management of the company. At the same time, the competence and shareholders interests are considered to be safeguarded.

The nomination committee propose the following members to act as Nomination Committee from the Annual General Meeting 2026 to the Annual General Meeting 2027:

- Hilde Gilen (Chair) (2025-2027)
- Are Juklestad Berg (Strømstangen AS) (2025-2027)
- Inger Johanne Solhaug (Insula AS) (2026-2028)

## **6. Proposed remuneration to the members of the Nomination Committee**

Remuneration to the members of Nomination Committee in the period from Annual General Meeting in 2026 to Annual General Meeting in 2027 is proposed as follows:

- Chair of the committee: NOK 65,000 (NOK 63.000)
- Member of the committee: NOK 45,000 (NOK 43.000)

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Oslo, 10<sup>th</sup> of March 2026

Are Juklestad Berg

Hilde Gilen

Inger Johanne Solhaug

## **Trond K. Johannessen – Professional Profile**

Trond K. Johannessen has extensive and documented CEO experience from international technology and industrial companies, including listed companies. His experience as CEO at Pexip ASA and as Senior Vice President at Tomra Systems ASA will contribute significantly to the StrongPoint development. Trond also has Board experience as board chair in listed companies as well as private equity-owned businesses. He has a solid understanding of corporate governance, capital markets, risk management and experience in effective interaction between board and management.

Trond is described as long-term and strategically oriented – an "industrial builder." He combines high analytical capacity with the ability to simplify complex issues and find the right level of detail. He is further presented as effective, structured and decisive, with high execution ability and pace, clear communication skills and one that creates alignment around direction and priorities.

### **Current Position**

- CEO of Pexip ASA (since 2022)

### **Extract of Professional experience:**

- CEO, EMBRON Group AS (2017-2022)
- CEO, Hatteland Technology AS (2009-2017)
- Senior Vice President, Tomra Systems ASA (2002-2009)
- Junior Partner (Associate Principal), McKinsey & Company (1997-2002)

### **Extract of Board Experience:**

- Board Chair, Iniva Gruppen AS (2024-)
- Board Chair/Board Member, Webstep ASA (2019-2023)
- Board Chair, Enoro Holding AS (2014-2017)
- Board Chair, Projectiondesign AS (2012-2013)

### **Education**

- Siviløkonom Degree, Norwegian School of Economics and Business Administration (NHH), 1993-1997
- Master in Strategic Management, J.L. Kellogg Graduate School of Management at Northwestern University, 1996

