

Recommendation from the Nomination Committee to
Annual General Meeting
29 APRIL 2025

1. The Nomination Committee composition and work 2024/2025

The Nomination Committee of StrongPoint ASA, according to its articles of association, consists of three members elected by the General Meeting. The composition of members should strike a balance between ensuring independence and impartiality to potential board members, while also leveraging knowledge of StrongPoint, to make the best recommendations for board appointments. The composition of the Nomination Committee itself should reflect the different shareholders' interests. The members of the Nomination Committee have no other positions or employment relationships in the company. The Nomination Committee is currently composed of the following members:

- Hilde Gilen (Chair) (Firesafe)
- 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 2024, 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. Furthermore, 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 2024.

The recommendation from the Nomination Committee to the Annual General Meeting on 29 April 2025, is delivered unanimously.

2. Recommendation of members to the Board of Directors

The Nomination Committee focuses on the company's current situation, challenges in the market and the opportunities the company has both in local and international markets. The Nomination Committee continuously updates itself of knowledge of StrongPoint's markets, its products and solutions, organisation and strategy as these are important contributors when evaluating the composition of the Board of Directors for the company.

All current members of the Board of Directors were at the Annual General Meeting 27 April 2024 and are elected for a period of 1 year. The perception of the Nomination Committee the committee is that the current composition of board members works well as a collegium.



The Nomination Committee has on its own evaluated the composition and competence of the current members, and rated input from the members of the Board, the Chair and the Group CEO in the meetings held during 2024 and 2025. On the same basis, the 50 largest shareholders have been contacted and given the opportunity to communicate their views.

The Nomination Committee believes that the current Board of Directors has a good and appropriate composition both regarding capacity, knowledge of the market and engagement for the company. Continuity on the Board is given significant importance in its evaluation. At the same time, the Nomination Committee aims to ensure the introduction of new knowledge, perspectives, and expertise to foster a natural dynamic within the Board.

To strengthen the board with enhanced financial and operational experience, the Committee proposes two changes in the Board:

- Monica Aune is hereby nominated as a member of the Board. Monica is the Chief People & Culture Officer for Ahlsell Group and has operational experience as both managing director and different sales director positions.
- Preben Rasch-Olsen is hereby nominated as a member of the Board. Preben has extensive experience as an analyst and investor and is expected to contribute within the financial and investor relations aspects of the Board.

The Nomination Committee recommends the election of these board members:

- Morthen Johannessen (Chair)
- Ingeborg Molden Hegstad (member)
- Pål Wibe (member)
- Monica Aune (member, new)
- Preben Rasch-Olsen (member, new)

An overview of Monica Aune and Preben Rasch-Olsen's respective CVs are attached to this recommendation.

3. Proposed remuneration to the members of the Board

Remuneration to the Boards members in the period from Annual General Meeting in 2025 to Annual General Meeting in 2026 is proposed to be increased by the average salary development of the previous year. The fees were last changed in 2023. Remuneration to the Chair is based on the assumption of substantial additional work.

- Chair of the Board: NOK 650,000 (NOK 610,000)
- Board member: NOK 350,000 (NOK 305,000)

The proposed remuneration for the board members reflects the responsibility, competence, time used and complexity of the responsibility as a member of the Board.

4. Proposed remuneration to the members of committees

Due to legislation changes, the workload of the Chair of the Audit Committee has increased substantially. The proposed increase in remuneration for this position is therefore proposed higher than for other positions. The Nomination Committee also recognises increased workload on the chair of other committees and suggest aligning the compensation for work in the Remuneration Committee and the Nomination Committee.

Remuneration to the members of Audit Committee and Remuneration committee in the period from Annual General Meeting in 2025 to Annual General Meeting in 2026 is proposed as follows:

- Chair of the Audit Committee: NOK 90,000 per year (NOK 70.000)
- Member of the Audit Committee: NOK 65,000 per year (NOK 60.000)
- Chair of the Remuneration Committee: NOK 63,000 per year (NOK 50.000)
- Member of the Remuneration Committee: NOK 43,000 per year (NOK 40.000)

5. Recommendation of members to the Nomination Committee

Two of the members of the Nomination Committee, Hilde Gilen and Are Juklestad Berg, were elected for a period of two years in 2023 and are therefore up for election in 2025. The Nomination Committee members have collaborated well during the last period. The members have been asked by the largest shareholders to continue, which both have accepted. The composition of members is evaluated to have the necessary independence towards the current Board of Directors and Executive Management of the company. At the same time, the competence and shareholders interest are considered to be safeguarded.

The nomination committee propose the following members to act as Nomination Committee from the Annual General Meeting 2025 to the Annual General Meeting 2026:

- Hilde Gilen (Chair) (2025-2027)
- Are Juklestad Berg (Strømstangen AS) (2025-2027)
- Inger Johanne Solhaug (Insula AS) (2024-2026)

6. Proposed remuneration to the members of the Nomination Committee

Remuneration to the members of Nomination Committee in the period from the Annual General Meeting in 2025 to the Annual General Meeting in 2026 is to be increased by the average salary increase in Norway the last year.

- Chair of the committee: NOK 63,000 (2024: NOK 50.000)
- Member of the committee: NOK 43,000 (2024: NOK 40.000)

Oslo, 25 March 2025

Are Juklestad Berg

Hilde Gilen

Inger Johanne Solhaug

Monica Aune

Monica has broad operational experience following her different positions within retail and wholesale companies. Her commercial background combined with the strategic and long-term focus on people development makes her a substantial contributor to positive improvements in the financial results. Monica is described as business oriented, innovative and with an intense drive for measurable results. Monica plays an important role in developing managers and employees to success.

Selection of operative roles

- Ahlsell Group AB: Chief People and Culture Officer 2022-
- Ahlsell Norway AS: HR Director 2016-2022
- Also AS: Managing Director 2007-2016
- Also AS: Different roles (Product & marketing director, procurement etc) 1992-2007

Selection of board roles

- Board roles for subsidiaries in Ahlsell Group

Education

- Bachelor of Management 1989-1992
- Board Authorization Program 2024

Preben Rasch-Olsen

Preben has a long career in Investment Banking and equity finance. He is an experienced analyst with a demonstrated history of working in the financial services industry. He is skilled in Equity Research, Asset Management, Equities and Capital Markets. He has followed relevant industries over long periods of time, giving him deep business understanding and valuable insights into business development. Preben also has experience from Audit Committee.

Selection of operative roles

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|---|-----------|
| • Carucel: Investment Manager | 2019-2024 |
| • Carnegie: Equity Analyst | 2005-2019 |
| • Handelsbanken Markets: Trainee / Equity Analyst | 1998-2005 |

Selection of board roles

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| • Spir Group ASA – Board Member | 2020- |
| • Rift Labs – Board Member/Chairman since 2024 | 2022- |
| • Agilyx – Board Member | 2020-2022 |

Education

- | | |
|-----------------------|-----------|
| • NHH: AFA Finance | 2002-2004 |
| • BI: Master, Finance | 1994-1998 |