

**Recommendation from the Nomination Committee to  
Annual General Meeting  
28 APRIL 2022**

**1. The Nomination Committee composition and work 2021/2022**

The Nomination Committee in StrongPoint ASA consists according to articles of association of three members elected by the General Meeting. The composition of members shall balance the principle of independence and impartiality related to any potential board member and the ability to take advantage of any knowledge of the company StrongPoint to secure the best recommendation of board members. 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 has currently the following members:

- Svein S Jacobsen (Chairman)
- Oskar Bakkevig (Holmen Fondsforvaltning AS)
- Inger Johanne Solhaug (Insula AS)

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

Since the last Annual General Meeting in 2021, 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 Chairman of the Board and with the Group CEO. Further, the Nomination Committee has contacted several of the largest shareholders in the company.

The recommendation from the Nomination Committee to the Annual General Meeting on April 28, 2022, is delivered unanimously.

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

The Nomination Committee focus 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 evaluates continuity and knowledge of StrongPoints markets, products and solutions, organisation and strategy as 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 April 28, 2021, elected for a period of 1 year. The perception in 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 Chairman and the Group CEO in the meetings held during 2022. On the same basis, the largest shareholders have been contacted.

The Nomination Committee believes that the current Board of Directors has a good and appropriate composition both regarding capacity, competence, knowledge of the market and engagement for the company, and suggests one change in the Board. We believe that renewal in the composition of the board creates a natural dynamic and adds new competence.

The Nomination Committee recommends the election of these board members:

- Morthen Johannessen (Chairman)
- Klaus de Vibe (member)
- Peter Wiren (member)
- Ingeborg Molden Hegstad (member)
- Cathrine Laksfoss (member, new)

Cathrine's CV is 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 2022 to Annual General Meeting in 2024 is proposed adjusted by approximately 4%. The fees were last changed in 2021. Remuneration to the Chairman is based on an assumption of substantial additional work.

- Chairman of the Board: NOK 580,000 (NOK 560,000)
- Board member: NOK 290,000 (NOK 280,000)

The proposed remuneration to the board reflects the responsibility, competence, time consumption and complexity within the responsibility of the member of the Board. The fees are also reconciled with the yearly Board Remuneration Survey from 2021 from Norwegian Institute of Directors.

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

Remuneration to the members of different committees in the period from Annual General Meeting in 2022 to Annual General Meeting in 2023 is proposed adjusted by 4%.

- Chairman of the committee: NOK 12,900 per meeting
- Member of the committee: NOK 6,450 per meeting



## 5. Recommendation of members to the Nomination Committee

The members of the Nomination Committee were elected for a period of two years in 2020 and are therefore up for election in 2022. 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 interest are considered to be safeguarded.

Oscar Bakkevig has been a member of the committee and represented the company's previous second largest shareholder Holmen Spesialfond.

Audun Nordtveit, who represents Sole Active AS, the company's second largest shareholder, is nominated as a new member.

The following members are proposed as nomination committee from the Annual General Meeting 2022 to the Annual General Meeting 2023:

- Svein S Jacobsen (Chairman)
- Audun Nordtveit (Sole Active AS)
- Inger Johanne Solhaug (Insula AS)

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

Remuneration to the members of different committees in the period from Annual General Meeting in 2022 to Annual General Meeting in 2023 is proposed adjusted by 4%.

- Chairman of the committee: NOK 12,900 per meeting
- Member of the committee: NOK 6,450 per meeting

Oslo, 29 mars 2022

Oskar Bakkevig

Svein S Jacobsen

Inger Johanne Solhaug

## Cathrine Laksfoss

### Current Role, from 2013 and ongoing.

Cathrine Laksfoss is CEO of Schibsted Ecommerce & Distribution as, and head of Ecommerce development across Schibsteds companies and head Schibsteds logistics and distribution for Schibsted. She has transformed the traditional newspaper distribution to an ecommerce growth group by founding and scaling growth companies. She is Chair of Boards in Helthjem Netthandel AS, [morgenlevering.no](http://morgenlevering.no), Distribution Innovation AS and the Schibsted Distribution companies and serves on the boards of Bookis and Dooris. She came from Bring where she held the position as CFO and project director and has previous experience from management consulting in A.T. Kearney. She holds an MBA from HEC Paris and The Tuck School of Business, NH, USA and a Master's degree in marketing from the Norwegian Business School, Oslo and Ecole Superieure de Commerce, Grenoble and Nantes.

Cathrine speaks native Norwegian, fluent English and French and has a basic level of Italian.

### Previous roles

- CFO, Posten Bring Logistikk 2010-2013
- CFO, Posten Norge Distribusjonsnett 2006-2010
- Prosjektdirektør, Posten Norge Distribusjonsnett 2003-2006
- Direktør for forretningsutvikling, Concordia Bus Management 2000-2003
- Management Konsulent, A.T. Kearney 1994-2000

### Education

- MBA, Strategi, Finans, Produksjon og Logistikk, H.E.C Paris 1998-2000
- Master of Marketing BI & L'Ecole Superieure de Commerce, Frankrike 1990-1994
- Network 9 2018
- Schibsted S-Pace topplederprogram, San Francisco, California 2017
- Executive program, Disruptive Innovation, Harvard Business School 2015
- Schibsted Digital Transformation, Carnegie Mellon University, Pittsburg 2014
- Solstrand programmet AFF 2008
- Posten Norge topplederprogram 2005

