

## **Instructions to the Nominating Committee of Kongsberg Gruppen ASA**

(Revised by the ordinary Annual General Meeting on 8 May 2007)

The Nominating Committee was established pursuant to §9 of Kongsberg Gruppen ASA's Articles of Association, as amended by the company's ordinary Annual General Meeting on 8 May 2007.

*The following instructions shall apply to the Nominating Committee:*

### **1. Mandate**

- 1.1 The Nominating Committee shall nominate candidates for shareholder-elected directors and deputy directors for election to the company's Board of Directors at the general meeting. The Chair of the Board of Directors shall be nominated separately.
- 1.2 The Nominating Committee shall submit its roster of candidates to the general meeting to elect the members of the Nominating Committee, including the chair of the Nominating Committee.
- 1.3 The Nominating Committee shall make an annual evaluation of the Board's work in connection with the Board's self evaluation.
- 1.4 The Nominating Committee shall recommend compensation for directors and deputy directors in connection with the Company's ordinary general meeting.

### **2. Composition**

- 2.1 The Nominating Committee consists of three - 3 - members. The majority of the Nominating Committee should be independent of the Board of Directors and other key management personnel. The members of the Nominating Committee shall be elected by the ordinary general meeting. The Nominating Committee's term of office is two - 2 - years.
- 2.2 The chair of the Nominating Committee shall be elected by the general meeting. elects its own chair.
- 2.3 The Chair of the Board shall, without being enfranchised to vote, be summoned to at least one meeting with the Nominating Committee before the Nominating Committee presents its final nominations.

### **3. Rules of procedure**

- 3.1 The Nominating Committee has a quorum when all members are present take part in dealing with an item of business.
- 3.2 Meetings of the Nominating Committee will be convened by the chair, or when two or more members of the Nominating Committee or the Chair of the Board so requests.
- 3.3 Minutes shall be kept of the Committee's meetings and they shall be signed by the members who attend the meetings. The minutes shall be kept by the Committee's secretary. The Chair of the Board is entitled to review the minutes.

- 3.4 Updated lists of shareholders shall be presented to the Committee at its meetings.
- 3.5 The Committee can collect relevant information from the administration, the directors and shareholders.
- 3.6 The Nominating Committee's work to nominate directors and deputy directors to the Board and members and deputy members to the Nominating Committee shall take into account that the Board as a whole is to have a composition that is appropriate for dealing with the shareholders' interests. In considering potential candidates, the Nominating Committee shall bear in mind the company's need for expertise on the part of the Board's members, the candidate's capacity to accept the directorship and the need for an overall composition of the Board that is as appropriate as possible for taking decisions in the shareholders' best interest. The Nominating Committee shall strive for diversity on the Board. The Nominating Committee is also to take into account that the Board's composition should ensure that the Board is suited to act independently of special interests.

#### **4. Treatment of the Nominating Committee's nominations**

- 4.1 At the latest, the Nominating Committee's nominations to the general meeting should be submitted so that they can be announced when the ordinary notice of the general meeting is sent out. A copy of the nominations should be sent to the Chair of the Board.
- 4.2 Grounds shall be provided for the Nominating Committee's nominations.
- 4.3 The Nominating Committee's chair, or a party designated by the chair, shall submit the nomination to the ordinary Annual General Meeting. The nominations, signed by the Committee's members, shall be attached to the minutes of the ordinary general meeting. The instructions and any subsequent amendments to them shall be adopted by the general meeting based on a motion submitted by the Board's shareholder-elected members.

#### **5. Information on KONGSBERG's website and the deadline for submitting nominations**

- 5.1 The names of the members of the Nominating Committee are to be available on the company's website.
- 5.2 Information about any deadlines and the procedure for shareholders' nominations for election to the Board or Nominating Committee are to be available on the company's website well in advance of the Nominating Committee's presentation of its roster of nominees.