

**RECOMMENDATION**  
**FROM**  
**THE NOMINATING COMMITTEE - KONGSBERG GRUPPEN ASA**  
**2022**

Since the Annual General Meeting in 2020, the Nominating Committee for Kongsberg Gruppen ASA has consisted of; Vigdis Almestad (Chair), Erik Must, Karl Mathisen and Morten Strømgren.

The Committee has since the Annual General Meeting in 2021 had ten meetings, plus correspondence per telephone and e-mail.

The Nominating Committee has held meetings with all Board-members and the CEO. In addition, the Committee has been in contact with the major shareholders to get input to the Committee's work.

Kongsberg Gruppen ASA has also, according to the Norwegian code of practice for corporate governance and company management, facilitated that shareholders can bolster suggestions via the company's internet pages and/or directly contact the members of the Nominating Committee. No proposals were made through this channel in 2022.

**ELECTION OF MEMBERS TO THE NOMINATING COMMITTEE**

Since the Annual General Meeting 2020, the Nominating Committee in Kongsberg Gruppen ASA has consisted of:

**Vigdis Almestad** (Chair) who is Senior Portfolio Manager in ODIN Forvaltning AS, **Morten Strømgren** who is Department Director of the Department of Ownership of The Ministry of Trade, Industry and Fisheries, **Karl C. W. Mathisen** is administrator in Folketrygdfondet and **Erik Must** who be the largest non-institutional shareholder.

Strømgren was elected in 2014, Almestad in 2016, and Mathisen and Must in 2020.

In assessments of the composition of the Nominating Committee, it has been emphasized that the Committee is going to be well suited to protect the interests of the shareholder community, including overall to represent major shareholders, continuity, various management experience and good knowledge of Kongsberg Gruppen ASA.

It is proposed that **Vigdis Almestad** be re-elected as Chair of the Committee. In addition to her employment by ODIN Forvaltning, which is a significant shareholder in Kongsberg Gruppen, Almestad also represents continuity with her six years on the committee.

Re-election of **Karl C. W. Mathisen** and **Erik Must** is also proposed.

In addition, the Nominating Committee proposes that **Torkel Storflor Halmø** be elected to the Committee. Halmø is director general of the Ownership Department of the Ministry of Trade, Industry and Fisheries (since 2019), former director of PwC (2000-2019) and holds a master's degree in business administration (2000), as well as an authorized financial analyst (2005), both from NHH.

Overall, the proposal is considered to provide a Nominating Committee that represents appropriate competence, broad experience background and good continuity.

The following four members are suggested for the next two-years-period:

Vigdis Almestad (Chair)	ODIN Forvaltning AS	Re-election
Karl C. W. Mathisen	Folketrygdfondet	Re-election
Erik Must	Must Invest AS	Re-election
Torkel Storflor Halmø	Ministry of Trade, Industry and Fisheries	New

Attached (page 3) follows a CV of the four proposed members.

## **REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES AND NOMINATING COMMITTEE**

The Nominating Committee's mandate includes submitting proposals for remuneration to the members of the Board of Directors, the Board Committees, and the Nominating Committee. Among other things, the Nominating Committee has looked at the level of remuneration in other companies and the workload for each position.

The Nominating Committee has carried out a very extensive work assessing Kongsberg Gruppen's remuneration to the Board based on responsibilities, complexity, workload, and time spent on board work, among other things. Board work appears to be demanding given all these factors. The Nominating Committee has also assessed the fees against comparable companies. The conclusion is that remuneration after this year's adjustment remains low. However, the Committee has found that approval at the General Meeting cannot be expected for major increases in the remunerations, other than those set out in this recommendation.

On this basis, the Nominating Committee proposes the following remuneration for the Board of Directors, the Board Committees, and the Nominating Committee:

### The Board:

Chair of the Board: NOK 595 000 per year (up NOK 34 000)  
Deputy Chair: NOK 310 200 per year (up NOK 10 200)  
Directors: NOK 290 500 per year (up NOK 9 500)  
Deputy Director: NOK 13 130 per meeting (up NOK 430)

### The Audit Committee:

Chair: NOK 150 000 per year (up NOK 47 000)  
Member: NOK 112 000 per year (up NOK 35 000)

### The Compensation Committee:

Chair: NOK 74 450 per year (up NOK 2 450)  
Member: NOK 50 150 per year (up NOK 1 650)

### The Nominating Committee:

Chair: NOK 8 480 per meeting (up NOK 280),  
up to NOK 51 700 per year (up NOK 1 700 per year)  
Member: NOK 6 000 per meeting (up NOK 200),  
up to NOK 41 360 per year (up NOK 1 360 per year)

In this context, the Nominating Committee will emphasise it takes a positive view of the fact that members of the Board own KONGSBERG-shares. This is in line with the Norwegian Code of Practice on Corporate Governance from NUES, stating that such shareholder ownership should be encouraged that can contribute to increased financial community between the shareholders and the board members. On this basis, the Nominating Committee encourages each Board Member to assess the extent of their share ownership and that the Board considers this.

**This recommendation of the Nominating Committee is unanimous.**

Oslo, 4 April 2022

Vigdis Almestad (sign.) Erik Must (sign.) Karl Mathisen (sign.) Morten Strømgren (sign.)

## **CV OF THE NOMINEES TO THE NOMINATING COMMITTEE OF KONGSBERG GRUPPEN ASA**

### **Vigdis Almestad (59) (Chair)**

**Position:** Senior Portfolio Manager of Odin Forvaltning AS

**Education:** Civil Economist at NHH (1987), Authorized Financial Analyst (1992) and Master's degree in Finance at NHH (2005)

**Other:** Work experience at Ministry of Finance, Avanse Forvaltning, Dolphin Kapitalforvaltning, National Insurance Fund, Orkla ASA and Solsten

**Number of years on the Committee:** 6

**Number of shares in Kongsberg Gruppen ASA:** 0

**Other Directorships:** None

### **Karl C. W. Mathisen (43)**

**Position:** Portfolio Manager shares in Folketrygdfondet

**Education:** Civil Economist at The Norwegian School of Management (2004)

**Other:** Work experience from PwC, Norges Bank Investment Management in Oslo, London and New York, and The Ministry of Trade, Industry and Fisheries

**Number of years on the Committee:** 2

**Number of shares in Kongsberg Gruppen ASA:** 0

**Other Directorships:** None

### **Erik Must (79)**

**Education:** Civil Economist, Copenhagen Business School (1967)

**Other:** Work experience - CEO and Chairman of the Board of Fondsfinans, long and broad experience from Norwegian industrial and financial firms

**Number of years on the Committee:** 2

**Number of shares in Kongsberg Gruppen ASA:** 4 333 186 (through Must Invest) and 188 619 (personal)

**Other Directorships:** Chair of the Board of Must Holding AS and the company's wholly-owned subsidiaries Must Invest, Fondsavanse and Fondsfinans. Board member of SAM-fond for Medical Research. Chair of the nominating committee of Gyldendal, as well as member of the nominating committees of Veidekke, Borregaard and PCI Biotech.

### **Torkel Storflor Halmø (46)**

**Position:** Director General of the Ownership Department of the Ministry of Trade, Industry and Fisheries

**Education:** Master in Business and Economic from NHH in 2000, AFA from NHH/NFF in 2005

**Other:** Work experience from PwC in Oslo and London

**Number of years on the Committee:** New

**Number of shares in Kongsberg Gruppen ASA:** 0

**Other Directorships:** Member of the Board of eConnect Energy AS