



KONGSBERG

Kongsberg Gruppen ASA

Instructions for the Nominating Committee ~~of Kongsberg Gruppen ASA~~

Revised at the Annual General Meeting on 7 May 2025

The Nominating Committee has been established pursuant to Article 9 of the Articles of Association of Kongsberg Gruppen ASA as amended by the Annual General Meeting of the Company on 9 May 2016.

The following instructions shall apply to the Nominating Committee:

1. PURPOSE

- 1.1 The Nominating Committee is a preparatory and advisory body for the Annual General Meeting of Kongsberg Gruppen ASA.
- 1.2 The purpose of these Instructions is to lay down rules for the Nominating Committee's work and administrative procedures.
- 1.3 The Nominating Committee shall review and evaluate the content of these Instructions annually, and proposed amendments shall be submitted to the Board of Directors, which shall present the proposals for approval by the General Meeting.

2. MANDATE TASKS

- 2.1 The Nominating Committee shall submit a recommendation to the Company's General Meeting on the election of the shareholders' members and deputy members of the Company's Board of Directors. The recommendation for the Chair of the Board shall be stated separately.
- 2.2 The Nominating Committee's recommendations shall meet the requirements for the composition of the Board of Directors that may at any time follow from applicable legislation and the regulations of stock exchanges in which the Company's shares are listed. In its work, the Nominating Committee shall take into account relevant guidelines, including the Norwegian Code of Practice for Corporate Governance published by the Norwegian Corporate Governance Board (NUES).
- 2.3 The Nominating Committee shall submit a recommendation to the General Meeting regarding the election of members to the Nominating Committee. The Nominating Committee's recommendation for the Chair of the Nominating Committee shall be stated separately.
- 2.4 The Nominating Committee shall annually evaluate the Board's work in connection with the Board's self-evaluation.
- 2.5 In connection with the Company's annual General Meeting, the Nominating Committee shall present proposals for the remuneration of the Board members and deputy members, including remuneration for participation in board committees.
- 2.6 In connection with the Company's Annual General Meeting, the Nominating Committee shall submit proposals for the remuneration of the members of the Nominating Committee.
- 2.7 The Nominating Committee shall monitor the need for changes in the composition of the Board of Directors and the Nominating Committee.

3. COMPOSITION

- 3.1 The Nominating Committee consists of four members. In the event of withdrawal from an election period, by-elections are held at the first upcoming General Meeting.
- 3.2 The majority of the Nominating Committee ~~should~~shall be independent of the Board of Directors and other senior executives.
- Board members, ~~Managing Director~~the CEO or other senior executives shall not be members of the Nominating Committee.
- 3.3 The members of the Nominating Committee, and the Chair of the Nominating Committee, are elected by the General Meeting. If the Chair of the Nominating Committee resigns during an election period, the Nominating Committee elects its Chair with a term of office for the remainder of the new chairperson's term.
- 3.4 The term of office for the members of the Nominating Committee is two years.
- 3.5 The aim is to have a natural and balanced replacement of the members of the Nominating Committee over time, and the General Meeting may, by majority decision, decide to replace members of the Nominating Committee before the end of their term of office.

4. RULES OF PROCEDURE

- 4.1 The Nominating Committee has a quorum when the Chair of the Nominating Committee and at least two of the members of the Nominating Committee participate in the consideration of a matter.
- 4.2 Meetings of the Nominating Committee shall be held upon notice by the Chair of the Nominating Committee, when two or more members of the Nominating Committee, or the Chair of the Board, so request.
- 4.3 The Chair of the Board shall, without having the right to vote, be summoned to at least one meeting of the Nominating Committee before the Nominating Committee submits its final recommendation.
- 4.4 Minutes shall be kept of the meetings of the Nominating Committee, which shall be signed by the members present. The minutes are kept with the secretary of the Nominating Committee. The Chairman of the Board has the right to have the minutes reviewed.
- 4.5 The Nominating Committee shall be presented with the most recently updated shareholder register at its meetings.
- 4.6 The Nominating Committee shall have contact with and may obtain such information from the Administration, the members of the Board of Directors and shareholders as is deemed relevant to the Committee's work. The Nominating Committee may seek advice and recommendations from sources outside the Company, subject to appropriate information handling. The Company shall cover costs related to the work of the Nominating Committee.
- 4.7 The Nominating Committee shall actively seek to put forward proposals that are representative of the shareholder community in general and ensure that the Committee's recommendations are supported by the Company's largest shareholders.

- 4.8 In its work to submit proposals for members and deputy members of the Board of Directors, the Nominating Committee shall consider that the composition of the Company's Board of Directors unified is best suited to safeguard the common interests of the shareholders. In its assessment of relevant candidates, the Nominating Committee shall consider the Company's need for expertise in candidates, the candidate's capacity to assume the position on the Board of Directors and the need for a composition that is best suited to make decisions in the best interests of the shareholders. The Nominating Committee shall work to promote diversity on the Company's board. In its work, the Nominating Committee shall also consider that the composition of the Board should ensure that the Board can act independently of special interests.
- ~~4.9 In its recommendation for the election of board members, the nominating committee shall take into account that the majority of the shareholder-elected board members should be independent of senior executives and significant business contacts, at least two of the shareholder-elected board members should be independent of the company's largest shareholders, and that senior executives should not be members of the Board.~~
- 4.9 In its work to submit proposals for members of the Nominating Committee, the Nominating Committee shall consider that the composition of the Nominating Committee that unified is best suited to safeguard the common interests of the shareholders. In its recommendation for the election of members to the Nominating Committee, the Nominating Committee shall also consider that the composition of the Nominating Committee should be as described in Section 3 of these instructions, and that the Nominating Committee has the necessary capacity and competence to perform the tasks assigned to the Nominating Committee.

5. THE NOMINATING COMMITTEE'S RECOMMENDATION

- 5.1 The Nominating Committee's recommendation to the General Meeting shall be available no later than it can be communicated to the shareholders at the same time as the ordinary notice of the General Meeting. A copy of the recommendation must be sent to the Chair of the Board.
- 5.2 The Nominating Committee's recommendation must be justified so that it explains how the proposals safeguard the interests of shareholders and the Company's interests. The recommendation should include information about each candidate's competence, capacity and independence, including: (i) age, education and professional experience, (ii) any ownership interests in the Company, assignments for the Company, and about significant positions or assignments in other companies and organisations, and (iii) if relevant, how long the candidate has been a board member of the Company and about participation in board meetings (in the event of re-election). The same applies to nominations for candidates to the Nominating Committee.
- 5.3 The Nominating Committee's recommendation should also include a statement stating that the proposed Board of Directors of the Company meets the formal requirements for composition in the Company's Articles of Association, legal requirements for representation of both genders, legal requirements regarding residence and legal requirements and **best practice** regarding **competence** for the Board's Audit and Sustainability Committee.
- 5.4 The Nominating Committee's recommendation should account for how the Committee has worked.
- 5.5** The Chair of the Nominating Committee, or a person the Chair may authorise, presents the recommendation at the General Meeting that will consider the recommendation. The recommendation signed by the members of the Committee shall be attached to the Minutes of the General Meeting. The Instructions and any subsequent amendments thereto are adopted by the General Meeting.

6. INFORMATION ON KONGSBERG'S WEBSITE ABOUT THE NOMINATING COMMITTEE AND HOW SHAREHOLDERS CAN PROPOSE CANDIDATES

- 6.1 Information about who the members of the Nominating Committee are shall be available on the Company's website.
- 6.2 Information on how shareholders may propose candidates for the Board of Directors, or the Nominating Committee shall be available on the Company's website well in advance of the Nominating Committee's recommendation, including any deadlines.

7. PRIVACY AND CONFIDENTIALITY

- 7.1 Members of the Nominating Committee are responsible for ensuring that information received is handled confidentially and in accordance with the legislation in force at any given time, including privacy rules.

8. IMPARTIALITY

- 8.1 Members of the Nominating Committee may not participate in the consideration or decision of matters in which they or their close associates have a special and prominent personal or financial interest.