

Nomination Committee BerGenBio ASA

Proposals for the Annual General Meeting, 23rd May 2024

Mandate and Composition of the Nomination Committee

According to §9 of the articles of association for BerGenBio ASA:

"The company shall have a nomination committee to nominate board members and recommend the board remuneration to the general meeting. The nomination committee shall consist of three members elected by the general meeting for a period of two years. The general meeting shall also approve the remuneration to the members of the nomination committee. The general meeting may adopt an instruction to the work of the nomination committee."

The Nomination Committee currently includes:

- Hans Peter Bøhn (Chair)
- Shantrez M. Gillebo (Member)
- Ann-Tove Kongsnes (Member)

Activities of the Nomination Committee

The Nomination Committee has maintained continuous communication through "virtual" meetings, telephone, and email. The Committee engaged with the Chairman of the Board of Directors (BoD) Anders Tullgren, CEO Martin Olin, and each board member. Input was also sought from the largest shareholders.

Sveinung Hole, citing personal reasons, has informed the Committee he will not seek re-election at the 2024 AGM. The Committee recommends continuing with a three-member BoD, as the remaining board members are available for re-election.

Proposals for the Annual General Meeting on 23rd May 2024:

1. Election of Members to the Board of Directors:

- **Anders Tullgren (Chairman):** Initially elected at the AGM on April 28th, 2022, for a two-year term. **Proposal: Re-election for another term until 2026.**
- **Debra Barker (Director):** Not up for election in 2024 as she was elected for a two-year period at the 2023 AGM. **Proposal: Reconfirmation of her mandate until the 2025 AGM. (Unchanged)**
- **Sally Bennett (Director):** Similar to Debra, Sally is not up for election in 2024. **Proposal: Reconfirmation of her mandate until the 2025 AGM. (Unchanged)**

2. Remuneration to the Board of Directors for the Period from the AGM 2024 to the AGM 2025:

Proposal: Maintain current remuneration levels, unchanged since 2022:

- **Chairman:** NOK 650,000
- **Directors:** NOK 280,000

Compensation for International Travel (Unchanged): Board members residing outside Norway are compensated EUR 120 per hour for travel time to and from board meetings.

3. Remuneration of the Remuneration Committee in the Board of Directors:

Proposal: Maintain the current remuneration levels (Unchanged from 2022):

- **Chairman:** NOK 45,000
- **Members:** NOK 25,000

4. Remuneration of the Audit Committee in the Board of Directors:

Proposal: Maintain the current remuneration levels (Unchanged from 2022):

- **Chairman:** NOK 55,000
- **Members:** NOK 30,000

5. Members and Remuneration of the Nomination Committee:

The current members are Hans Peter Bøhn (Chair), Ann-Tove Kongsnes, and Shantrez M. Gillebo, elected at the 2023 AGM for a two-year term.

Proposal: Reconfirmation of their mandate until the AGM in 2025. (Unchanged)

Remuneration for the period from AGM 2023 up to the AGM 2024 (Unchanged):

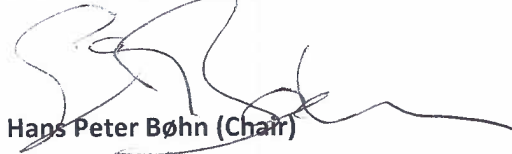
- **Chairman:** NOK 30,000
- **Members:** NOK 20,000

Conclusion:

The proposals from the Nomination Committee are unanimous and aim to ensure the continued effectiveness and strategic alignment of the Board of Directors. We seek shareholder approval to sustain governance standards and board continuity.

Date: 24th April 2024

Nomination Committee BerGenBio ASA



Hans Peter Bøhn (Chair)