

Nomination Committee BerGenBio ASA

Proposals for the Extraordinary General Meeting, 10th October 2024

The Nomination Committee currently includes:

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

Proposals for the Extraordinary General Meeting on 10th October 2024:

1. Election of an additional member to the Board of Directors:

The Nomination Committee proposes that the XOGM elects David Colpman as an additional member to the Board of Directors. Mr. Colpman's expertise in business development will be a valuable asset as BerGenBio navigates key strategic initiatives in the coming years.

David Colpman has 35+ years of experience within the Life Sciences Industry. He is currently an Independent Director at Elutia Inc., a Director at Oak Hill Bio Ltd., a Member of the Royal Pharmaceutical Society of Great Britain, and an Advisor at HighCape Partners Management LLC, ScienceCreates Ventures LLP and Norgine B.V. In the past, Mr. Colpman held positions as a Director at HRA Pharma Development SARL, a Director at Forendo Pharma Oy, an Independent Director at HighCape Capital Acquisition Corp and a Director at Orexo AB. In addition he was, Head of Business Development at Shire Plc from 2012 to 2014 and before that Senior Vice President at Shire Plc from 1999 to 2012, a Principal at GlaxoWellcome from 1997 to 1999 and a Partner at Colpman Consulting Ltd. from 2014 to 2020. Mr. Colpman holds a degree in Pharmacy from the University of Portsmouth in 1984. His primary interests are mergers and acquisitions, business development, licensing and divestments.

Provided that David Colpman is elected, the Board of Directors for BerGenBio will become:

- **Anders Tullgren (Chairman)**
- **Debra Barker (Director)**
- **Sally Bennett (Director)**
- **David Colpman (Director) (New)**

2. Remuneration to the Board of Directors for the remaining period up to the AGM in 2025

The Nomination Committee propose to raise the remuneration for the Board of Directors for the remaining period up to the 2025 AGM by approximately 30% and to denominate it in Euro rather than Norwegian Kroner. This adjustment ensures alignment with current market standards for board members in similar industries and reflects the evolving demands on directors. Denominating in Euros aligns with our international positioning and reduces the currency risk for non-Norwegian board members.

If approved by the XOGM the revised (on an annual base) remuneration will become:

- **Chairman:** EUR 72,000
- **Directors:** EUR 31,000

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 but denominate in Euros

- **Chairman:** EUR 3,830
- **Members:** EUR 2,130

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

Proposal: Maintain the current remuneration levels but denominate in Euros

- **Chairman:** EUR 4,685
- **Members:** EUR 2,555

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: 16th September 2024

Nomination Committee BerGenBio ASA



Hans Peter Bøhn (Chair)