

## **Nomination Committee BerGenBio ASA**

### **Proposals for the Annual General Meeting, 26th June 2026**

#### **Mandate and Composition of the Nomination Committee**

The mandate and composition of the Nomination Committee is given by §9 of the articles of association for BerGenBio ASA:

The Nomination Committee currently includes:

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

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#### **Activities of the Nomination Committee**

The Nomination Committee has maintained continuous communication through "virtual" meetings, telephone, and email. The Committee engaged regularly with the Chairman of the Board of Directors (BoD) Anders Tullgren and the CFO Rune Skeie.

As announced by BerGenBio: *“The management and Board of Directors of the Company have together with Carnegie initiated exploration of potential strategic alternatives that may include, but are not limited to, an acquisition, merger, business combination, sale of assets, licensing, or other transactions. The Company does not intend to disclose further developments unless and until it is determined that further disclosure is appropriate or legally required.”*

The outcome of the ongoing process is not yet known. For this reason, the Nomination Committee is unable to make informed recommendations on the optimal composition of the Board of Directors in the future.

Therefore, the Nomination Committee simply recommends re-electing the entire Board of Directors at the 2025 AGM.

#### **Proposals for the Annual General Meeting on 26th June 2025:**

##### **1. Election of Members to the Board of Directors:**

As they were elected during 2024, Anders Tullgren and David Colpman will remain on the Board for another year, until the 2026 AGM.

We propose to re-elect Debra Barker and Sally Bennett for another two-year period until the 2027 AGM.

The complete Board of Directors will thus remain as:

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

## **2. Remuneration to the Board of Directors for the Period from the AGM 2025 to the AGM 2026:**

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

**Compensation for International Travel:** 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:**

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

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

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

## **5. Members and Remuneration of the Nomination Committee:**

Ann-Tove Kongsnes will not be available for re-election. We propose to re-elect the two remaining members of the nomination committee:

- **Hans Peter Bøhn (Chair)**
- **Shantrez M. Gillebo**

## **Remuneration for the period from AGM 2024 up to the AGM 2025:**

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

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### **Conclusion:**

The proposals from the Nomination Committee are unanimous and aim to ensure continuity until further notice.

**Date:** 30<sup>th</sup> May 2025

**Nomination Committee BerGenBio ASA**



**Hans Peter Bøhn (Chair)**