

**To: The administration of Nordic Unmanned AS**  
**From: Chair of the nomination committee, Karen Elisabeth Ohm Heskja**  
**Date: May 2022**  
**Subject: Proposal from the nomination committee to the annual general meeting 2022**

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## ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

According to the private limited liability companies act and Nordic Unmanned AS's articles of association, the general meeting elects the members of the Board of Directors.

The nomination committee has worked according to the prevailing instruction for the nomination committee for Nordic Unmanned AS as adopted by the general meeting on 20 November 2020. The guidelines are available on the company's website. All shareholders have the right to propose candidates to the board and nomination committee. The nomination committee has not received any proposals for board members.

The nomination committee has held several meetings the last months. Members of the nomination committee has conducted separate meetings with the CEO, the chairman, the board and the largest shareholders. Several candidates were interviewed.

The Board of Directors' currently consists of the following members, with indication to the period the board member is elected for.

Name	Position	Term expires
Nils Johan Holte	Chair	2022
Erik Ålgård	Vice chair	2022
Andreas Pay	Board member	2023
Natasha Friis Saxberg	Board member	2023
Jan Henrik Jelsa	Board member	2022
Liv Annike Kverneland	Board member	2022
Roald Helgø	Alternate	2022

Nordic Unmanned AS is preparing for a transfer to the main market of Oslo Stock Exchange. For Nordic Unmanned to be accepted on the main market, the company will have to comply with the regulations in the Norwegian Public Limited Liability Companies Act ("ASA law"), including the rules for election and composition of the board.

One key requirement in the "ASA law" is the balance of gender in the board representation, as laid out in §6-11a. The law requires both genders to be represented in the following manner:

- If the board has two or three members, both genders must be represented.*
- If the board has four or five members, each gender shall be represented by at least two.*
- If the board has six to eight members, each gender shall be represented by at least three.*
- If the board has nine members, each gender shall be represented by at least four, and if the board has several members, each gender shall be represented by at least 40 per cent.*

(..)

To become compliant with the Norwegian Public Limited Liability Companies Act and the requirements for gender equality, the Nomination Committee has considered to alternatives: 1) Expand the board with one female board member, or 2) Reduce the board with one male board member.

The Nomination Committee's recommendation is to expand the board with one board member at this stage due to the heavy workload on the board, increasing the total number to seven (7). Given the existing composition of the Board, and the Nomination Committee's recommendation to re-elect all male members, the new additional member will have to be female. The board will then consist of three (3) women and four (4) men and be compliant with paragraph 6-11a of the "ASA law" and on the *Requirements for representation of both genders on the board*.

As shown in the table, four (4) out of the six (6) current members are approaching the end of the term, and the seats are per definition available. All four electable members have confirmed willingness to continue on the Board, and the Nomination Committee recommends re-election of all four for a period of two (2) years, although with the change that Erik Ålgård is re-elected as regular board member

**The nomination committee has based on a thorough evaluation come to the following recommendation for one (1) new female Board Member:**

Astrid Skarheim Onsum

Bio:

Astrid Skarheim Onsum (51) has more than two decades of industrial experience, with a series of leadership and executive positions and CEO and Managing Director roles, in large corporations as well as start-up ventures. She has spent the majority of her career with various Aker companies and was CEO of Aker Offshore Wind, a company she helped establish. Onsum most recently comes from Norsk Gjenvinning. Her experience is broad and include offshore oil and gas, renewable energy, mining, circular economy, digital solutions and software. Onsum sits on the board of Epiroc AB (since 2018) and is on the Norwegian Government appointed expert committee for Climate Friendly Investments. Onsum holds a MSc in Mechanical Engineering from the Norwegian University for Technology and Science (NTNU) in Trondheim, Norway.

The Nomination Committee proposes Astrid Skarheim Onsum to be elected as Vice Chair of the Board.

**The Board of Directors will have the following composition:**

Name	Position	Term expires
Nils Johan Holte	Chair	2024
Astrid Skarheim Onsum	Vice chair	2024
Erik Ålgård	Board member	2024
Andreas Pay	Board member	2023
Natasha Friis Saxberg	Board member	2023

Name	Position	Term expires
Jan Henrik Jelsa	Board member	2024
Liv Annike Kverneland	Board member	2024
Roald Helgø	Alternate	2024

The nomination committee proposes that the general meeting resolves the following:

*The Board of Directors consist of Nils Johan Holte (Chair), Astrid Skarheim Onsum (Vice Chair) Erik Ålgård, Liv Annike Kverneland, Natasha Friis Saxberg, Andreas Christoffer Pay, Jan Henrik Jelsa and Roald Helgø (alternate).*

### **Recommendation for remuneration to the Board, including subcommittees**

The nomination committee has reviewed the compensation packages for the Board. In order to secure the continuation of a competent and professional board, and given the rapid growth in the company, increased complexity, heavy workload and increased responsibility, the Nomination Committee proposes increasing the compensation. The Nomination Committee has checked relevant statistics and available data to support the recommendation, and considers the proposed compensation to be competitive, but absolutely not on the high end compared to companies on the main market.

The revised remuneration scheme is proposed as follows (numbers in NOK):

- Chair of the Board: NOK 350 000
- Vice Chair: NOK 300 000
- Regular Board Member: NOK 150 000
- Alternates: NOK 70 000

The numbers are per year and includes all meetings and work related to the board position. Documented travel and out of pocket expenses are refunded on a net basis. Fixed compensation for additional time in work groups are NOK 20 000,- per year.

### **Election of nomination committee members**

The nomination committee proposes that the current members Karen Elisabeth Ohm Heskja (*Committee Chair*) and Arne Roland (*Committee member*) are re-elected for a period of two years.

All nominated members are independent from management and board members.

### **Recommendation for remuneration to the nomination committee**

The nomination committee proposes that the annual general meeting resolves the following:

*The members of the nomination committee receive the following remuneration until the next annual general meeting in 2023:*

*Chair of the nomination committee: NOK 75 000 for workload within normal scope, as well as compensation on an hourly basis with NOK 3 000 per hour if the workload is outside the normal scope.*

*Members of the nomination committee: NOK 50 000 for workload within normal scope, as well as compensation on an hourly basis with NOK 3 000 per hour if the workload is outside the normal scope.*

Sandnes, May 2022

The Nomination Committee of Nordic Unmanned AS

Karen Elisabeth Ohm Heskja  
*Committee Chair*

Arne Roland  
*Committee member*