

To: The administration of Nordic Unmanned ASA  
**From: Chair of the nomination committee, Karen Elisabeth Ohm Heskja**  
**Date: May 2023**  
**Subject: Proposal from the nomination committee to the annual general meeting 2023**

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## ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

According to the public limited liability companies act (No. Allmennaksjeloven) and Nordic Unmanned ASA's articles of association, the general meeting elects the members of the Board of Directors.

The nomination committee has worked according to the prevailing Instructions for the nomination committee for Nordic Unmanned ASA as adopted by the general meeting on 20 November 2020 (the "Instructions"). The Instructions are available on the company's website.

March 2023 Arne Roland, member of the nomination committee, was appointed interim CEO of Nordic Unmanned ASA. As a result of the appointment Roland stepped out of the nomination committee. Due to the financial situation of the company, the largest shareholders requested the Nomination committee to consist of only one member and thus deviate from the Instructions for the remaining period until the annual general meeting. The request for deviation has been documented.

The committee has therefore from March to May consisted of the chair only.

All shareholders have the right to provide suggestion to the composition of the board as well as propose candidates to the board and the nomination committee. The nomination committee has received several suggestions on board composition and size as well as proposals for board members and members to the nomination committee.

The nomination committee has held several meetings. Members of the nomination committee has conducted separate meetings with the CEO, the chairman, the board, and the largest shareholders.

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	2024
Astrid Skarheim Onsum	Vice chair	2024
Erik Ålgård	Board member	2024
Andreas Pay	Board member	2023
Natasha Friis Saxberg	Board member	2023
Jan Henrik Jelsa	Board member	2024
Siw Ødegaard	Board member	2024
Roald Helgø	Alternate	2024

This year there are two board members up for election; Andreas Pay and Natasha Friis Saxberg.

Friis Saxberg does not seek reelection due to other commitments she needs to prioritize. The nomination committee appreciate the contributions from Friis Saxberg to the board during her term.

Andreas Pay has confirmed willingness to continue as a member of the board.

Nordic Unmanned ASA has had a challenging year. The nomination committee acknowledges and appreciates the extraordinary workload for the board members.

Given the financial situation the company is in the nomination committee recommends reducing the size of the board by eliminating the vice chair role and the alternate role. Friis Saxberg will therefore not be replaced.

Nils Johan Holte has offered to make his position available to a new chairperson with the competence and qualifications needed for the role for the coming term. Holte has served as the chairperson since 2018. Holte's background from the military has been important and relevant for the company. The nomination committee acknowledges the contribution from Holte over several years as chairperson of the board.

The nomination committee proposes Astrid Skarheim Onsum as the chairperson. Skarheim Onsum has been vice chair of the board since 2022.

The employees have claimed their right to elect a member of the board according to the public limited liability companies act. The election process has been initiated but not completed by the time of the submission of the nomination committee proposal.

**The nomination committee has based on a thorough evaluation come to the following recommendation for reduction of the board and a new chairperson:**

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

Name	Position	Term expires
Astrid Skarheim Onsum	Chair	2025
Andreas Pay	Board member	2024
Erik Ålgård	Board member	2024
Jan Henrik Jelsa	Board member	2024
Siw Ødegaard	Board member	2024
Employee representative	Board member	2024

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

*The Board of Directors consist of Astrid Skarheim Onsum (Chair), Andreas Christoffer Pay, Erik Ålgård, Siw Ødegaard, Jan Henrik Jelsa and one employee representative.*

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

The nomination committee has reviewed the compensation packages for the Board. Given the current situation of the company the nomination committee proposes to not increase the remuneration for the board this year, except for the chairperson as the chairperson given the workload of the role now that the vice chair role is eliminated.

The total cost reduction per year with the proposed board adjustments will amount to 320 000 MNOK.

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

Chair of the Board: NOK 550 000

Regular Board Member: NOK 150 000

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.

The nomination committee proposes to replace Arne Roland as a member of the nomination committee with Per Herseth. Herseth is a shareholder of Nordic Unmanned ASA. Herseth has solid experience from various management and board functions in large Norwegian and international companies such as StrongPoint ASA, Innovasjon Norge, Nycomed ASA, Selvaag-gruppen and Axis Shield ASA. and consulting experience from Asbjørn Habberstad AS as well as an active investor.

The remuneration of the nomination committee is kept at the same level as last year.

Sandnes, May 2023

The Nomination Committee of Nordic Unmanned ASA

Karen Elisabeth Ohm Heskja

*Committee Chair*