

Report and Proposals of Lundin Petroleum AB's Nomination Committee for the 2020 Annual General Meeting of Shareholders

The Nomination Committee of Lundin Petroleum AB (publ) (hereinafter "Lundin Petroleum" or the "Company") submits the following report for the Annual General Meeting of Lundin Petroleum to be held on 31 March 2020 (the "2020 AGM").

1. Formation of the Nomination Committee

The Annual General Meeting of Lundin Petroleum held on 15 May 2014 (the "2014 AGM") resolved that the Nomination Committee Process approved by that 2014 AGM, and which includes the following principles, shall apply as the Company's nomination procedure generally for all Annual General Meetings, until recommended to be amended or replaced by a future Nomination Committee.

In respect of the 2020 AGM, the Chairman of the Board of Directors shall invite four of the larger shareholders of the Company, based on shareholdings as per 1 August 2019, to form a Nomination Committee. The names of the members of the Nomination Committee shall be announced no later than six months prior to the 2020 AGM. If the shareholding in the Company changes significantly before the Nomination Committee's work is completed, or if a member leaves the Nomination Committee before its work has been completed, a change in the composition of the Nomination Committee may take place. The Nomination Committee shall remain in office until the publication of the composition of the Nomination Committee for the 2021 Annual General Meeting (the "2021 AGM"). The Nomination Committee shall appoint its Chairman within the Nomination Committee.

The Nomination Committee shall prepare the following proposals for resolutions to the 2020 AGM:

- (i) Chairman of the 2020 AGM;
- (ii) number of members of the Board of Directors;
- (iii) remuneration of the members of the Board of Directors, distinguishing between the Chairman and the other members of the Board of Directors and remuneration for Committee work;
- (iv) members of the Board of Directors;
- (v) Chairman of the Board of Directors;
- (vi) remuneration of auditor of the Company;
- (vii) election of auditor of the Company; and
- (viii) if the Nomination Committee recommends that the current Nomination Committee Process be amended or replaced, then a revised or new Nomination Committee Process.

On 16 October 2019, the Nomination Committee for the 2020 AGM was formed with the following members: Aksel Azrac (Nemesia Sàrl), Filippa Gerstädt (Nordea Funds) and Ian H. Lundin (Chairman of the Board of Directors). Aksel Azrac was unanimously elected as Chairman of the Nomination Committee. Other larger shareholders of the Company were invited to join the Nomination Committee but all declined the invitation. The Nomination Committee members were appointed by shareholders holding as per 1 August 2019 approximately 28.7 percent of the shares and voting rights in Lundin Petroleum. The Nomination Committee meets the requirements of the Swedish Code of Corporate Governance (hereinafter the "Code").

The formation of the Nomination Committee was announced through a press release issued on 16 October 2019. The fact that the formation of the Nomination Committee was announced later than six months before the 2020 AGM constitutes a deviation from rule 2.5 of the Code. The deviation was however considered justified by the Company as one of the prospective members of the Nomination Committee withdrew from the Nomination Committee at a very late stage. The press release contained information on how shareholders could submit proposals to the Nomination Committee. No such proposals were received.

2. The work of the Nomination Committee

The Nomination Committee met on four occasions and had informal contacts in between the meetings. The Nomination Committee received an oral report from the Chairman of the Board of Directors on the work of the Board of Directors. The Nomination Committee has also reviewed the results of the written evaluation of the Board of Directors' work carried out during the year. The Chairman also presented updates to the Committee regarding the business of the Company and the general international economic situation and industry in which the Company operates.

Aksel Azrac and Filippa Gerstädt also held meetings with the current Board members C. Ashley Heppenstall, Grace Reksten Skaugen, Alex Schneider, Jakob Thomassen and Cecilia Vieweg to discuss the work and functioning of the Board. The feedback received was positive. It was felt that the Board is well functioning and that the current Board size should not be increased. The Chairman of the Board Mr. Lundin was also asked to comment on the functioning of the Board and he confirmed that the Board in his view works very well.

In the course of its work, the Nomination Committee applied the diversity policy as set out in rule 4.1 of the Code: "The board is to have a composition appropriate to the company's operations, phase of development and other relevant circumstances. The board members elected by the shareholders' meeting are collectively to exhibit diversity and breadth of qualifications, experience and background. The company is to strive for gender balance on the board."

The Nomination Committee believes that it is necessary to regularly assess the breadth and versatility of the Board of Directors. As part of that assessment, the Committee discussed in detail the composition and qualifications of the Board of Directors, also in-light of the Company's recent investments into renewable energy projects and sustainability matters in general. The Committee considered and discussed the desired attributes for members of the Board, including considerations of qualifications, experience and gender distribution, as well as succession planning matters.

3. Election of Chairman for the 2020 Annual General Meeting

The Nomination Committee proposes that Klaes Edhall, a member of the Swedish Bar Association, be appointed as the Chairman of the 2020 AGM. Klaes Edhall served as the Chairman of the Company's 2014 to 2019 Annual General Meetings, as well as several Extraordinary General Meetings, and has also served as the Chairman at the Annual General Meetings of several other listed Swedish companies.

4. Reasoned statement regarding the proposal for election of the Board of Directors

The Nomination Committee proposes that nine members of the Board of Directors be elected at the 2020 AGM. It was noted that the Board of Directors is considered to function very well and that the Nomination Committee has thus determined that a Board size of nine is appropriate taking into account the nature, size and complexity of the Company's business.

The Nomination Committee therefore proposes the re-election of the nine current members of the Board of Directors being Peggy Bruzelius, C. Ashley Heppenstall, Ian H. Lundin, Lukas H. Lundin, Grace Reksten Skaugen, Torstein Sanness, Alex Schneiter, Jakob Thomasen and Cecilia Vieweg for a term until the 2021 AGM. The Nomination Committee further proposes the re-election of Ian H. Lundin as Chairman of the Board of Directors and that no deputy members be elected.

It is the opinion of the Nomination Committee that, taking into consideration Lundin Petroleum's current and planned business and operations, and the economic and financial circumstances generally in which the Company operates, the proposed Board of Directors is composed of a broad and versatile group of knowledgeable and skilled individuals who are motivated and prepared to undertake the tasks required of the Board of Directors in today's international business environment. These proposed members possess, in the opinion of the Committee, substantial expertise and experience and in addition, the proposed Board of Directors will fulfil the requirements regarding independence in relation to the Company, Group management and the Company's major shareholders (see further below). Such expertise and experience relates to the oil and gas industry globally and specifically in Norway, Lundin Petroleum's core area of operation, public company financial matters, Swedish practice and compliance matters, sustainability matters, corporate responsibility and health, safety and the environment.

If the Committee's proposal regarding the composition of the Board of Directors is accepted by the 2020 AGM, the Board of Directors will consist of nine members, out of which three women, i.e. 33.3 percent of the Board members will be women. Whilst the percentage of women on the proposed Board is slightly lower than the recommendation of the Swedish Corporate Governance Board, the Nomination Committee considers that the skills and broad experience of the current Board members outweighs the importance of such variance. The Nomination Committee however supports the ambition of the Swedish Corporate Governance Board regarding levels and timing of achieving gender balance and believes that it is important to continue to strive for gender balance when future changes in the composition of the Board are considered. Further information regarding the proposed members of the Board of Directors is included in [Annex 1](#).

5. Remuneration of the members of the Board of Directors, the Chairman of the Board of Directors and remuneration for Committee work

The Nomination Committee considered carefully the fees payable to the members of the Board of Directors, including in respect of Board Committee work, and to the Chairman of the Board of Directors. The Nomination Committee noted that the Company has three Board Committees being the Compensation Committee, the Audit Committee and the ESG/H&S Committee.

The Nomination Committee noted that the Company has implemented a policy for share ownership by Board members and that each Board member is expected to own, directly or indirectly, at least 5,000 shares of the Company. The level shall be met within three years of appointment and during such period, Board

members are expected to allocate at least 50 percent of their annual Board fees towards purchases of the Company's shares. The Nomination Committee noted that all proposed Board members fulfil this requirement.

The Nomination Committee reviewed an external report regarding non-executive director remuneration in Europe and noted that the Company's fees are in general below the median fees in Sweden. In-light of the fact that the Company's business is USD denominated, the Nomination Committee considered that it is therefore rational that fees payable to the members of the Board of Directors and to the Chairman of the Board of Directors also be USD denominated to achieve alignment with the Company's business. In order to convert the current SEK denominated fees to USD, the Nomination Committee has based itself on a three year average USD/SEK foreign exchange rate, which represents an approximate increase of the previous SEK denominated fees of 9% compared with a conversion using the spot rate as per the end of January 2020. The Nomination Committee therefore proposes that the remuneration of the members of the Board of Directors, the Chairman of the Board of Directors and fees for Committee work and Committee Chairs, be as follows:

- (i) annual fees of the members of the Board of Directors of USD 62,000 (excluding the Chairman of the Board of Directors and the Chief Executive Officer as a Board member);
- (ii) annual fees of the Chairman of the Board of Directors of USD 130,000;
- (iii) annual fees for Committee members of USD 14,700 per Committee assignment (other than Committee Chairs); and
- (iv) annual fees for Committee Chairs of USD 20,300.

The total remuneration for Committee work, including remuneration to Committee Chairs, thus amounts to USD 149,100 based on the current composition of the Committees. The Nomination Committee considers that it should be possible to elect further Committee members and the total annual remuneration for Committee work shall therefore not exceed USD 193, 200, corresponding to remuneration for three additional Committee members.

6. Independence of the members of the Board of Directors

According to the Code, a majority of the members of the Board of Directors elected by the shareholders' meeting are to be independent of the Company and Group management. In addition, at least two of the members of the Board of Directors who are independent of the Company and Group management are also to be independent of the Company's major shareholders.

It is the opinion of the Nomination Committee that all of the proposed members of the Board of Directors, with the exception of the current Chief Executive Officer Alex Schneiter, the former Chief Executive Officer C. Ashley Heppenstall and the former Managing Director of Lundin Norway AS, Torstein Sanness, shall be considered independent of the Company and Group management. In the opinion of the Nomination Committee, the fact that Ian H. Lundin has received fees for work performed outside the directorship does not entail that they shall be considered non-independent of the Company and Group management.

With respect to independence of the Company's major shareholders, it is the opinion of the Nomination Committee that C. Ashley Heppenstall shall not be deemed to be independent of the Company's major shareholders who are represented on the Board of Directors by Ian H. Lundin and Lukas H. Lundin. The reason for this assessment is that C. Ashley Heppenstall serves on the Board of Directors of several listed companies in which entities associated with the Lundin family are significant shareholders. It is the opinion

of the Nomination Committee that Peggy Bruzelius, Grace Reksten Skaugen, Torstein Sanness, Alex Schneider, Jakob Thomassen and Cecilia Vieweg are independent of the Company's major shareholders.

7. Election of auditor and auditor's fees

The term of office of Lundin Petroleum's current auditor PricewaterhouseCoopers AB expires at the 2020 AGM.

The Nomination Committee proposes that Ernst & Young AB, which intends to appoint authorised public accountant Anders Kriström as the auditor in charge, be elected at the 2020 AGM for a term until the 2021 AGM. The proposal regarding the election of auditor was recommended to the Nomination Committee by the Company's Audit Committee following an appraisal process conducted in view of auditor rotation.

The Nomination Committee proposes that, as in previous years, the payment of auditor's fees shall be made upon approval of their invoice.

8. Nomination Committee Process

The Nomination Committee reviewed the Nomination Committee Process approved at the 2014 AGM and concluded that changes in respect of the number of Committee members, and the determining point in time for their shareholding, shall be proposed to facilitate the formation and work of the Nomination Committee. The Nomination Committee therefore proposes an up-dated Nomination Committee Process for approval at the 2020 AGM, as included in Annex 2 and Annex 3 (mark-up), to be adopted as the Company's nomination procedure generally for all Annual General Meetings, until recommended to be amended or replaced by a future Nomination Committee.

The Nomination Committee's complete proposal for resolutions by the 2020 Annual General Meeting of Lundin Petroleum AB (publ)

- Advokat Klaes Edhall to be appointed as Chairman of the Annual General Meeting.
- Nine members of the Board of Directors to be appointed without deputy members.
- Remuneration of the members of the Board of Directors and the Chairman of the Board of Directors, including in respect of Committee membership, to be as follows: (i) annual fees of the members of the Board of Directors of USD 62,000 (excluding the Chairman of the Board of Directors and the Chief Executive Officer as a Board member); (ii) annual fees of the Chairman of the Board of Directors of USD 130,000; (iii) annual fees for Committee members of USD 14,700 per Committee assignment (other than Committee Chairs); (iv) annual fees for Committee Chairs of USD 20,300; with the total fees for Committee work, including Committee Chair, not to exceed USD 193,200.
- Re-election of Peggy Bruzelius, C. Ashley Heppenstall, Ian H. Lundin, Lukas H. Lundin, Grace Reksten Skaugen, Torstein Sanness, Alex Schneider, Jakob Thomasen and Cecilia Vieweg as members of the Board of Directors for a term until the 2021 Annual General Meeting.
- Re-election of Ian H. Lundin as Chairman of the Board of Directors.
- The auditor's fees shall be payable upon approval of their invoice.
- Election of the registered accounting firm Ernst & Young AB, which intends to appoint authorised public accountant Anders Kriström as the auditor in charge, as the auditor of the Company for a term until the 2021 Annual General Meeting.
- The nomination procedure for future Annual General Meetings shall follow the Nomination Committee Process (described in [Annex 2](#)).

Stockholm, February 2020

Aksel Azrac
Chairman

Filippa Gerstädt

Ian H. Lundin

Annex 1 – Report and Proposals of Lundin Petroleum AB's Nomination Committee for the 2020 AGM

| Board of Directors: | Ian H. Lundin | Alex Schneider | Peggy Bruzelius | C. Ashley Heppenstall |
|--|--|--|---|--|
| Function | Chairman (since 2002) Elected 2001 Born 1960 Compensation Committee member | President & Chief Executive Officer, Director Elected 2016 Born 1962 | Director Elected 2013 Born 1949 Audit Committee chair | Director Elected 2001 Born 1962 Audit Committee member |
| Education | B.Sc. Petroleum Engineering from the University of Tulsa. | M.Sc. Geophysics and degree in Geology from the University of Geneva. | M.Sc. Economics and Business from the Stockholm School of Economics. | B.Sc. Mathematics from the University of Durham. |
| Experience | CEO of International Petroleum Corp. 1989 – 1998. CEO of Lundin Oil AB 1998 – 2001. CEO of Lundin Petroleum 2001 – 2002. | Various positions within Lundin related companies since 1993. COO of Lundin Petroleum 2001 – 2015. CEO of Lundin Petroleum since 2015. | Managing Director of ABB Financial Services AB 1991 – 1997. Head of the asset management division of Skandinaviska Enskilda Banken AB 1997 – 1998. | Various positions within Lundin related companies since 1993. CFO of Lundin Oil AB 1998 – 2001. CFO of Lundin Petroleum 2001 – 2002. CEO of Lundin Petroleum 2002 – 2015. |
| Other board duties | Member of the board of Etrion Corporation and member of the advisory board of Adolf H. Lundin Charity Foundation (AHLCF). | – | Chair of the board of Lancelot Asset Management AB and member of the board of Skandia Liv. | Chairman of the board of Africa Energy Corp. and Josemaria Resources Inc. and member of the board of Lundin Gold Inc., Filo Mining Corp. and International Petroleum Corp. |
| Shares as at 31 December 2019 | Nil ¹ | 335,690 | 8,000 | Nil ³ |
| Independent of the Company and Group management | Yes | No ² | Yes | No ³ |
| Independent of major shareholders | No ¹ | Yes | Yes | No ³ |

1 Ian H. Lundin is in the Nomination Committee's and the Company's opinion not deemed independent of the Company's major shareholder as Ian H. Lundin is a member of the Lundin family that holds, through family trusts, Nemesia S.å.r.l., which holds 95,478,606 shares in the Company.

2 Alex Schneider is in the Nomination Committee's and the Company's opinion not deemed independent of the Company and Group management since he is the President and CEO of Lundin Petroleum.

3 C. Ashley Heppenstall holds 1,542,618 shares in Lundin Petroleum AB through an investment company, Rojafi. C. Ashley Heppenstall is in the Nomination Committee's and the Company's opinion not deemed independent of the Company and Group management since he was the President and CEO of Lundin Petroleum until 2015, and not of the Company's major shareholders since he is a director of several companies in which entities associated with the Lundin family are major shareholders.

| Lukas H. Lundin | Grace Reksten Skaugen | Torstein Sanness | Jakob Thomasen | Cecilia Vieweg |
|--|--|---|---|--|
| Director Elected 2001 Born 1958 | Director Elected 2015 Born 1953 ESG/H&S Committee chair Compensation Committee member | Director Elected 2018 Born 1947 ESG/H&S Committee member | Director Elected 2017 Born 1962 Audit Committee member ESG/H&S Committee member | Director Elected 2013 Born 1955 Compensation Committee chair |
| Graduate (engineering) from the New Mexico Institute of Mining and Technology. | MBA from the BI Norwegian School of Management, Ph.D. Laser Physics and B.Sc. Honours Physics from Imperial College of Science and Technology at the University of London. | M.Sc. Engineering in geology, geophysics and mining engineering from the Norwegian Institute of Technology in Trondheim. | Graduate of the University of Copenhagen, Denmark, M.Sc. in Geoscience and completed the Advanced Strategic Management programme at IMD, Switzerland. | L.L.M. from the University of Lund. |
| Various key positions within companies where the Lundin family has a major shareholding. | Former Director of Corporate Finance with SEB Enskilda Securities in Oslo. Board member/deputy chair of Statoil ASA 2002 – 2015. Member of HSBC European Senior Advisory Council. | Various positions in Saga Petroleum 1972 – 2000. Managing Director of Det Norske Oljeselskap AS 2000 – 2004. Managing Director of Lundin Norway AS 2004 – 2015. | Former CEO of Maersk Oil and a member of the Executive Board of the Maersk Group 2009 – 2016. | General Counsel and member of the Executive Management of AB Electrolux 1999 – 2017. Senior positions in AB Volvo Group 1990 – 1998. Lawyer in private practice. Member of the Swedish Securities Council 2006 – 2016. |
| Chairman of the board of Lundin Mining Corp., Lucara Diamond Corp., Lundin Gold Inc., Filo Mining Corp., International Petroleum Corp, Lundin Foundation and Bukowski Auktioner AB and member of the board of Josemaria Resources Inc. | Deputy chair of the board of Orkla ASA and member of the board of Investor AB and Euronav NV, founder and board member of the Norwegian Institute of Directors, and trustee and council member of the International Institute for Strategic Studies in London. | Chairman of the board of Magnora ASA, deputy chairman of Panoro Energy ASA and member of the board of International Petroleum Corp. and TGS Nopec ASA. | Chairman of the DHI Group, ESVAGT, RelyOn Nutec (Global) and Hovedstadens Letbane. | – |
| 425,000 ⁴ | 5,000 | 93,310 | 8,820 | 5,000 |
| Yes | Yes | No ⁵ | Yes | Yes |
| No ⁴ | Yes | Yes | Yes | Yes |

⁴ Lukas H. Lundin is in the Nomination Committee's and the Company's opinion not deemed independent of the Company's major shareholder as Lukas H. Lundin is a member of the Lundin family that holds, through family trusts, Nemesia S.à.r.l., which holds 95,478,606 shares in the Company.

⁵ Torstein Sanness is in the Nomination Committee's and the Company's opinion not deemed independent of the Company and Group management since he was the Managing Director of Lundin Norway AS, a subsidiary of the Company, until 2015.

LUNDIN PETROLEUM AB

NOMINATION COMMITTEE PROCESS

1. General

- 1.1 As per the Swedish Code of Corporate Governance (Code of Governance), Lundin Petroleum AB (publ) (the Company) shall each year appoint a Nomination Committee which shall have as its sole task to propose decisions to the Annual General Meeting (AGM) on electoral and remuneration issues, and procedural issue for the appointment of the Nomination Committee for the following year.
- 1.2 The AGM shall either appoint the members of the Nomination Committee or specify how they are to be appointed. This Nomination Committee Process shall apply as the Company's nomination procedure generally for all AGMs, until recommended to be amended or replaced by a future Nomination Committee, to specify how the Nomination Committee is to be appointed and to instruct the Nomination Committee on how it is to conduct its work.
- 1.3 References herein to AGMs shall apply *mutatis mutandis* to Extraordinary General Meetings where elections of the Board of Directors and/or the auditor are to take place.

2. Appointment of the Nomination Committee

- 2.1 The Chairman of the Board of Directors shall invite a minimum of three and a maximum of four of the larger shareholders of the Company based on shareholdings as per 1 June of each year, provided such larger shareholders agree to participate, to form a Nomination Committee for the AGM of the following year. The Chairman of the Board of Directors shall also be a member of the Nomination Committee. External members not appointed by a larger shareholder may also be invited to join the Nomination Committee to assist in and facilitate the work of the Nomination Committee.
- 2.2 The names of the members of the Nomination Committee shall be published on the Company's website no later than six months prior to the AGM of the following year. The names of the shareholders that the members were appointed by, if applicable, shall be included in the announcement, as well as information on how shareholders may submit recommendations to the Nomination Committee.
- 2.3 The mandate period of a Nomination Committee commences on the date its composition has been published as per article 2.2 and continues until the publication of the composition of the Nomination Committee for the following AGM.
- 2.4 The Chairman of the Board of Directors shall convene the first meeting of each Nomination Committee, which is to be held in good time before the

announcement of the composition of the Nomination Committee as per article 2.2. The Nomination Committee shall appoint a Chairman at the first meeting.

- 2.5 If the shareholding in the Company changes significantly before the Nomination Committee's work has been completed, or if a member leaves the Nomination Committee before its work has been completed, a change in the composition of the Nomination Committee may take place. If the Nomination Committee then consists of appointees of less than three of the larger shareholders of the Company, the Chairman of the Board shall, with the aim to increase the number of members to three, invite another larger shareholder to join the Nomination Committee. If a member ceases to be connected to a larger shareholder, due to termination of employment or similar, that larger shareholder may appoint another person to replace such member of the Nomination Committee. Information about changes to the composition of the Nomination Committee, as well as information about new members and the larger shareholders that they were appointed by, if applicable, shall be published on the Company's website as soon as possible after a change has occurred.

3. Duties of the Nomination Committee

- 3.1 The Nomination Committee shall prepare proposals for the following resolutions to the AGM:
- (i) Chairman of the AGM;
 - (ii) number of members of the Board of Directors;
 - (iii) members of the Board of Directors;
 - (iv) Chairman of the Board of Directors;
 - (v) remuneration of the members of the Board of Directors, distinguishing between the Chairman and other members and remuneration for Board Committee work;
 - (vi) election of auditor of the Company;
 - (vii) remuneration of the Company's auditor; and
 - (viii) Nomination Committee Process (in case of amendment).
- 3.2 The proposals of the Nomination Committee shall be presented to the Company in a written report in general at least eight weeks before the AGM to ensure the proposals can be duly included in the notice of the AGM. The Nomination Committee report shall in addition be posted on the Company's website at the same time as the notice of the AGM is issued.
- 3.3 As a basis for its proposals regarding the members of the Board of Directors, the Nomination Committee shall consider the requirements set forth in the Code of Governance to ensure that the Company's Board of Directors has a size and composition that enables it to manage the Company's affairs efficiently and with integrity.

3.4 In its written report, the Nomination Committee shall include a description of its work and considerations, as well as explanations regarding its proposals, in particular in respect of the following requirements regarding the composition of the Board of Directors:

- (i) candidates' age, principal education and work experience;
- (ii) any work performed by the candidates for the Company and other significant professional commitments;
- (iii) candidates' holdings of shares and other financial instruments in the Company and any such holdings owned by candidates' related natural or legal persons;
- (iv) whether the Nomination Committee deems the candidates to be independent of the Company and Group management, as well as of major shareholders of the Company;
- (v) in case of re-election, the year that the candidates were first elected to the Board of Directors; and
- (vi) other information that could be of importance to shareholders to assess the candidates' expertise and independence.

3.5 If an election for auditor shall take place at the AGM, the proposal of the Nomination Committee shall be based on a report to be prepared by the Company's Audit Committee, which report shall include an assessment of the independence and impartiality of the proposed auditor, as well as of the implications of services provided to the Company by the proposed auditor outside the scope of general audit work, if applicable.

3.6 The Nomination Committee shall at each AGM give an account of its work and present its proposals for resolutions at the AGM. All members of the Nomination Committee shall endeavour to be present at each AGM.

4. Meetings of the Nomination Committee

4.1 The Nomination Committee shall meet as often as is required for the performance of its duties. A notice of a meeting shall be circulated by the Chairman of the Nomination Committee in good time before each meeting, except as provided in article 2.4 in respect of the first meeting of each Nomination Committee. Any member of the Nomination Committee may reasonably request at any time during the mandate period that a meeting be convened and the Chairman shall comply with such reasonable requests.

4.2 The Nomination Committee shall be quorate if more than half of the members are present.

4.3 The Nomination Committee shall endeavour to reach unanimous decisions in all matters to be proposed to the AGM. If a unanimous decision cannot be reached, the Nomination Committee shall present to the AGM the proposals approved by a majority of the members of the Nomination Committee and

dissenting members may present their own proposals individually or jointly with other members of the Committee.

- 4.4 Meetings of the Nomination Committee shall be minuted and the minutes shall be signed by the person keeping the minutes and shall be attested by the Chairman and another member appointed by the Nomination Committee. If the Chairman has been assigned to keep the minutes, the minutes shall be attested by two other members appointed by the Nomination Committee.

5. Other

- 5.1 All information which is provided to the members of the Nomination Committee by the Company and/or candidates, or which information the Nomination Committee members otherwise receive within the scope of their duties as Nomination Committee members, shall be treated as confidential and may not be disclosed to third parties without the prior approval of the Company.
- 5.2 No remuneration shall be paid to the members of the Nomination Committee. The Company may however cover reasonable out of pocket expenses that the members may occur in relation to work performed for the Nomination Committee.
- 5.3 The Nomination Committee shall yearly assess this Nomination Committee Process and shall propose changes to it to the AGM, as appropriate.

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- 1.2 The AGM shall either appoint the members of the Nomination Committee or specify how they are to be appointed. This Nomination Committee Process shall apply as the Company's nomination procedure generally for all AGMs, until recommended to be amended or replaced by a future Nomination Committee, to specify how the Nomination Committee is to be appointed and to instruct the Nomination Committee on how it is to conduct its work.
- 1.3 References herein to AGMs shall apply *mutatis mutandis* to Extraordinary General Meetings where elections of the Board of Directors and/or the auditor are to take place.

2. Appointment of the Nomination Committee

- 2.1 The Chairman of the Board of Directors shall invite ~~four~~ a minimum of three and a maximum of four of the larger shareholders of the Company based on shareholdings as per 1 ~~August~~ June of each year, provided such larger shareholders agree to participate, to form a Nomination Committee for the AGM of the following year. The Chairman of the Board of Directors shall also be a member of the Nomination Committee. External members not appointed by a larger shareholder may also be invited to join the Nomination Committee to assist in and facilitate the work of the Nomination Committee.
- 2.2 The names of the members of the Nomination Committee shall be published on the Company's website no later than six months prior to the AGM of the following year. The names of the shareholders that the members were appointed by, if applicable, shall be included in the announcement, as well as information on how shareholders may submit recommendations to the Nomination Committee.
- 2.3 The mandate period of a Nomination Committee commences on the date its composition has been published as per article 2.2 and continues until the publication of the composition of the Nomination Committee for the following AGM.

- 2.4 The Chairman of the Board of Directors shall convene the first meeting of each Nomination Committee, which is to be held in good time before the announcement of the composition of the Nomination Committee as per article 2.2. The Nomination Committee shall appoint a Chairman at the first meeting.
- 2.5 If the shareholding in the Company changes significantly before the Nomination Committee's work has been completed, or if a member leaves the Nomination Committee before its work has been completed, a change in the composition of the Nomination Committee may take place. If the Nomination Committee then consists of appointees of less than three of the larger shareholders of the Company, the Chairman of the Board shall, with the aim to increase the number of members to three, invite another larger shareholder to join the Nomination Committee. If a member ceases to be connected to a larger shareholder, due to termination of employment or similar, that larger shareholder may appoint another person to replace such member of the Nomination Committee. Information about changes to the composition of the Nomination Committee, as well as information about new members and the larger shareholders that they were appointed by, if applicable, shall be published on the Company's website as soon as possible after a change has occurred.

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- 3.1 The Nomination Committee shall prepare proposals for the following resolutions to the AGM:
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 - (iv) Chairman of the Board of Directors;
 - (v) remuneration of the members of the Board of Directors, distinguishing between the Chairman and other members and remuneration for Board Committee work;
 - (vi) election of auditor of the Company;
 - (vii) remuneration of the Company's auditor; and
 - (viii) Nomination Committee Process (in case of amendment).
- 3.2 The proposals of the Nomination Committee shall be presented to the Company in a written report in general at least eight weeks before the AGM to ensure the proposals can be duly included in the notice of the AGM. The Nomination Committee report shall in addition be posted on the Company's website at the same time as the notice of the AGM is issued.
- 3.3 As a basis for its proposals regarding the members of the Board of Directors, the Nomination Committee shall consider the requirements set

forth in the Code of Governance to ensure that the Company's Board of Directors has a size and composition that enables it to manage the Company's affairs efficiently and with integrity.

3.4 In its written report, the Nomination Committee shall include a description of its work and considerations, as well as explanations regarding its proposals, in particular in respect of the following requirements regarding the composition of the Board of Directors:

- (i) candidates' age, principal education and work experience;
- (ii) any work performed by the candidates for the Company and other significant professional commitments;
- (iii) candidates' holdings of shares and other financial instruments in the Company and any such holdings owned by candidates' related natural or legal persons;
- (iv) whether the Nomination Committee deems the candidates to be independent of the Company and Group management, as well as of major shareholders of the Company;
- (v) in case of re-election, the year that the candidates were first elected to the Board of Directors; and
- (vi) other information that could be of importance to shareholders to assess the candidates' expertise and independence.

3.5 If an election for auditor shall take place at the AGM, the proposal of the Nomination Committee shall be based on a report to be prepared by the Company's Audit Committee, which report shall include an assessment of the independence and impartiality of the proposed auditor, as well as of the implications of services provided to the Company by the proposed auditor outside the scope of general audit work, if applicable.

3.6 The Nomination Committee shall at each AGM give an account of its work and present its proposals for resolutions at the AGM. All members of the Nomination Committee shall endeavour to be present at each AGM.

4. Meetings of the Nomination Committee

4.1 The Nomination Committee shall meet as often as is required for the performance of its duties. A notice of a meeting shall be circulated by the Chairman of the Nomination Committee in good time before each meeting, except as provided in article 2.4 in respect of the first meeting of each Nomination Committee. Any member of the Nomination Committee may reasonably request at any time during the mandate period that a meeting be convened and the Chairman shall comply with such reasonable requests.

4.2 The Nomination Committee shall be quorate if more than half of the members are present.

- 4.3 The Nomination Committee shall endeavour to reach unanimous decisions in all matters to be proposed to the AGM. If a unanimous decision cannot be reached, the Nomination Committee shall present to the AGM the proposals approved by a majority of the members of the Nomination Committee and dissenting members may present their own proposals individually or jointly with other members of the Committee.
- 4.4 Meetings of the Nomination Committee shall be minuted and the minutes shall be signed by the person keeping the minutes and shall be attested by the Chairman and another member appointed by the Nomination Committee. If the Chairman has been assigned to keep the minutes, the minutes shall be attested by two other members appointed by the Nomination Committee.

5. Other

- 5.1 All information which is provided to the members of the Nomination Committee by the Company and/or candidates, or which information the Nomination Committee members otherwise receive within the scope of their duties as Nomination Committee members, shall be treated as confidential and may not be disclosed to third parties without the prior approval of the Company.
- 5.2 No remuneration shall be paid to the members of the Nomination Committee. The Company may however cover reasonable out of pocket expenses that the members may occur in relation to work performed for the Nomination Committee.
- 5.3 The Nomination Committee shall yearly assess this Nomination Committee Process and shall propose changes to it to the AGM, as appropriate.