

# Report and Recommendations from the Nomination Committee to the 2022 Annual General Meeting

## Report from the Committee

Nordic Semiconductor ASA (“NOD” or “Company”) established a Nomination Committee at the Annual General Meeting (“AGM”) 18 April 2005. In 2021, the Committee consisted of John Harald Henriksen (Chair), Eivind Lotsberg and Viggo Leisner. None of the members of the Nomination Committee are employees of NOD or members of the Board of Directors (“BoD”) of NOD.

The main duties of the Committee are to evaluate and submit a recommendation to the General Meeting on the following matters:

- Nominees for election as members of the Board of Directors of NOD and the Chair of the Board of Directors
- Nominees for election as members of the Nomination Committee and the Chair of the Nomination Committee
- The proposed remuneration of the Board of Directors including the sub committees.

The Nomination Committee has followed Terms of Reference that was approved at the 2015 General Meeting. The Terms of Reference details the duties and responsibilities of the Nomination Committee.

The Committee has held several meetings and interviews with all board members as well as CEO and CFO in the preparation for the conclusion of this report. The discussions have included all aspects of Board composition and recruitment. The Committee has ensured that there has been opportunity for all shareholders and others to nominate Directors or to discuss candidates with the Nomination Committee.

In 2021, the Board of Directors of Nordic Semiconductor consisted of the following shareholder elected Directors:

Birger Steen, Chair

Inger Berg Ørstavik

Anita Huun

Endre Holen

Jan Frykhamar

Øyvind Birkenes

Annastiina Hintsa

The Board is currently composed of seven independent Directors. NOD currently meets the requirements for both male and female directors of the Public Limited Act Section 6-11 a (1).

## Nomination Committee Recommendations

### Board of Directors

In the Nomination Committee's considerations, it has emphasized that the BoD's composition reflects a variety of experience, understanding, knowledge and qualifications required to meet the needs of the Company. Please see description on Company's website.

The Committee suggest that all shareholder elected candidates from 2021 AGM shall be reelected as Directors at this year's AGM.

Birger Steen, Chair. (2017)

Inger Berg Ørstavik (2017)

Anita Huun (2019)

Endre Holen (2019)

Jan Frykhamar (2019)

Øyvind Birkenes (2019)

Annastiina Hintsa (2019)

The Nomination Committee is of the opinion that the proposed BoD will have the competence necessary to establish an Audit Committee in accordance with the competency requirements of the Public Companies Act §6-42.

### Directors' remuneration 2021

The Nomination Committee has reviewed remuneration levels for BoD members with relevant peer companies in Norway as well as internationally. The company has performed well and has high ambitions for the future. To be able to keep and attract relevant, top qualified candidates, the Nomination Committee suggest to increase the remuneration for 2022 by 5%, all paid in shares.

For the period from the 2022 AGM to the 2023 AGM the Nomination Committee proposes the following remuneration levels and principles:

|                 | <b>Board Member Fee</b>              | <b>Audit Committee Fee (for each meeting)</b> | <b>Remuneration Committee Fee (for each meeting)</b> | <b>Travel Time Allowance</b>   |
|-----------------|--------------------------------------|---|--|--|
| All members     | NOK 325,000 + Shares for NOK 137,500 | NOK 10,000                                    | NOK 7,500  | Intercontinental travel USD 5,000 per meeting. European travel USD 1,000 per meeting |
| Committee Chair |                                      | NOK 20,000                                    | NOK 15,000   |  |
| Chair           | NOK 750,000 + Shares for NOK 405,000 |   |  |  |

Participation for individual Board members in additional meetings with ad hoc committees is compensated with NOK 7,500 per meeting. This also applies for participation in additional working group meetings for individual members in either Audit Committee or PCC. Maximum payment for additional working group meetings is NOK 75,000 per Board Member.

The share-based part of the compensation is paid after the AGM in 2022, and the number of shares shall be based on the tax adjusted amount due in NOK (respectively NOK 137,500 and NOK 405,000 minus tax) divided by the share price at closing of the AGM day 2022.

In addition, the Nomination Committee proposes to remunerate members of the Board USD 3,000 for each meeting taking place in the USA related to company activities. Further, any costs incurred by the Board Members in relation to their participation as a member of the Board or any of the committees, will be reimbursed by the Company.

If Intercontinental travel is difficult due to events such as Covid-19, compensation (USD 5,000) per scheduled meeting, will be lowered to USD 2,500 per scheduled board meeting, due to inconvenient time difference.

All cash-based fees and costs will be paid on a quarterly basis in arrears.

The Board Member fee amounting to NOK 325,000/750,000 assumes that the respective Director serves the whole election period of one year. If, for any reason, the director(s) serve(s) less than one year, the cash part will be paid pro rata.

### **Nomination Committee**

John Harald Henriksen has advised that he will withdraw from the Committee.

Eivind Lotsberg and Viggo Leisner have advised the Committee that they are available for re-election at the 2022 AGM.

The Committee suggests that Mr Fredrik Thoresen replaces Mr Henriksen, and that Viggo Leisner becomes the chair of the committee

Viggo Leisner (Chair)

Eivind Lotsberg

Fredrik Thoresen

2012-2014 Equity Analyst DnB

2015-2017 Equity Analyst SEB

2017-2021 Portfolio Manager Storebrand

2021- Partner Andenæsgruppen

The Nomination Committee proposes that the fees for the period between the 2022 AGM to the 2023 AGM will be NOK 60,000 (Unchanged from the preceding years) for each of the members of the Committee.

All fees and costs will be paid on a yearly basis.

All the Nomination Committee's recommendations are unanimous.

Oslo, 22<sup>nd</sup> March 2022

John Harald Henriksen, Eivind Lotsberg and Viggo Leisner