

**RECOMMENDATIONS BY THE NOMINATION COMMITTEE OF ZALARIS ASA**  
**TO**  
**THE GENERAL MEETING TO BE HELD ON 22th of May 2025**

**1. Election of Board members**

The nomination committee of Zalaris ASA (the "Company") has in connection with the preparation of the recommendations set out herein been in contact with the Company's largest shareholders, seeking their input generally and specifically in respect of the competence required by the Company, the CEO, the chairman and the Company's Board of Directors (the "**Board**").

The nomination committee has on this basis held several meetings to discuss the composition of the Board and Board member candidates to ensure that its recommendations are representative of the views of the largest shareholders, that the Board has sufficient expertise and experience to handle both its routine operational responsibilities and the strategic challenges and opportunities that the Company faces, that the composition of the Board is balanced, both with respect to age and gender, that the Board as a whole is sufficiently representative of the Company's shareholders and that the candidates are sufficiently independent of the Company's executive management and, in light of their other roles and responsibilities, have sufficient time available to carry out their duties as a member of the Board, in accordance with the recommendations set out in the Norwegian Code of Practice for Corporate Governance and the Instructions for the Nomination Committee adopted by the Company.

Pursuant to the article 5 of the Company's articles of association, the board of directors of the company shall consist of 3 to 10 board members.

The Board currently consists of 5 members, 5 elected by the shareholders and 0 selected by and among the employees of the Company.

After having made due considerations of the applicable requirements and recommendations regarding the composition of the Board, the Company's need for expertise, independence, continuity, capacity and diversity, as well as the improved development of the business, and the fact that Zalaris announced a strategic review process on the 2<sup>nd</sup> of April 2024 that still haven't concluded, the nomination committee has unanimously resolved to recommend the following candidates to be re-elected to the Board:

- a) Re-election of Adele Bugge Norman Pran (Chair), Liselotte Hægertz Engstam, Jan M. Koivurinta, Kenth Eriksson and Erik Langaker as Board members for the period until the annual general meeting in 2026.**

All of the proposed Board members are considered by the Nomination Committee to be independent of Zalaris' senior executives, significant business connections and main shareholders.

Provided that the general meeting re-elects the Board members recommended above, the Board will consist of the following shareholder elected members with effect from the general meeting until we see the outcome of the strategic review and or until the next general assembly:

	Candidate	Period:
1	Adele Bugge Norman Pran	2025 – 2026
2	Liselotte Hægertz Engstam	2025 – 2026
3	Jan Koivurinta	2025 – 2026
4	Kenth Eriksson	2025 – 2026
5	Erik Langaker	2025 – 2026

It is the opinion of the nomination committee that the above composition of the Board will comply with recommendations and requirements pertaining to continuity, independence, professional competence (including qualifications for an Audit Committee) and representation of both genders.

## **2. Remuneration**

The nomination committee proposes the following remuneration to the Board of directors and to the Audit- and the Remuneration committee:

- a) Board of directors  
NOK 600.000 to the chairman and NOK 300.000 to board members.
- b) Audit committee  
NOK 80.000 to the leader and NOK 60.000 to members.
- c) Remuneration committee  
NOK 40.000 to the leader and NOK 30.000 to members.

## **3. Nomination Committee**

The nomination committee proposes Bård Brath Ingerø (leader), Nicolay Eger and Sven Thorén to the nomination committee until the general assembly in 2026.

The nomination committee proposes NOK 30.000 to the leader and NOK 25.000 to the member as remuneration.

Oslo 28<sup>th</sup> of April 2025

Bård Brath Ingerø  
Leader  
Sign.

Sven Thorén  
Sign.

Nicolay Eger  
Sign.