

## Recommendation from the Nomination Committee of Hexagon Purus ASA to the Annual General Meeting of Hexagon Purus ASA to be held on 25 May 2023

Hexagon Purus ASA's (the "Company") Nomination Committee comprises the following individuals:

- Cecilie Amdahl, Chair
- David Bandele, member

The Company's website, [www.hexagonpurus.com](http://www.hexagonpurus.com), has information about the Nomination Committee, its mandate and contact details.

Since the annual general meeting in 2022, the Nomination Committee has held 4 meetings.

In line with good corporate governance practice, the Nomination Committee has conducted interviews with individual Board members and a thorough assessment of the Board's work, competence and experience as well as assessed the need for changes in the composition of the Board and the Nomination Committee. During its work, the Nomination Committee has had access to relevant resources in the Company, and to advice and recommendations from sources outside the company. To ensure independence from the Board in this process, all interviews and assessments have been undertaken by Cecilie Amdahl and David Bandele.

### 1. BOARD OF DIRECTORS

The present Board of Hexagon Purus ASA comprises the following persons:

- Jon Erik Engeset, Chair
- Espen Gundersen, Board member
- Martha Kold Bakkevig, Board member
- Rick Rashilla, Board member
- Karen Romer, Board member

The following Board members are up for election this year:

- Martha Kold Bakkevig, Board member
- Rick Rashilla, Board member
- Karen Romer, Board member

In addition, Jannicke Hilland and Knut Flakk have stepped down as Board members since the last Annual General Meeting. The Nomination Committee has therefore also evaluated the need for replacement Board members as well as the ratio of Board members independent of the largest shareholder. The nomination committee has in its evaluation work emphasized the composition, competence, and the importance of continuity on the Board.

Based on the above, the Nomination Committee makes the following recommendations to the Annual General Meeting:

- Espen Gundersen, to be elected as Chair for the remaining period of election of 1 year
- Jon Erik Engeset, to be elected as Board member for the remaining period of election of 1 year
- Martha Kold Bakkevig to be re-elected as Board member for a period of 1 year
- Rick Rashilla to be re-elected as Board member for a period of 1 year
- Liv Fiksdahl to be elected as Board member for a period of 2 years
- Susana Quintana-Plaza to be elected as Board member for a period of 2 years
- Hidetomo Araki to be elected as Board member for a period of 2 years

Liv Fiksdahl currently holds the position as Vice President at Capgemini Invent Norway, and is independent of the Company's executive personnel, material business contacts and the major shareholders. Susana Quintana-Plaza currently works as an advisor to several companies within energy and clean-tech, and is independent of the Company's executive personnel, material business contacts and the major shareholders. Hidetomo Araki currently holds the position as Senior Vice President, Regional Operating Officer of Chemicals in EMEA for Mitsui & Co. Ltd. and is independent of the Company's executive personnel and material business contacts. CVs of the new Board members are enclosed.

The recommended composition of the Board of Hexagon Purus ASA will thus be:

- Espen Gundersen, Chair
- Jon Erik Engeset, Board member
- Martha Kold Bakkevig, Board member
- Rick Rashilla, Board member
- Liv Fiksdahl, Board member
- Susana Quintana-Plaza, Board member
- Hidetomo Araki, Board member

## **2. NOMINATION COMMITTEE**

Pursuant to the Company's articles of association, the nomination committee shall comprise 2-5 members. The present nomination committee of Hexagon Purus ASA comprises the following members:

- Cecilie Amdahl, Chair
- David Bandele, member

The following members are up for election:

- Cecilie Amdahl, Chair
- David Bandele, member

Cecilie Amdahl wishes to step down as Chair of the Nomination Committee but remain as a member, while David Bandele wishes to continue within The Nomination Committee as Chair.

Based on the above, the Nomination Committee makes the following recommendations:

- David Bandele, Chair to be re-elected for a period of 2 years
- Cecilie Amdahl, to be elected as member for a period of 2 years

The recommended Nomination Committee of Hexagon Purus ASA will thus comprise the following:

- David Bandele, Chair
- Cecilie Amdahl, member

### **3. REMUNERATION TO THE BOARD OF DIRECTORS**

The Board of Directors has had a considerable workload in 2022. The Nomination Committee has taken into account information on fees for members in comparable companies, the scope of work and the efforts that the members are expected to invest in their positions in the coming period as well as the general level on salary increase in the Norwegian society since the previous raise in 2021. It is proposed that the fees for the Board of Directors and Board committees are increased by 6.7 per cent from the Annual General Meeting in 2023 and up to the Annual General Meeting in 2024.

- Chair of the Board: from NOK 600 000 to NOK 640 000
- Board members: NOK 300 000 to NOK 320 000

The proposed remuneration for directors reflects the Board's responsibility, expertise and commitment of time as well as the complexity of the Company's operations. Remuneration for the Chair is set higher than for the other Board members because of the additional responsibilities and obligations inherent in these roles.

The Nomination Committee propose that the Board Committee fees are increased by 6.7 per cent from the Annual General Meeting in 2023 and up to the Annual General Meeting in 2024

- Chair: from NOK 60 000 to NOK 64 000
- Members: from NOK 40 000 to NOK 42 700

### **4. REMUNERATION TO THE NOMINATION COMMITTEE**

The Nomination Committee has had a normal workload in 2022. It is proposed that the remuneration is increased by 6.7 per cent resulting in the following remuneration from Annual General Meeting 2023 and up the Annual General Meeting in 2024:

- Chair: from NOK 60 000 to NOK 64 000
- Members: from NOK 40 000 to NOK 42 700

The Nomination Committee's recommendations are unanimous.

\* \* \* \*

Oslo, 2 May 2023

Nomination committee of  
Hexagon Purus ASA

*Cecilie Amdahl*

---

Cecilie Amdahl

*David Bandele*

---

David Bandele

### **Extract of CV Liv Fiksdahl**

Liv Fiksdahl is currently Vice President at Capgemini Invent Norway. Liv Fiksdahl has 20 years' + experience from the bank sector, in which her primary focus has been transformation, technology and operations. She has held several leadership positions within said industry, including close to 11 years as Group EVP of DNB. Her background is a college degree in finance and management, and various additional programs from different universities.

Liv Fiksdahl has extensive experience from various assignments and board positions. In addition to her position at Capgemini she is currently a board member of Posten Norge AS and Arion Banki (Island). She head of Tech Committee, head of Remuneration Committee and member of Audit Committee of Arion Banki. She is also a board member of NOAS, the Norwegian org. for asylum seekers. She has recently served as a board member of i.a. Intrum AB and Scandinavian Airlines System.

### **Extract of CV Susana Quintana-Plaza**

Susana Quintana-Plaza has experience from different positions in various industries, starting with the airplane industry with Boeing, and later in the energy sector, with BP, GE and E.ON. She held various positions in said companies, among others as Senior Vice-President of Technology and Innovation of E.ON SE.

In later years, Susana Quintana-Plaza has worked as the COO for new business and innovation of Galp Energia SA and as strategic advisor. She is currently advisor within energy and ESC at Triton Partners, Strategic advisor at Dante AeroNautical and advisor to Emerald Technology Ventures. She is the founder and former CEO of IDISETA, a stealth mode company focused on the consolidation, growth, and optimization of the installer market for the electrification of the residential and SME markets.

In 2018-2019, Susana Quintana-Plaza was a member of the Supervisory Board of Hexagon Composites ASA and Wirecard AG.

### **Extract of CV Hidetomo Araki**

Hidetomo Araki currently serves as Senior Vice President, Regional Operating Officer of Chemicals in EMEA for Mitsui & Co. Ltd. Mr. Araki joined Mitsui in 2003 and has since held several management positions in Japan, Canada and Germany within the basic and specialty chemicals divisions, performance materials and financial management.

Prior to joining Mitsui, Mr. Araki worked in investment banking and advised on several cross-border M&A transactions in various industries. Mr. Araki holds a B.A. in Economics from Keio University and an Executive Masters degree in Innovation and Entrepreneurship from HEC Paris School of Management.