

RECOMMENDATIONS BY THE NOMINATION COMMITTEE

To the Annual General Meeting (AGM) in Scatec ASA on 24 April 2025

The work of the Nomination Committee

The Nomination Committee of Scatec ASA consists of:

- Kristine Ryssdal (Chair)
- Mads Holm
- Annie Golden Bersagel
- Christian Rom

Information and contact details of the members are available on the Company's website, [Board of Directors - Scatec](#). Equinor, Folketrygdfondet, and DNB Asset Management are large shareholders in Scatec and are represented in the Nomination Committee by Mads Holm, Annie Golden Bersagel and Christian Rom, respectively.

The Nomination Committee has performed its work in accordance with the Instructions for the Nomination Committee latest updated and approved by the Annual General Meeting of Scatec ASA 18 April 2023 and in accordance with the recommendations of the Norwegian Corporate Governance Board ("NCBG" or "NUES").

The Nomination Committee has conducted a thorough evaluation of the board of directors of the Company ("Board") through individual dialogues with the Chair of the Board, the individual Board members and the CEO of the Company. The Nomination Committee has also reviewed the Board's self-evaluation.

The Nomination Committee has contacted the Company's largest Norwegian and foreign shareholders with known addresses with an invitation to provide input and comments on the composition of and potential new candidates to the Board and the Nomination Committee. In addition, through the Company's website, all shareholders are encouraged to give their views on the composition of the Board and the Nomination Committee, as well as their remuneration.

The Nomination Committee is of the view that the Board overall needs broad and varied competence aligned with the strategy and organisation of the Company. Relevant competence includes experience from energy, industry, international operations in developed and emerging economies, finance and capital markets, transformation, sustainability and organisational development. The need for continuity and experience with Scatec is balanced towards the need for gradual renewal of the Board over time.

The Nomination Committee has assessed and interviewed several candidates for the Board.

The recommendations from the Nominations Committee are unanimous.

Item 1 – Election of Board members

As at the date of this recommendation, the Board has the following members:

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| • | <i>Jørgen Kildahl (Chair)</i> | <i>until 2025</i> |
| • | <i>Maria Moræus Hanssen</i> | <i>until 2026</i> |
| • | <i>Mette Krogsrud</i> | <i>until 2026</i> |

- *Espen Gundersen* *until 2026*
- *Maria Tallaksen* *until 2026*
- *Pål Kildemo* *until 2026*

Note that since the previous Annual General Meeting, one board member, Morten Henriksen, resigned with immediate effect after accepting a new management role that posed a conflict of interest for his continued service on the Board.

Jørgen Kildahl has served as Chair of the Board since the Annual General Meeting in 2024. The Nomination Committee proposes to re- elect Jørgen Kildahl as Chair of the Board for a two-year term until the Annual General Meeting in 2027.

The Nomination Committee proposes to elect Jutta Dissen as a new Board member for a two-year term until the Annual General Meeting in 2027.

Jutta Dissen (born 1973) has extensive leadership experience from the renewable energy sector in developed and emerging economies. She was Chief Growth Officer in Mainstream Renewable Power LLP from 2023 until 2025. She held various positions in the RWE group between 2009 and 2023 including amongst others EVP Global Accounts, Partnership and Transactions in RWE Renewable GmbH and Head of Legal M&A for RES segment as well as Head of Legal for Innovation & Venture Capital at Innogy SE (part of the RWE group). She also has experience as Senior Associate and Attorney with Clifford Chance from 2004 to 2008. She has served as a board member in partnerships and internal companies within the RWE group. Dissen is independent of the Company's main shareholders and the Company's executive management and material business contacts, and does not currently hold any other board positions. Nationality: German.

Jutta Dissen's broad experience within the renewable energy sector, including amongst others business development, project development, project financing, partnerships and M&A will bring relevant experience to the Board. She is independent of Scatec's executive personnel, main shareholder, and material business contacts, and does not currently hold any other board positions.

The Company has a continued international growth strategy as a renewable energy solutions provider for the coming years. Toward 2027, the Company has outlined five strategic priorities with clear targets and a focused strategy. Scatec aims to remain a value-driven company, consistently creating impactful projects by harnessing the potential of its workforce, leveraging innovative solutions, and upholding a sustainability profile that builds trust and delivers lasting benefits for all of the Company's stakeholders. The Nomination Committee is of the view that the proposal for Board members overall represents a composition with relevant competence and experience well suited for the Company. The Nomination Committee has also assessed and discussed the overall workload with the Board members and candidates to ensure that they have sufficient time and capacity to exercise their duties. The Nomination Committee is satisfied in this respect.

The composition of the proposed Board meets the requirements of the Nomination Committee instructions and the recommendations of the NUES. Several Board members meet the requirements to be members of the audit committee, including qualifications within accounting and auditing.

Proposed resolutions:

1. *Jørgen Kildahl is re-elected as the Chair of the Board for a two-year term until the Annual General Meeting in 2027.*
2. *Jutta Dissen is elected as a Board member for a two-year term until the Annual General Meeting in 2027.*

Voting will take place separately for the proposed re-election of the Chair as well as the proposed election of the new Board member.

Based on the Nomination Committee's proposal, the Board of Directors of the Company will following the election consist of:

Jørgen Kildahl (Chair)	until 2027
Maria Moræus Hanssen	until 2026
Mette Krogsrud	until 2026
Espen Gundersen	until 2026
Maria Tallaksen	until 2026
Pål Kildemo	until 2026
Jutta Dissen	until 2027

Information about all Board members is included in the appendix to the proposal for the Nomination Committee.

Item 2 – Remuneration to the Board

At the Annual General Meeting in 2024, it was resolved that the Chair of the Board should receive remuneration of NOK 644,000 per year, whilst each Director should receive remuneration of NOK 398,000 per year. The Board members are required to invest at least 20% of the gross remuneration in shares in the Company, until they have shares of a total value corresponding to one year of their gross remuneration.

The Nomination Committee is of the view that remuneration of the Board should be competitive and aligned with the level in relevant listed publicly traded companies in Norway. Independent benchmark studies are considered as well as the general salary regulations in Norway and in the Company. The Nomination Committee proposes an increase of approximately 5.5% to the remuneration to Board members.

The meeting allowance for attendance in Board meetings in Norway for Board members who reside outside of Norway is currently NOK 25,000 per meeting. The Nomination Committee proposes to increase the allowance to NOK 27,500 per meeting.

Proposed resolution:

The annual compensation from the annual general meeting in 2025 until the annual general meeting in 2026 shall be:

The Chair of the Board of Directors

NOK 680,000 per year

Directors of the Board of Directors

NOK 420,000 per year

Meeting allowance for Board members who reside outside of Norway is NOK 27,500 per meeting.

Requirements for investment in the Company for parts of the annual remuneration:

- *The members of the Board must use 20% of the gross board remuneration (excl. remuneration for committee work) to purchase shares in the Company until they (including their personal close associates/companies under their control) own shares of a value corresponding to one year's gross board remuneration (excl. remuneration for committee work).*
- *The purchase of shares shall take place in accordance with applicable statutes and regulations for primary insider trading and the Company's primary insider manual. The purchase may be spread over time but must be completed prior to the 2026 Annual General Meeting and constitute at least 20% of the gross board remuneration.*
- *The shares must be retained for as long as the Board member holds the position. Holdings exceeding one year's board remuneration are not subject to this requirement.*
- *The Nomination Committee shall monitor compliance with the share purchase scheme, and this will be a part of the Nomination Committee's assessment of candidates for election for subsequent periods.*

Item 3 – Remuneration to the members of the Audit and Sustainability Committee and the Organisation and Remuneration Committee.

At the AGM in 2024 it was resolved that the Chair of the Audit and Sustainability Committee would receive annual remuneration of NOK 167,000 per year, the members of the Audit and Sustainability Committee would receive annual remuneration of NOK 100,000 per year, the Chair of the Organisation and Remuneration Committee would receive annual compensation of NOK 83,000 per year and the members would receive annual compensation of NOK 61,000 per year.

The Nomination Committee proposes an increase of approximately 5.5% to the remuneration to the members of the Audit and Sustainability Committee and an increase of approximately 10% to the members of the Organisation and Remuneration Committee due to an increased workload in the Committee.

Proposed Resolution:

The annual compensation from the annual general meeting in 2025 until the annual general meeting in 2026 shall be:

<i>The Chair of the Audit and Sustainability Committee</i>	<i>NOK 176,000 per year</i>
<i>Members of the Audit and Sustainability Committee</i>	<i>NOK 105,500 per year</i>
<i>The Chair of the Organisation and Remuneration Committee</i>	<i>NOK 91,500 per year</i>
<i>Members of the Organisation and Remuneration Committee</i>	<i>NOK 67,000 per year</i>

Item 4 - Remuneration to the Nomination Committee

At the annual general meeting in 2024, it was resolved that the Chair of the Nomination Committee would receive an annual compensation of NOK 67,000 per year and that the members of the Committee would receive an annual compensation of NOK 45,000 per year. The Nomination Committee proposes to increase the fees by approximately 5.5%.

Proposed Resolution:

The annual compensation from the annual general meeting in 2025 until the annual general meeting in 2026 shall be:

<i>The Chair of the Nomination Committee</i>	<i>NOK 70,500 per year</i>
<i>Members of the Nomination Committee</i>	<i>NOK 47,500 per year</i>

Item 5 – Election of members to the Nomination Committee

The Nomination Committee currently consists of:

Kristine Ryssdal (Chair)	until 2026
Annie Golden Bersagel	until 2025
Mads Holm	until 2025
Christian Rom	until 2025

Contact details of the members are available on the Company's website, [Board of Directors - Scatec](#). All members of the nomination committee are independent of the Board and the executive management of the Company.

Annie Golden Bersagel has decided not to stand for re-election. The nomination committee would like to thank her for her four years of service.

The Nomination Committee proposes re-election of Mads Holm and Christian Rom as members of the Committee for a two-year term until the Annual General Meeting in 2027.

The Nomination Committee proposes to elect Ole Jakob Hundstad as new member for a two-year term until the Annual General Meeting 2027.

Ole Jakob Hundstad has since 2008 been a portfolio manager in Folketrygdfondet and is currently responsible for the fund's investments in energy equities. He was portfolio manager and partner in Fondsforvaltning AS from 2001 to 2008, stockbroker in Pareto Securities between 1997 and 2001 and financial analyst in Chase Manhattan Bank Norway between 1995 and 1997. Hundstad is member of the nomination committee of TGS and was previously a member of the nomination committee of PGS. Hundstad holds a Master of Science in Business and Economics from the Norwegian School of Management (BI) and is a Certified European Financial Analyst with an MBA in finance from the Norwegian School of Economics and Business Administration (NHH). Nationality: Norwegian.

Proposed resolution:

- 1. Mads Holm is re-elected as members of the Nomination Committee for a two-year term until the Annual General Meeting 2027.*
- 2. Christian Rom is re-elected as members of the Nomination Committee for a two-year term until the Annual General Meeting 2027.*
- 3. Ole Jakob Hundstad is elected as member of the Nomination Committee for a two-year term until the Annual General Meeting 2027.*

Voting will take place separately for the proposed election of the members of the Nomination Committee.

* * *

Oslo, 31 March 2025
Kristine Ryssdal (Chair)
Mads Holm
Annie Golden Bersagel
Christian Rom

Appendix to the proposal of the Nomination Committee

Information about current members of the Board:

Jørgen Kildahl (Chair) (born 1963) is currently Senior Advisor in Energy Infrastructure Partners, and has extensive leadership experience from the energy sector, including 5 years as EVP in E.ON SE and 11 years in Statkraft AS, including 6 years as CEO of Statkraft Energi AS. In the period 2010-2015 he held various positions in E.ON's group management, in addition to holding several board positions in the same group. Kildahl is a director of the Board of Alpiq AG (not publicly listed). He has previously served on the boards of both Ørsted AS and Telenor ASA. Education: MSc in Economics and MBA from the Norwegian School of Economics, and completion of the Advanced Management Program at Harvard Business School. Kildahl has served on the Scatec Board of Directors since 2021 and has been the Chair of the Board since 2024. Kildahl is independent of the Company's main shareholders and the Company's executive management and material business contacts. Nationality: Norwegian. Kildahl has participated in 9 of 9 Board meetings since the last AGM. Number of shares in Scatec ASA: 10,000.

Maria Moræus Hanssen (born 1965) has extensive experience from the international oil and gas industry, including four years as CEO of DEA AG (Hamburg) and ENGIE E&P International SA (Paris). Moræus Hanssen was the COO and deputy CEO in the merged Wintershall Dea AG until 2020. She has also held executive positions in Norsk Hydro, Statoil (Equinor) and Aker ASA. Moræus Hanssen is a Board member in two listed companies: SLB Ltd. (SLB) and Kosmos Energy Limited (KOS). She is Chair of the Board for Å Energi and the Norwegian National Museum of Art, Architecture and Design. Education: Master of Petroleum Engineering from Norwegian University of Science and Technology and Master of Petroleum Economics from IFP School. Moræus Hanssen has served on the Scatec Board of Directors since 2020. Moræus Hanssen is independent of the Company's main shareholders and the Company's executive management and material business contacts. Nationality: Norwegian. Moræus Hanssen has participated in 8 of 9 Board meetings since the last AGM. Number of shares in Scatec ASA: 13,615 (incl. related parties).

Mette Krogsrud (born 1968) is Managing Director Norway for Korn Ferry International, a role she also held previously (2015-2019). She served as EVP People & Corporate Affairs at Schibsted ASA from 2019 to 2022. Krogsrud has more than 30 years of leadership experience from a broad range of roles across industries, including as Investment Director and Group Director of Organization in Ard Group (2011-2014) and various positions in Schibsted, Elopak, SATS and Dyno Industrier. Education: MSc ("Siviløkonom") from Norwegian School of Economics and Business Administration in Bergen ("NHH") and MSc in Organisational Change from Ashridge/Hult Business School, UK. Krogsrud has served on the Scatec Board of Directors since 2022. Krogsrud is independent of the Company's main shareholders and the Company's executive management and material business contacts. Nationality: Norwegian. Krogsrud has participated in 9 of 9 Board meetings since the last AGM. Number of shares in Scatec ASA: 6,000.

Espen Gundersen (born 1964) has held several positions within Tomra Systems ASA from 1999 to 2022, including CFO from 2003 and deputy CEO from 2009. He played a key role in Tomra's international growth and expansion. He also has experience from various positions in Selmer ASA and Arthur Andersen. He currently holds directorships in three other listed companies: Chair of the Board in Hexagon Purus ASA (Board member since 2020), Chair of the Board in Kid ASA (since 2024, board member since 2022) and Board member in Norsk Hydro ASA (since 2024). He has previous board experience from amongst others Mesta ASA and Kitron ASA. Gundersen has served on the Scatec Board of Directors since 2022 and chaired the Audit and Sustainability Committee since 2024. Gundersen is independent of the Company's main shareholders and the Company's executive

management and material business contacts. Education: MBA from the Norwegian School of Management, Oslo and Certified Public Accountant from the Norwegian School of Economics and Business Administration in Bergen. Gundersen is independent of the Company's main shareholders and the Company's executive management and material business contacts. Nationality: Norwegian. Gundersen has participated in 8 of 9 Board meetings since the last AGM. Number of shares in Scatec ASA: 10,000.

Maria Tallaksen (born 1980) was a Partner at Altor Private Equity from April 2007 until December 2023. During this period, she was actively involved in investment strategies across all sectors, with a focus on driving value for portfolio companies. Prior to Altor, she worked at Morgan Stanley in London, from September 2004 to April 2007. For the first two years, she was an analyst in the Financial Institutions Group within Global Capital Markets. From 2006, she was an analyst in Generalist M&A within Investment Banking. She is a Board member in the listed companies SATS ASA and VOW ASA. She is also a board member of Hafslund AS. She was previously a board member of Faun Gruppen AS. Tallaksen is independent of the Company's main shareholders and the executive management and material business contacts. Education: Master in Business with a Major in Finance from BI Norwegian School of Management. She also pursued studies in Information Technology and Mathematics at the University of Oslo. Nationality: Norwegian. Tallaksen has participated in 8 of 9 Board meetings since the last AGM. Number of shares in Scatec ASA: 1,300

Pål Kildemo (born 1984) is currently EVP CFO of Emirates Global Aluminium. He held the position as EVP CFO for Norsk Hydro ASA from 2019 until March 2024. Prior to that, he held several leading positions in Norsk Hydro from 2008, including Head of Finance Primary Metal (2016 - 2019), Head of IR and IRO (2013 - 2016), and Energy Trader (2010 – 2013). He is Chair of the board of ZNL Energy AS. He has previous board experience from several companies, including as Chair of the Board of Hydro Aluminium AS and Board member in SIKT Alumni, Future Global Leaders, and Industriforsikring AS. Kildemo is independent of the Company's main shareholders, the executive management and material business contacts. Education: Economics and Finance Master of Arts from Heriot Watt University and studies in Project Management from Skema Business School. Nationality: Norwegian. Kildemo has participated in 5 of 9 Board meetings since the last AGM. Number of shares in Scatec ASA: 5,000.

Proposed new board member:

Jutta Dissen (born 1973) has extensive leadership experience from the renewable energy sector in developed and emerging economies. She was Chief Growth Officer in Mainstream Renewable Power LLP from 2023 until 2025. She held various positions in the RWE group between 2009 and 2023 including amongst others EVP Global Accounts, Partnership and Transactions in RWE Renewable GmbH and Head of Legal M&A for RES segment as well as Head of Legal for Innovation & Venture Capital at Innogy SE (part of the RWE group). She also has experience as Senior Associate and Attorney with Clifford Chance from 2004 to 2008. She has served as board member in partnerships and internal companies within the RWE group. Nationality: German. Dissen is independent of the Company's main shareholders and the Company's executive management and material business contacts, and does not currently hold any other Board positions. Number of shares in Scatec ASA: 0

Jutta Dissen's broad experience within the renewable energy sector including amongst others business development, project development, project financing, partnerships and M&A will bring relevant experience to the Board.

Information about current members of the Nomination Committee

Kristine Ryssdal (Chair) has since 2016 been EVP General Counsel in Yara International ASA. She previously held leading positions in both Equinor ASA and REC ASA. Ryssdal has since 2018 been a member of Norges Bank's Executive Board. Further, she has experience from the board of Borregaard ASA. Ryssdal is Cand. Jur. from University of Oslo, Norway and holds an LL.M degree from London School of Economics. Ryssdal is admitted to the bar of the Supreme Court of Norway. Nationality: Norwegian.

Mads Holm has since 2024 been Group CFO of ISS AS. Holm was employed by Equinor between 2012 and 2024 and held several leading positions including the latest position as Senior Vice President & Head of Finance in Equinor ASA, where he among other things was responsible for Equinor's financial investments within the renewable industry. From 2003-2012 he was employed by Danske Markets. Holm holds a Master of Business and Accounting from Copenhagen Business School. Nationality: Danish.

Christian Rom has been a portfolio manager for DNB Asset Management's global environmental strategies since 2010. Prior to his position with DNB, Rom worked at Carnegie Securities as a sell-side equity analyst specializing in technology, mining and renewables. Rom holds a Master of Science in Business and Economics from Norwegian School of Management (BI) from Oslo, Norway. Nationality: Norwegian.

Proposed new member of the Nomination Committee:

Ole Jakob Hundstad has since 2008 been a portfolio manager in Folketrygdfondet and is currently responsible for the fund's investments in energy equities. He was portfolio manager and partner in Fondsforvaltning AS from 2001 to 2008, stockbroker in Pareto Securities between 1997 and 2001 and financial analyst in Chase Manhattan Bank Norway between 1995 and 1997. Hundstad is member of the nomination committee of TGS and was previously a member of the nomination committee of PGS. Hundstad holds a Master of Science in Business and Economics from the Norwegian School of Management (BI) and is a Certified European Financial Analyst with an MBA in finance from the Norwegian School of Economics and Business Administration (NHH). Nationality: Norwegian.