



**THE NOMINATION COMMITTEE'S PROPOSAL TO
THE ANNUAL GENERAL MEETING IN
ENSURGE MICROPOWER ASA (THE "COMPANY")
ON 14 MAY 2024**

Presentation of the work of the Nomination Committee

The Nomination Committee was elected at the Annual General Meeting ("AGM") on 24 May 2023 and has been comprised of Robert N. Keith (Chair), Rune Sundvall, and Christian Schlytter-Henrichsen.

In addition to communicating with each other, the Nomination Committee has been in contact with the Company's management, the Chair of the Board, Board members and some of the largest shareholders in the Company. Information obtained from these contacts has formed the basis for a specification of the desired profile of the Board members.

Being registered in Norway, the composition of the board must comply with Norwegian legislation regarding gender and nationality/residence of the Board members. Presently all three members have Norwegian nationality and residence. One out of three board members is female, and all three board members reside and are citizens in the EU/EEA.

Agenda Item 9 in Notice of the Annual General Meeting; Board election

The current Board consists of Terje Rogne (Chair), Morten Opstad and Nina Riibe. The current Board members are presented in the 2023 annual report.

Terje Rogne and Morten Opstad were elected for a two-year term at the 2023 Annual General Meeting. Nina Riibe was elected for a two-year term at the Extraordinary General Meeting on 11 July 2023.

None of the Board members are up for election at this Annual General Meeting, but the Nomination Committee still need to evaluate and assess whether there are reasons for proposing changes to the board or add additional Board members. After the Nomination Committees consultations with the management and Chair of the Board, and other shareholders, no changes or additions to the Board are proposed at this time.

The Board members are also willing to continue for the second term of their elected period.

The Nomination Committee proposes, in light of all of the above, the following resolution to be approved by the Annual General Meeting:

Terje Rogne, Chair of the Board, and Morten Opstad and Nina Riibe continue as board members for the second term of their elected period.

Further to the foregoing, the proposal is therefore that the Board, following the Annual General Meeting, will consist of Terje Rogne (Chair), Morten Opstad and Nina Riibe.

Agenda Item 10 in Notice of the Annual General Meeting; Board remuneration

10.1 Remuneration to the members of the Board for the period 2023-2024

The remuneration to the members of the Board for the period from the Annual General Meeting in 2023 to the Annual General Meeting in 2024 was approved at the 2023 Annual General Meeting on 24 May 2023. However, the remuneration was amended and reduced at the Extraordinary General Meeting on 11 July 2023 due to the economic situation in the Company.



The annual remuneration of each Board member was proposed to be similar to the remuneration approved for the Chair of the Company, being NOK 300,000, payable quarterly in arrears.

The Board members were also granted subscription rights, Terje Rogne at the Annual General Meeting in 2023 and Morten Opstad and Nina Riibe at the Extraordinary General Meeting on 11 July 2023.

The Nomination Committee proposes to apply the same level of cash remuneration for the period from the 2024 Annual General Meeting until the 2025 Annual General Meeting

The Nomination Committee therefore proposes the following resolution to be approved by the Annual General Meeting in respect of remuneration to the members of the Board for the period from the 2024 Annual General Meeting until the 2025 Annual General Meeting:

Chair of the Board, Terje Rogne, and Board members Morten Opstad and Nina Riibe shall each receive a cash remuneration of NOK 300,000 as a fixed annual fee paid quarterly in arrears with first payment due 31 August 2024 for service on the Board from the date of the 2024 Annual General Meeting until the date of the 2025 Annual General Meeting.

Agenda Item 11 in Notice of the Annual General Meeting; Remuneration to the Nomination Committee

The Nomination Committee proposes the following resolution to be approved by the Annual General Meeting:

The Chair of the Nomination Committee, Robert N. Keith, has waived his right to a remuneration fee. Each of the other members, Rune Sundvall and Christian Schlytter-Henrichsen, shall receive a remuneration of NOK 15,000 for service on the Nomination Committee from the date of the 2023 Annual General Meeting until the date of the 2024 Annual General Meeting.

Agenda Item 12 in Notice of the Annual General Meeting; Nomination Committee election

All Nomination Committee members have expressed a willingness to continue as members of the Committee. Hence, the Nomination Committee proposes that:

Members of the Nomination Committee Robert N. Keith, Rune Sundvall, and Christian Schlytter-Henrichsen are re-elected for a new one-year term.

13 May 2023

The Nomination Committee of Ensurge Micropower ASA