

## Proposal from the nomination committee of AMSC ASA to the annual general meeting to be held on 24 April 2025

The nomination committee of AMSC ASA is comprised of Charlotte Håkonsen (chair) and Ingebret G. Hisdal. Hilde K. Ramsdal serves as deputy member to the committee.

The nomination committee has held six meetings since the 2024 annual general meeting, amongst others reviewing the board's performance for 2024 and the board composition. As a basis for its assessments, the committee has conducted individual meetings with the chair of the board, all other shareholder elected directors of the board and the CEO. The committee has also received feedback from individual shareholders concerning the composition of the board.

In connection with the annual general meeting of AMSC ASA to be held on 24 April 2025, the nomination committee submits the following unanimous proposal:

### 1. Election of directors to the board

The board has three shareholder-elected directors, Annette Malm Justad (chair), Peter D. Knudsen (director) and Frank O. Reite. (director). Attendance at board meetings has been satisfactory from all members. Annette Malm Justad's term ends in 2025. The nomination committee proposes that Annette Malm Justad is re-elected in her position for a period up to two years.

In its deliberations, the nomination committee has emphasized that a well-functioning board should have a composition that covers all relevant fields of competence and experience to discharge its oversight responsibilities in a good manner. It is the nomination committee's view that the proposed board composition ensures such qualities. For the same reasons, the nomination committee proposes that the annual general meeting makes a joint vote over the entire proposed board composition.

The proposed board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for corporate governance (NUES).

If the general meeting adopts the above proposal, the board of AMSC ASA will comprise the following shareholder-elected directors:

#### Board of directors:

- Annette Malm Justad (chair)
- Peter D. Knudsen (director)
- Frank O. Reite (director)

#### Election period:

2025-2027  
2024-2026  
2024-2026

A presentation of all the directors of the board, including information of which directors are considered to be independent, is to be found on page 9 in the annual report for 2024.

### 2. Election of members to the nomination committee

The nomination committee has two shareholder-elected members, Charlotte Håkonsen (chair) and Ingebret G. Hisdal. In addition, Hilde K. Ramsdal serves as deputy member to the committee. Hilde K. Ramsdal's term ends in 2025. The nomination committee proposes that Hilde K. Ramsdal is re-elected as deputy member for a period up to two years.

### 3. Proposed fees for the board of directors

The general meeting shall determine the remuneration of the board, and the nomination committee based on a proposal from the nomination committee. The remuneration survey carried out by the Norwegian Board Members Institute on board fees for 2024 as well as estimated general salary growth in 2025, has been the basis for the committee's assessments.

The nomination committee proposes that the fees to the members of the board are increased with approximately 4.5% for the period from the annual general meeting in 2024 to the annual general meeting in 2025. Further the nomination committee proposes that the same remuneration rates shall apply for the period from the annual general meeting in 2025 to the annual general meeting in 2026. If the Company is liquidated prior to the annual general meeting in 2026, or a member of the board otherwise resigns prior to expiry of the term, the fees for the period from the annual general meeting in 2025 up to the annual general meeting in 2026 shall be adjusted pro rata for the term in service.

Position	Proposed fees 2024 - 2025 (NOK) 2025 - 2026 (NOK)	Fees 2023 - 2024 (NOK)
Chair	614 000	588 000
Directors	482 000	461 000

### 4. Proposed fees for the nomination committee

The fees for the chair and members of the nomination committee are proposed increased with approximately 4.5% for the period from the annual general meeting in 2024 to the annual general meeting in 2025. Further, the nomination committee proposes that the same remuneration rates shall apply for the period from the annual general meeting in 2025 to the annual general meeting in 2026. If the Company is liquidated prior to the annual general meeting in 2026, or a member of the nomination committee otherwise resigns prior to expiry of the term, the fees for the period from the annual general meeting in 2025 up to the annual general meeting in 2026 shall be adjusted pro rata for the term in service.

Position	Proposed fees 2024 - 2025 (NOK) 2025 - 2026 (NOK)	Fees 2023 - 2024 (NOK)
Chair of the nomination committee	57 000	55 000
Member of the nomination committee	46 000	44 000

The chair of the nomination committee is a representative of Aker ASA. As per normal practise of Aker, senior executives are not personally permitted to receive directors' or nomination committee fees. The fees are in such cases paid directly to the company of which the relevant director or nomination committee member is an employee. Consequently, the fee for the period from the previous annual general meeting until the 2025 annual general meeting applicable to Charlotte Håkonsen will be paid to Aker ASA.



Fornebu, 1 April 2025

On behalf of the nomination committee of AMSC ASA

Charlotte Håkonsen

Chair of the nomination committee