

# Recommendation from the Nomination Committee of Sentia ASA (“the Company”)

## The Nomination Committee’s proposal to the Annual General Meeting 2026

The Nomination Committee consists of Helge Midttun (Chair) and Magnus Stephensen, and the Committee’s mandate follows from the Company’s articles of association section 10. The Nomination Committee notes/proposes the following:

- 1) The Nomination Committee notes that all board members have been elected up to and including the ordinary general meeting in 2027. As, in the Nomination Committee’s assessment, the board work functions very well, no mandates expire and no board members have wished to resign from their positions, no proposals are made for changes to the board.
- 2) The Nomination Committee proposes that the general meeting resolves to re-elect the Nomination Committee, i.e. re-elect Helge Midttun (Chair) and Magnus Stephensen (member) for the period up to the ordinary general meeting in 2027.
- 3) The Nomination Committee proposes that the general meeting resolves that fees to board members elected by the general meeting as well as the Nomination Committee shall be paid for 2025/2026 as follows:

(NOK thousands)		Remunerat ion	Supplement for committee participation		Total
Name	Role	2025/ 2026	Chair of the committee	Member of the committee	Compensation
Finn Bjørn Ruyter	Chair of the Board, Chair of the Remuneration Committee, permanent member of the Project Committee and member of the Audit Committee	750	100		850
Gyrid Skalleberg Ingerø	Board member, Chair of the Audit Committee	500	150		650
Gunnar Hagman	Board member, Chair of the Project Committee and member of the Audit Committee	500	150		650
Jacob Landén	Board member, member of the Remuneration Committee and the Audit Committee	500		50	550
Matilda Vinje	Board member, member of the Remuneration Committee and the Audit Committee	500		50	550
Helge Midttun	Chair of the Nomination Committee	100			100
Magnus Stephensen	Member of the Nomination Committee	75			75

- 4) The Nomination Committee proposes no changes to the instructions for the Nomination Committee that were adopted at the extraordinary general meeting on 25 May 2025 and that apply until further notice.

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## **Report on the Nomination Committee’s work leading up to the general meeting in 2026**

The Nomination Committee was appointed at the extraordinary general meeting on 25 May 2025, at which the detailed instructions for the Nomination Committee’s work were also adopted. The Nomination Committee consists of Helge Midttun (Chair) and Magnus Stephensen. Information about the composition of the Nomination Committee as well as how shareholders may submit proposals to the Nomination Committee is available on the Company’s website. The Nomination Committee’s tasks include preparing proposals for the election of board members and members of the Nomination Committee, as well as proposals for the remuneration of such members.

The Nomination Committee has held three meetings with minutes. In addition, the Nomination Committee has maintained ongoing contact. All members of the Nomination Committee have attended the meetings, and all resolutions of the Nomination Committee have been unanimous.

The Nomination Committee has familiarised itself with the board’s work and the specific requirements that the Company’s business and strategy impose on the board’s competence and composition. The Nomination Committee has participated in the board evaluation carried out in 2025. The Nomination Committee has also conducted individual interviews with the Chair of the Board and the Chair of the Project Committee. The Company’s Chief Executive Officer has attended a meeting of the Nomination Committee, inter alia to present the Company’s business and to have an opportunity to explain their view of the board work and the cooperation with management.

### **The Nomination Committee’s rationale for the proposals**

The current board was elected at the ordinary general meeting on 17 March 2025 for a term of two years, i.e. up to and including the ordinary general meeting in 2027. Consequently, no mandates expire in 2026. All board members have confirmed to the Nomination Committee that they wish to complete their term of office.

The Nomination Committee’s assessment is that the board work functions very well. The current board is well composed, and the members are considered to have suitable experience and competence in areas that are material to the Company, taking into account the Company’s stage of development and other relevant circumstances. The members have shown strong commitment and have had a very high meeting attendance. The Nomination Committee believes that all members are able to continue to devote the necessary time and commitment to their board positions. Overall, the Nomination Committee considers that there is no need to change or supplement the current board.

The Nomination Committee’s mandate expires at the ordinary general meeting. The Nomination Committee considers that the work of the Nomination Committee has functioned well, and the members have declared themselves willing to stand for re-election. The Nomination Committee believes that there is currently no need to expand the Nomination Committee. Nor have any such input or requests been received from other stakeholders.

As regards the proposal for board remuneration, the Nomination Committee has assessed the remuneration with a view to ensuring that it is competitive, so that the Company can attract and

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retain board members with the competence and experience considered important both for the board work and for the Company. In this context, the Nomination Committee has also made a comparison with other companies of similar size, business and complexity. The Nomination Committee considers that the proposed remuneration for the board members as well as the members of the Nomination Committee is reasonable and in the Company’s best interest.

### **Proposals from shareholders**

Shareholders have had the opportunity to submit proposals to the Nomination Committee in accordance with the information on the Company’s website. No such proposals have been received.