

RECOMMENDATIONS BY THE NOMINATION COMMITTEE OF Zalaris ASA

TO

THE GENERAL MEETING TO BE HELD ON 19th of June 2024

1. Election of Board members

The nomination committee of Zalaris ASA (the "Company") has in connection with the preparation of the recommendations set out herein been in contact with the Company's largest shareholders, seeking their input generally and specifically in respect of the competence required by the Company, the CEO, the chairman and the Company's Board of Directors (the "**Board**").

The nomination committee has on this basis held several meetings to discuss the composition of the Board and Board member candidates to ensure that its recommendations are representative of the views of the largest shareholders, that the Board has sufficient expertise and experience to handle both its routine operational responsibilities and the strategic challenges that the Company faces, that the composition of the Board is balanced, both with respect to age and gender, that the Board as a whole is sufficiently representative of the Company's shareholders and that the candidates are sufficiently independent of the Company's executive management and, in light of their other roles and responsibilities, have sufficient time available to carry out their duties as a member of the Board, in accordance with the recommendations set out in the Norwegian Code of Practice for Corporate Governance and the Instructions for the Nomination Committee adopted by the Company.

Pursuant to the article 5 of the Company's articles of association, the board of directors of the company shall consist of 3 to 10 board members.

The Board currently consists of 5 members, 5 elected by the shareholders and 0 selected by and among the employees of the Company.

After having made due considerations of the applicable requirements and recommendations regarding the composition of the Board, the Company's need for expertise, independence, continuity, capacity and diversity, as well as the improved development of the business in 2023, **and the fact that Zalaris announced a strategic review process on the 2nd of April 2024**, the nomination committee has unanimously resolved to recommend the following candidates to be re-elected to the Board:

- a) Election of Adele Bugge Norman Pran (Chair), Liselotte Hægertz Engstam, Jan M. Koivurinta, Kenth Eriksson and Erik Langaker as Board members for the period until the annual general meeting in 2024.**

Adele Bugge Norman Pran Board Member, (1970)

Adele Bugge Norman Pran works as an independent consultant. She has extensive private equity experience and worked 12 years as a Partner and CFO at Herkules Capital. Prior to joining Herkules Capital, Mrs Pran worked in PWC Deals, advising on merger and acquisitions.

Mrs Pran holds a Master of Law from the University in Oslo and a Master in Auditing and Accounting from NHH Norwegian School of Economics. Mrs. Pran has extensive board experience and serves currently on the boards of YARA ASA, ABG Sundal Collier ASA, B2 Holding ASA, Hitec Vision AS and Motor Gruppen AS.

Liselotte Hägertz Engstam Board Member, (1960)

Liselotte Engstam is a seasoned executive with extensive experience in technology, engineering and services including BPO and SaaS, across Europe, America, and India. She serves as a Non-Executive Chair and Board Director at listed, PE-owned, and private companies, and contributes to the Climate Governance Initiative and Boards Impact Forum. As the founder of Think Tank Digoshen, she drives innovation in startups, board development, academic research and modern leadership practices. A visiting lecturer at INSEAD and author of key works on corporate governance, she is globally recognized for her expertise in Corporate Governance, Digital Transformation and Sustainability. Ms. Engstam is a Fellow at Institute of Coaching, Harvard and at Salzburg Corporate Governance Forum and holds a M.Sc. in Civil Engineering, Board Certification IDP-C from INSEAD, and Certifications in Digital Strategy and AI from INSEAD, IMD, and Institute For the Future.

Jan M. Koivurinta Board Member, (1960)

Jan M. Koivurinta is a Finnish Citizen. He has extensive international business experience gained through various leadership positions in several industry sectors ranging from oil & chemicals, recreational facilities and spa's, asset management, executive search, M&A advisory to the defence and security industry.

Mr. Koivurinta has broad experience of implementing international acquisitions and integrations in both Europe, US and Asia. Today, he mainly works with his own SME companies and investments in start-ups. He also acts as Senior Advisor to the Nammo group executive board and business & industrial advisor to Kongsberg Defence & Aerospace.

Mr. Koivurinta's educational background includes a M.Sc. in political sciences and law from Helsinki University in Finland, an MBA from IMD in Switzerland, as well as being alumni of MIT's Entrepreneurship Center in Cambridge, Massachusetts in the United States, and of the Finnish National Defence Programme and the French L'Institut des hautes études de défense nationale.

Kentth Eriksson Board Member, (1961)

Mr Eriksson, a Swedish citizen, is Co-founder and partner in Athanase Industrial Partner. He has extensive experience from international business including BPO business and Private as well as Public Equity. He is presently a member of the board of Addtech AB and also served on the board of Zalaris 2019-2020.

Mr Eriksson have had different roles within AB Electrolux including production, product management and marketing, and Managing Director in different countries. He also co-founded and was the CEO of Tradimus AB. Tradimus was a BPO-company (business process outsourcing) with focus on order to delivery with over 1 billion SEK in turnover. Together with Nordic Capital the company added significant turnover through acquisitions including Personnec, a company quite similar to Zalaris.

Mr. Eriksson's educational background includes a M.Sc. from Kungliga Tekniska Högskolan in Stockholm and a MBA from Ohio State University USA.

Erik Langaker Board Member, (1963)

Mr Erik Langaker is a Norwegian citizen. He is a full-time technology Investor and entrepreneur. He invests through his company Vestland Group and takes an active role in following up on his investments, and currently holds approximately 1.1 million shares in Zalaris, split between Vestland and a Lux based Unit link structure.

He has been instrumental in founding, building and developing several Companies such as Payex Group, Talkmore, StormGeo Group, Datarespons ASA, Online Media Group (OMG), CMR Surgical (UK) Ltd., Resoptima AS, EPC Plc and Brandmaster Group. Several of these companies have had a clear BPO strategy and have grown to become international champions in their fields.

Mr Langaker was a student at BI Norwegian Business School, but dropped out to focus on his first company, Delphi Economics AS. He has been a member of NFF since 1984.

Provided that the general meeting elects the Board members recommended above, the Board will consist of the following shareholder elected members with effect from the general meeting until we see the outcome of the strategic review and or until the next general assembly:

	Candidate	Period:
1	Adele Bugge Norman Pran	2024 – 2025
2	Liselotte Hægertz Engstam	2024 – 2025
3	Jan Koivurinta	2024 – 2025
4	Kenth Eriksson	2024 – 2025
5	Erik Langaker	2024 – 2025

It is the opinion of the nomination committee that the above composition of the Board will comply with recommendations and requirements pertaining to continuity, independence, professional competence (including qualifications for an Audit Committee) and representation of both genders.

2. Remuneration

The nomination committee proposes the following remuneration to the Board of directors and to the Audit- and the Remuneration committee:

- a) Board of directors
NOK 525.000 to the chairman and NOK 260.000 to board members.
- b) Audit committee
NOK 60.000 to the leader and NOK 45.000 to members.
- c) Remuneration committee
NOK 30.000 to the leader and NOK 20.000 to members.

3. Nomination Committee

The nomination committee proposes Bård Brath Ingerø (leader), Sven Thorén and Nicolay Eger to the nomination committee until the general assembly in 2025.

The nomination committee proposes NOK 30.000 to the leader and NOK 25.000 to the members as remuneration.

Oslo 23rd of May 2024

Bård Brath Ingerø
Chairman
Sign.

Sven Thorén
Sign.

Ragnar Horn
Sign.