

## **REPORT AND RECOMMENDATIONS FROM THE NOMINATION COMMITTEE IN PHOTOCURE TO THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 5, 2025**

### **1) NOMINATION COMMITTEE MANDATE AND MEMBERSHIP**

The mandate of the Nomination Committee is stipulated in the Articles of Association § 7:

*“The company shall have a Nomination Committee.*

*The Nomination Committee shall make recommendations to the general meeting regarding election of shareholder-elected members of the Board of Directors, remuneration to the members of the Board of Directors, election of members to the Nomination Committee and remuneration to the members of the Nomination Committee.*

*The Nomination Committee shall consist of two to three members out of whom at least two shall be shareholders or representatives of shareholders. The members of the Nomination Committee, including the chairperson of the Nomination Committee, are elected by the general meeting for a term of one year. Remuneration to the members of the Nomination Committee is determined by the general meeting.*

*The general meeting shall resolve the instructions for the Nomination Committee.”*

At the Annual General Meeting (AGM) on May 23<sup>rd</sup> 2024, Robert Blatt (leader), Lars Viksmoen and Hans Peter Bøhn were elected to the Nomination Committee.

### **2) THE ACTIVITIES OF THE NOMINATION COMMITTEE**

The committee has been in contact with the Board chair, Dylan Hallerberg. The CEO, Dan Schneider has also been consulted. All Board members have been interviewed by at least one member of the Nomination Committee. The interest of largest shareholder, Briarwood Capital has been represented through Robert Blatt.

### **3) PROPOSED COMPOSITION OF THE BOARD OF DIRECTORS**

Following the AGM in 2024 the composition of the Board was elected with three members that have functioned during the term leading up to the AGM in 2025. The size of the Board is small and appears to function well, with the ability to respond to the company's needs in an efficient manner. The Nomination Committee's finds that the skillsets and experience of the Board members are well matched to the expected need of Photocure over the coming 12 months as well. The interaction and collaboration between the Board and the Executive Management is also working well. The reduced size of the Board has inherently increased the workload for the directors.

All Board members are up for election, and all have agreed to be nominated for re-election. Dylan Hallerberg has continued his successful tenure as Board chair, and we propose Dylan continue as chair. We propose that Ghizlane Tagmouti and Neal Shore are re-elected as Board members. Information about the Board members is presented on Photocure's website.

The Nomination Committee proposes the following Board is to be elected at the 2025 AGM:

Dylan Hallerberg (Board chair)	(re-election)
Neal Shore (Board member)	(re-election)
Ghizlane Tagmouti (Board member)	(re-election)

All proposed candidates are independent of major shareholders. The proposal from the Nomination Committee is based on a careful evaluation of the Board's composition and function versus the company's needs. It is our belief that the proposed Board is eminently suited to help meeting the challenges the company faces at present and up to the ordinary AGM in 2026.

#### 4) REMUNERATION OF BOARD MEMBERS

During the year 2024, the Nomination Committee has noted an increased workload for the Board members. Photocure has a small Board and the Nomination Committee has found it appropriate that the Board remuneration is increased to reflect that the scope of work for each of the chair and the Board members have increased. As all of the Board members are domiciled outside Norway they are also exposed to the fluctuation and reduced value of the NOK versus EUR and USD as well as general inflation. The Nomination Committee proposes to raise the value of the total remuneration by approximately 25% for Board members and the chair from the 2025 AGM. We propose that the value of the raise be composed entirely of the Options parts of the remuneration package.

##### 4a) Cash remuneration

For the 2025 AGM we propose to leave the cash compensation unchanged, while continuing to gradually phase in stock options to supplement the cash remuneration.

Chairperson: NOK 620 000 annually

Board members: NOK 360 000 annually

##### 4b) Stock options

The Nomination Committee proposes that the 2025 AGM resolves to raise the number of stock options to the Board of Directors. in such a way that the value of the increase corresponds to an approximate increase of 25% for Board members and the chair vs. last year's total remuneration package (Cash plus Options).

The Nomination Committee proposes that the Board members, in addition to the cash compensation proposed under 4a (above), shall receive a number of options corresponding in value to 25% of the remuneration paid to Board members in the current year, based on a Black-Sholes formula. Options may be granted at terms similar to the existing share option program for management, with the following adjustments:

- Pricing – the strike price will be set at a 10% premium to the weighted average closing price in the 30 business days following the AGM
- Options are granted starting this year, following the 2025 AGM.
- The expiration of each option is 5 years from date of vesting
- The share options shall vest upon completion of a one-year term as a Board member, defined as the period from the annual general meeting that elects the Board member until the first following annual general meeting
- At retirement/non-reelection of a Board member, all granted options vest immediately followed by a limited exercise window
- The nomination committee shall monitor the Board option program, and shall decide the further terms and conditions for the program, including claw back regulations

The Nomination Committee proposes to authorize 43,815 shares to be issued underlying stock options for the Board (about 16.2bps of annual gross dilution): Each Board member will receive 11,351 options with the Chair entitled to 21,113 options.

#### 4c) Compensation for time spent on international travel

As an extra incentive for attracting Board members from outside Norway, the Nomination Committee proposed in 2017 to compensate Board members for the working hours lost while on international travel. The arrangement pertains to Photocure Board members domiciled abroad and is applicable for travels to and from Board meetings.

The Nomination Committee proposes to continue the scheme:

*For each working hour thus spent traveling, Board members domiciled outside Norway are compensated the equivalent of EUR 125.*

#### 5) COMPOSITION OF THE NOMINATION COMMITTEE

Hans Peter Bøhn (member) has indicated to the Nomination Committee that he will not be available for re-election. The two other members of the Nomination Committee wish to be re-elected for another period and as follows: Robert Blatt (chair) and Lars Viksmoen (member)

The Nomination Committee may consist of two persons pursuant to Photocure's Articles of Association § 7. The Nomination Committee believes that a composition with Blatt and Viksmoen will be functioning well and capable of attending to the interests of shareholders and the company with respect to the mandate of the committee.

The Nomination Committee proposes the following Nomination Committee is to be elected at the 2025 AGM:

Robert Blatt (chair)	(re-election)
Lars Viksmoen (member)	(re-election)

#### 6) REMUNERATION OF THE NOMINATION COMMITTEE

Our proposed remuneration of the Nomination Committee for the period ending at the 2025 AGM is:

Committee members: NOK 20,000

Robert Blatt has chosen to forgo any remuneration for his work on the Nomination Committee.

\* \* \*

The proposals from the Nomination Committee are unanimous.

New York, April 8, 2025

Robert Blatt

(Committee Leader)