



## **CHARTER FOR THE NOMINATION COMMITTEE OF ELTEK ASA**

### **1. Mandate**

The Nomination Committee (the Committee) shall propose candidates relating to the Annual General Meeting's election of shareholders' members and deputy members to the Board of Directors (the Board).

### **2. Composition**

The Nomination Committee is composed and elected pursuant to the Company's Articles of Associations.

Members of the Nomination Committee shall act for two years unless removed or replaced by a resolution of the Annual General Meeting at any time.

The Nomination Committee is independent of the Board and the Company's executive management, but may include one or more members who are also members of the Board.

### **3. Meetings**

Meetings of the Nomination Committee shall be convened by the Chairman of the Committee.

Each of the members of the Nomination Committee, as well as the Chairman of the Board, has the right to demand that a meeting be convened. The Chairman of the Committee decides the meeting format.

The Nomination Committee constitutes a quorum when all members have been given the opportunity to participate and half or more of the Committee's members do participate. In case of an equal vote, the Chairman has the casting vote.

Minutes shall be taken of the committee meetings. The minutes shall be signed by all participating members.

The Nomination Committee suggests new members for election by the General Meeting, after consultation with the largest shareholders of the company.

### **4. Duties and Responsibilities**

The duties of the Nomination Committee are to:

- submit a recommendation to the Annual General Meeting relating to the election of members and deputy members to the Company's Board



## **5. Procedures**

The nomination Committee's recommendations must at all times satisfy the requirements relating to the composition of the Board laid down in applicable legislation and regulations of any stock exchanges on which the Company's shares are listed.

The Nomination Committee will enumerate the desired profile of prospective Board Members, taking into account the mix of skills and background of the current sitting Board Members, an optimal mix of skills and experience for a future Board. In developing the desired profile, the Nomination Committee must take into account the recommendations relating to the composition of the Board given in the Norwegian Code of Practice on Corporate Governance, and any other relevant recommendations relating to corporate governance. The profile will be communicated to the Board and to the Executive Management. Both groups will be offered opportunity to comment on the profile. The Nomination Committee will review the profile as required, but at least on an annual basis.

The Nomination Committee may contact shareholders, members of the board of directors, the management and external advisers. Shareholders shall be given the opportunity to propose Board member candidates to the Nomination Committee.

The Nomination Committee shall give weight to the proposed candidates' experience, qualifications, and their capacity to serve as officers of the Company in a satisfactory manner.

Emphasis will also be given to ensuring reasonable representation in terms of gender and background, and to ensuring the independence of members of the Company's Board.

If the Board has prepared an evaluation of the Board's work, the Nomination Committee shall examine such report, and take its contents into consideration when making its recommendations.

Before recommending the proposed candidates, the Nomination Committee shall conduct interviews with each proposed candidate. In its efforts to assess qualifications and fit of a prospective candidate, the Nomination Committee may request that members of the Board and Executive Management Team participate in the interview process. At least one interview will be conducted with each prospective candidate by the Nomination Committee alone, without other members of the Board or Management present. In the course of the interview process, the Committee will ask the candidates whether they are willing to serve as a board member or, if applicable, as the Chairman of the Board. Only candidates who have confirmed that they are willing to take on such office shall be recommended.

The Nomination Committee will oversee, on behalf of the Board, the relationship with any executive recruiting firms engaged to assist in recruiting new members to the Board. The committee will maintain an ongoing list of candidates for recruitment to the Board so the list will always be available as a resource to the Board.

The Nomination Committee must justify its recommendations and provide relevant information about the candidates. Any dissenting votes shall be stated in the recommendation.

The names of the Nomination committee's proposed candidates shall be available in time to be sent together with the notice of the Annual General Meeting, so that the shareholders have an opportunity to submit their views on the recommendation to the Nomination Committee ahead of the meeting.

The Chairman of the Committee, or a person authorized by the Chairman, shall present the Committee's recommendations to the Annual General Meeting, and give an account of the reasons for its recommendations.



**6. Remuneration**

The Compensation Committee of the Board of Directors will recommend a fee structure to be paid to the Nomination Committee. The Annual General Meeting will approve the fee to be paid to the members of the Nomination Committee. The Nomination Committee's expenses shall be covered by the Company.