



Document:	Instructions for the Nomination Committee in Lifecare AS
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Instructions for the Nomination Committee

in

Lifecare AS

1. PURPOSE

The Nomination Committee (the "**Committee**") shall nominate candidates for the Board of Directors of Lifecare AS (the "**Company**") and advice on the remuneration for the Board members. The Committee shall also nominate candidates to the Committee and advice on the remuneration for the members of the Committee.

The guidelines specified in this instruction shall ensure that the composition of the Committee, its working methods and nominations of candidates is based on independence and impartiality in the relationship between the Committee and those to be elected, as well as the best interest of the company and its shareholders.

2. COMPOSITION AND FUNCTION TIME OF THE COMMITTEE

The Committee shall consist of up to three members elected by the General Meeting. The General Meeting shall elect one of the members to be the Chairman of the Committee.

The nomination for election of members to the Committee shall be based on ensuring broad representation from the Company's shareholders. The majority of the Committee shall be independent of the Board and other senior employees. Members of the Company's Board of Directors or senior executives should not be members of the Committee.





The Chairman of the Committee is elected for two years at a time, the members are elected for one year at a time. The election period is calculated from the time of election and until respectively the second (Chairman) or first annual (members) General Meeting following the election.

An overview of the Committee's members shall be available on the Company's website.

3. THE DUTIES OF THE COMMITTEE

The Committee shall provide recommendations to the General Meeting on the following:

- Election of members of the Board, including the election of the Chairman of the Board
- Election of members to the Committee, including the election of the Chairman of the Committee
- Remuneration to the Board, Board Committees, and the Committee

4. THE WORK OF THE COMMITTEE

The principles set forth in the "Norwegian Code of Practice on Corporate Governance" (NUES) applies for the Committee.

The Chairman of the Committee calls meetings as often as necessary. Any member of the Committee can request a meeting to be called. The Committee shall keep minutes from its meetings.

The Committee shall evaluate the need for changes in the composition of the Board of Directors. In order to have the best possible basis for its assessments, the Committee should in its work have contact with the Chairman of the Board of Directors, other Board members and the general manager. The Committee shall also review and thoroughly assess the Board's annual evaluation. Furthermore, the Committee should consult relevant shareholders for proposals for candidates. The Committee may decide to fix a deadline for inputs to be considered by the Committee and state this on the Company's website.

In its work, the Committee shall have the opportunity to make use of resources in the Company, as well as to obtain advice and recommendations from external resources.

5. BOARD COMPOSITION AND FUNCTION TIME

The Board of Directors shall be composed in accordance with any regulatory requirements and in accordance with the interests of the Company, i.e. the need for expertise, capacity, and diversity, and consequently also the interests of the Company's shareholders. All Board members must meet requirements given in all applicable regulations, and the majority of the Board members shall be independent of the Company's senior executives and significant business contacts. At least two of the Directors shall be independent of the Company's main shareholders.

The Committee shall, in its work, assume that the Board members' period of function shall be as follows:

- Board members serve two years.



- The election period is calculated from the time of election and until the second annual General Meeting.

6. RECOMMENDATION OF THE COMMITTEE

The Committee's recommendation to the General Meeting shall include a summary of the Committee's work and considerations of how the Company and its shareholders interests and needs have been considered. The Committee shall nominate candidates who have the necessary qualifications and professional experience to exercise directorship, and outline the candidate-assessment forming the basis for the nomination, including the individual candidate's

- Competence, experience, capacity, and degree of independence
- Any ownership interests in and assignments for the Group, and of significant positions or assignments in other companies and organisations

In the event of a proposal for re-election of Board members, the recommendation should provide information about any changes in the mentioned information, as well as information about how long the candidate has been a Board member of the Company and the number of Board meetings the candidate has participated in.

The Committee's recommendation shall be available on the Company's website no later than the 7th day before the General Meeting. The Committee must be represented by the Chairman, alternatively a member, at the General Meeting to present the Committee's recommendation and to answer questions.

7. REMUNERATION

The Committee shall propose to the General Meeting on remuneration to the Board, the Board's subcommittees and the Committee. The proposal must distinguish between fixed remuneration and remuneration per meeting. The remuneration shall reflect the complexity, responsibilities and time spent of the position, as well as the scale of corresponding remuneration in comparable companies.

