

**CHARTER OF THE
NOMINATION COMMITTEE
AGILYX ASA**

(adopted by the Board of Directors on 26 April 2022 and
updated 4 August 2022)

PURPOSE

The general purpose of the nomination committee (**Committee**) of Agilyx ASA (**Agilyx** or **Company**) is to propose nominees for election to the board of directors of the Company (**BoD** or **Board**) and the Committee, and suggest (in cooperation with the Compensation Committee) the remuneration for the Board members and Committee members.

MEMBERSHIP AND RENUMERATION

The Committee consists of two (2) to four (4) members all of whom, including the chairman, are elected by the Company's general meeting (**GM**). The GM may appoint a chairman; if the Committee has more than two (2) members, the GM shall appoint a chairman. The service period shall normally be for a period of two (2) years at a time, unless otherwise approved by the GM.

The Committee and its members must be independent of the Board and the Company's management. No member of the Committee can also be a member of the Board.

The Board shall propose and the GM shall finally determine the remuneration to be paid to the members of the Committee. Their reasonable expenses will be borne and reimbursed by the Company.

MEETINGS/PROCEDURES

Meetings of the Committee will be convened by the chair of the Committee, or in case that the Committee consists of only of two (2) members without a chairman, the members shall agree among themselves as to who is responsible for convening the meetings and such member will convene the meetings. In any event, each Committee member can demand that a meeting will be convened. The chairman, or in case that the Committee consists of only of two (2) members without a chairman, the member who convenes the meetings, decides whether the meeting will take the form of a physical meeting or can be held in some other manner. If the

A duly convened meeting of the Committee at which a quorum of at least two (2) members is present or otherwise participate shall be competent to exercise all or any of the authorities, powers and discretions vested in the Committee.

The Committee shall meet at least once a year to, *inter alia*, consider whether or not directors should be put forward for re-appointment at the next AGM, and otherwise as the Committee chair shall determine or as may be requested by any member of the Committee.

Only members of the Committee have the right to attend Committee meetings. However, the Board's chairman and Agilyx's chief executive officer (**CEO**) will be invited to attend at least one Committee meeting before it submits its final recommendation, but they will have no voting rights. Otherwise, individuals such as the CEO, the head of human resources, the general counsel and external advisers may be invited to attend for all or part of any meeting, as and when the Committee chairman, or in case that the Committee consists of only two (2) members without a chairman, the Committee members jointly, determine(s) it to be appropriate and necessary.

DUTIES AND RESPONSIBILITIES

The Committee's main duties and responsibilities include:

- Evaluating the work of the Board of Directors, the Board as a whole and its composition;
- Nominating candidates for election to the Board at the GM;
- Identifying and proposing candidates to fill vacancies occurring between annual general meetings;
- Identifying, interviewing and recruiting candidates for the Board, including reviewing shareholder recommended candidates;
- Reviewing qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors before proposing an existing or additional director, or a replacement (as the case may be);
- Suggesting remuneration for the Board members, all of which to be approved by the GM;
- Reviewing this Charter on a regular basis and recommending any changes to the GM.

ANNUAL GENERAL MEETING

The Committee chair, or in case that the Committee consists of only of two (2) members without a chairman, one of them, shall attend the annual general meeting to answer shareholder questions on the Committee's activities and make a statement on the Committee's activities and achievements over the year (including details on engagement with shareholders on significant matters). If another GM shall consider proposals from the Committee, the Committee (or chair) shall attend such GM.

AMENDMENTS

Any amendment or other modification of this Charter shall be approved by the GM.

PERFORMANCE EVALUATION

The Committee shall arrange for periodic reviews of its own performance to ensure it is operating at an optimal level of effectiveness.
