

Til innkallingens punkt 9 Forslag til endringer av instruks for Valgkomiteen

Instructions for the Nomination Committee of
Kongsberg Automotive Holding ASA

1. Duties

- 1.1 The duties of the Nomination Committee are to submit a recommendation to the annual general meeting for the election and remuneration of members and deputy members of the Board of Directors and members of the Nomination Committee.

Further, the Nomination Committee shall provide a recommendation to the general meeting regarding remuneration of the members of the board committees

2. Composition, nomination and remuneration

- 2.1 The Nomination Committee shall consist of three members who shall be shareholders or representatives of shareholders. The Nomination Committee's members are elected by the General Meeting for a period of three years at a time. To secure continuity, the first committee will have one member elected for three years, the second for two years and one member serving for only one year. In the following years the General Meeting will consequently elect one member every year. Re-election is permitted. The General Meeting elects the chairman of the Nomination Committee. In connection with by-nominations, the newly elected are elected for the remainder of the period for the actual member. The members of the Nomination Committee must not serve other functions in the company.
- 2.2 The General Meeting stipulates the remuneration to the Nomination Committee. The Nomination Committee's costs are covered by the company.

3. Procedures

- 3.1 The Nomination Committee forms a quorum when the Nomination Committee's chairman is present together with at least one other member.
- 3.2 Meetings of the Nomination Committee are held upon summons from the chairman of the committee.
- 3.3 Minutes shall be kept from the Nomination Committee's meetings and shall be signed by the present members.
- 3.4 The chairman of the board and the managing director shall, without having the right to vote, be summoned to at least one meeting of the Nomination Committee before the Nomination Committee submits its final recommendation.

4. Election of candidates to the Board of Directors

- 4.1 The Nomination Committee of Kongsberg Automotive Holding ASA would appreciate to receive proposals for candidates to the election of Directors to the Board. Proposals should be submitted within 15th February each year.

The proposal for candidates should contain name, residence, nationality and a short CV.