

THE NOMINATION COMMITTEE'S RECOMMENDATIONS TO THE

ANNUAL GENERAL MEETING OF NORSKE SKOG ASA

ON 11 APRIL 2024

Reference is made to the notice of the annual general meeting of Norske Skog ASA dated 21 March 2024, and item 8 regarding election of members to governing bodies and remuneration. The numbering in items **8.1-8.6** of the recommendations below corresponds to the voting form which is enclosed to the notice of the annual general meeting.

The nomination committee's recommendation to the annual general meeting in 2024 includes recommendations on candidates for election to the board of directors and the nomination committee, and remuneration of the members of the company's governing bodies.

All of the recommendations have been unanimously resolved by the nomination committee.

The nomination committee

The nomination committee of Norske Skog ASA is elected by the general meeting. The composition, duties and work process of the nomination committee, including with this recommendation, are regulated by and carried out in accordance with Article 8 of the company's articles of association, the instructions to the nomination committee adopted by the general meeting on 18 September 2019 and the Norwegian Code of Practice for Corporate Governance issued by the Norwegian Corporate Governance Board on 14 October 2021.

The current members of the nomination committee consist of Yngve Nygaard (chair), Gerard (Gert) R. M. Steens and Terje Sagbakken. Yngve Nygaard is elected for the period up to the annual general meeting in 2024 and the remaining members up to the annual general meeting in 2025. Yngve Nygaard has decided to not be a candidate for re-election at the annual general meeting in 2024. Terje Sagbakken wishes to resign as a member of the nomination committee at the annual general meeting in 2024 due to being proposed as a new board member. Further details on the nomination committee's considerations regarding the proposed election of members to the nomination committee are set out in item 8.2 below.

All of the committee members are independent from the board of directors and the leading personnel of the company, with the exception that Terje Sagbakken is a board member of Byggma ASA which is ultimately controlled by the CEO of the company, Geir Drangsland.

The work of the nomination committee

The nomination committee shall make recommendations to the general meeting regarding shareholder elected members of the board of directors and members of the nomination committee, as well as remuneration to these members.

As part of the work with preparing proposals regarding the composition of the board of directors and the nomination committee, the nomination committee has consulted with major shareholders with respect to the committee's proposed candidates and sought to anchor the recommendations determined by the committee. Furthermore, the nomination committee has had dialogue with each of the members of the board of directors and the CEO. In addition, all shareholders are via the company's website encouraged to submit comments and consideration to the nomination committee regarding the governing bodies of the company. The nomination committee has also reviewed the results of the board of directors' annual self-assessment.

Composition of the board of directors:

In the consideration of candidates to the board of directors, the committee has in particular focused on the distribution of expertise within the board and the capacity necessary for carrying out the tasks of the board, including work for the strategic development of the company, financial matters and supervision of ongoing operations, continuous improvement and investment projects. The proposed composition of the board of directors are collectively considered to represent competence in the areas of industrial operations, sustainability (ESG), finance, financial reporting, regulatory and governance requirements for stock listed companies, international business, leadership, change management and organisational development. The committee believes such competencies are appropriate and adequate for the fulfilment of the duties and responsibilities that apply to the board of directors of Norske Skog.

Composition of the nomination committee:

In the consideration of candidates to the nomination committee, the committee has focused on the overall composition of the committee and that this reflects the broader shareholder community of the company. Furthermore, the committee has considered the professional background, experience and network of, and in between, relevant candidates, as well as the capacity necessary for carrying out the tasks of the committee.

Remuneration:

When recommending the remuneration to the members of the company's governing bodies, the nomination committee considers the competitive position of the company in the market for qualified shareholder elected candidates as well as statistics on board remuneration. The starting point for the levels of remuneration recommended to the annual general meeting in 2024 have been the median levels set out in the Board Remuneration Study prepared by the Norwegian Institute of Directors for 2023, which is generally considered to reflect moderate, but competitive, remuneration levels appropriate for a company in the position of Norske Skog. The nomination committee has from this starting point considered the workload and practices of the various governing bodies and made certain adjustments – predominantly by recommending somewhat higher remuneration to the chair of the audit committee and somewhat lower remuneration to the members of the remuneration committee. The general level of increase in remuneration proposed for 2024 is 5%.

Recommendations for 2024:

In accordance with Norwegian public limited liability companies act, shareholder elected members of the board of directors are elected by the general meeting for two years at the time, unless otherwise determined by the general meeting. One of the members and one of the observers of the current board of directors have a term that expires at the annual general meeting in 2024 and are therefore up for election. Further details on the nomination committee's considerations regarding the proposed election of board members are set out in item 8.1 below.

The members of the nomination committee are elected for a term of two years unless the general meeting decides otherwise, cf. Article 8 of the company's articles of association. The chair of the current nomination committee has a term that expires at the annual general meeting in 2024. Terje Sagbakken has been elected for the period up until the annual general meeting in 2025, but wishes to resign as a member of the nomination committee at the annual general meeting in 2024 due to being proposed as a new board member. Further details on the nomination committee's considerations regarding the proposed election of members to the nomination committee are set out in item 8.2 below.



The nomination committee's recommendations regarding remuneration to governing bodies are set out in items 8.3-8.6 below.

8.1: Election of board members

The composition of the current board of directors is as follows:

Member:	Elected until annual general meeting in:
Arvid Grundekjøn (chair of the board)	2025
Trine-Marie Hagen (board member)	2025
Johanna Lindén (board member)	2024
Christoffer Bull (board member)	2025
Tore Christian Østensvig (observer)	2024
Asbjørn André Dypdahl (observer)	2025

Attendance at board and committee meetings has been satisfactory in 2023. Further information on attendance is available in the Corporate Governance section of the annual report for 2023.

The nomination committee recommends that Arvid Grundekjøn, Trine-Marie Hagen, Christoffer Bull and Asbjørn André Dypdahl continue to serve in their current roles, that Tone Wille and Terje Sagbakken are elected as new board members and that Tore Christian Østensvig is re-elected as an observer. All elections and re-elections are for the period up to the annual general meeting in 2026.

Tone Wille (born 1963) is the President & CEO for Posten Bring AS, a large Nordic logistic organization with a turnover of NOK 24 billion and 12.500 employees. Before she was appointed President & CEO in 2016, she held the position as CFO. Tone Wille has previously held CFO and SVP positions in companies like i.e. Elkem ASA, GE Energy and Kværner Energy Group, and has considerable Board-experience. She graduated from Norwegian School of Economics and Business Administration in 1986, and holds a MSc in Business together with International Baccalaureate from Lycee International in Paris. Ms Wille does not hold or control any shares and is considered an independent board member.

Terje Sagbakken (born 1973) has since 2022 been the Managing Director for Raufoss Aliminium AS and has been a member of nomination committee. Before that, he was the Managing Director for Forestia AS, a leading Byggma subsidiary. Terje Sagbakken has previously held positions as Factory Manager, Production Manager and Logistic Manager for Kongsberg Automotive AS. He holds a Master Degree in Sustainable Production from NTNU (2016) together with a Bachelor Degree (Wood Technology) from Ingeniørhøgskolen i Gjøvik (1996). He does not hold or control any shares. Mr Sagbakken is not considered an independent board member due to being a board member of Byggma ASA which is ultimately controlled by the CEO, Geir Drangsland, who also controls 22,274,079 shares in Norske Skog ASA.

Tore Christian Østensvig (born 1976) serves as an observer of the board of directors and is an employee of the Saugbrugs mill entity, Norske Skog Saugbrugs AS, holding the position as line operator at the pulp plant. Mr Østensvig serves the function as main representative of the labor unions at the Saugbrugs mill and is the leader of the largest union at the mill, the Norwegian United Federation of Trade Unions (Fellesforbundet) department 436. Mr Østensvig is a member of the industry council for wood processing and is a member of the committee of representatives in Fellesforbundet. He is the leader of Halden municipality's complaints board and serves on various municipality level political positions for Arbeiderpartiet. He also represents Norske Skog Saugbrugs AS in the qualifying examination committee for chemistry and processing subjects and is a depyty member of the board in OK industri. Mr Østensvig has vocational education in chemistry and processing. He does not hold or control any shares and is considered an independent observer of the board.

A further detailed presentation of the current and proposed members of the board of directors is enclosed in Annex 1 to this recommendation.

The proposed board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for Corporate Governance – please see further details in the schedule below.

Provided the election of board members is made in accordance with the nomination committee's recommendation, the board of directors will consist of the following members:

Name (born):	Role:	Start of term:	End of term:	Independent from large shareholders:	Independent from leading personnel and material business relations:	Shares held/ controlled:
Arvid Grundekjøn (1955)	Current chair of the board	2018	2025	Yes	Yes	41,617
Trine-Marie Hagen (1977)	Current board member	2019	2025	Yes	Yes	0
Christoffer Bull (1976)	Current board member	2023	2025	Yes	Yes	0
Tone Wille (1963)	Proposed for election as new board member	2024	2026	Yes	Yes	0
Terje Sagbakken (1973)	Proposed for election as new board member	2024	2026	No*	No*	0
Tore Christian Østensvig (1976)	Proposed for re- election as observer	2022	2026	Yes	Yes**	0



Asbjørn André	Current observer	2023	2025	Yes	Yes***	0
Dypdahl (1981)						

^{*} Terje Sagbakken is a board member of Byggma ASA which is ultimately controlled by the CEO, Geir Drangsland, who also controls 22,274,079 shares in Norske Skog ASA.

8.2: Election of members to the nomination committee

The current members of the nomination committee consist of Yngve Nygaard (chair), Gerard (Gert) R. M. Steens and Terje Sagbakken. Yngve Nygaard is elected for the period up to the annual general meeting in 2024 and the remaining members up to the annual general meeting in 2025. Yngve Nygaard has decided to not be a candidate for re-election at the annual general meeting in 2024. Terje Sagbakken wishes to resign as a member of the nomination committee at the annual general meeting in 2024 due to being proposed as a new board member.

The nomination committee recommends that Gerard (Gert) R. M. Steens continues to serve in his current role. Furthermore, the committee recommends that Richard Heiberg is elected as the new chair of the committee and that Rune Smestad is elected as a new member of the committee, both for the period up to the annual general meeting in 2026.

Richard Heiberg (born 1956) has the last 14 years been the CEO of Sparebank 1 Østlandet (previous Sparebanken Hedemark) in Norway. He has previously held the position as Managing Director for Nordic Paper AS, and Managing Director for Forestia AS. Between 1985 and 1989 he was Finance Manager for the division Norske Skog Plater AS, were he was appointed Managing Director in 1989. Richard Heiberg has significant board experience from the financial sector and from the paper industry. He graduated from Bedriftsøkonomisk Institutt (B.I./ Norway) in 1979 as "Diplomøkonom" and has MBA-studies from University in Wisconsin in 1980. He does not hold or control any shares and is considered an independent member of the nomination committee.

Rune Smestad (born 1954) is currently the owner of his fully owned company Guru AS, but has previous been Managing Director for Byggkjøp Norge AS, Nordek AS, Nordek Invest AS and House of Builders. He also has previous sales-experience from Ideal Wasa, HOFF /Norske Potetindustrier and Denofa, and board experience from the building industry. Rune Smestad has after his Examen Artium in 1974 studied at Grunerløkka Handelskole (1977-78) and parttime at Bedriftsøkonomisk Institutt (B.I.) 1978-80. He does not hold or control any shares and is considered an independent member of the nomination committee.

A further detailed presentation of the current and proposed members of the nomination committee is enclosed in Annex 2 to this recommendation.

The proposed board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for Corporate Governance – please see further details in the schedule below.

Provided the election of members to the nomination committee is made in accordance with the nomination committee's recommendation, the nomination committee will consist of the following members:

Name (born):	Role:	Start of term:	End of term:	Independent from board:	Independent from leading personnel:	Shares held/ controlled:
Richard Heiberg (1956)	Proposed for election as new chair of the nomination committee	2024	2026	Yes	Yes	0
Gerard (Gert) R. M. Steens (1963)	Current committee member	2023	2025	Yes	Yes	0*
Rune Smestad (1954)	Proposed for election as new committee member	2024	2026	Yes	Yes	0

^{*} Gerard (Gert) R. M. Steens does not hold or control any shares personally, but is Head of Research for SSVL S.A.M. Monaco, the investment advisor of Sterling Active Fund, which holds 4,694,000 shares.

8.3: Remuneration to the members of the board of directors

The nomination committee recommends the following remuneration to the members of the board of directors:

- The remuneration to the chair of the board of directors shall be NOK 577,500 per year (increase of NOK 27,500 from 2023).
 The remuneration to the other members of the board of directors shall be NOK 325,500 per year (increase of NOK 15,500 from 15,500 from
- The remuneration to the other members of the board of directors shall be NOK 325,500 per year (increase of NOK 15,500 from 2023).
- 3. Observers do not receive remuneration.
- Reimbursement of travel and dietary expenses in connection with board meetings in accordance with the Norwegian government's travel allowance scale.

8.4: Remuneration to the members of the audit committee

The nomination committee recommends the following remuneration to the members of the audit committee:

- 1. The remuneration to the chair of the audit committee shall be NOK 130,000 per year (unchanged from 2023).
- 2. The remuneration to the other members of the audit committee shall be NOK 52,500 per year (increase of NOK 2,500 from 2023).

^{**} Considered independent, but for good order it is noted that Tore Christian Østensvig is the main union representative at Norske Skog Saugbrugs AS, the group's mill entity in Halden, Norway.

^{***} Considered independent, but for good order it is noted that Asbjørn André Dypdahl is the main union representative at Norske Skog Skogn AS, the group's mill entity in Skogn, Norway.



3. Reimbursement of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale.

8.5: Remuneration to the members of the remuneration committee

The nomination committee recommends the following remuneration to the members of the remuneration committee:

- 1. The remuneration to the chair of the remuneration committee shall be NOK 31,500 per year (increase of NOK 1,500 from 2023).
- 2. The remuneration to the other members of the remuneration committee shall be NOK 21,000 per year (increase of NOK 1,000 from 2023).
- Reimbursement of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale.

8.6: Remuneration to the members of the nomination committee

The nomination committee recommends the following remuneration to the members of the nomination committee:

- 1. The remuneration to the chair of the nomination committee shall be NOK 42,000 per year (increase of NOK 2,000 from 2023).
- 2. The remuneration to the other members of the nomination committee shall be NOK 31,500 per year (increase of NOK 1,500 from 2023).
- 3. Reimbursement of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale.

Oslo, 21 March 2024

The nomination committee of Norske Skog ASA



Annex 1: Presentation of the current and proposed members of the board of directors

Name (born):	Role:	Start of term:	End of term:	Independent from large shareholders:	Independent from leading personnel and material business relations:	Shares held/ controlled:		
Arvid Grundekjøn (1955)	Current chair of the board	2018	2025	Yes	Yes	41,617		
	Bio:				<u> </u>	•		
	2023. He has previou group and the CEO of Grundekjøn also hold Mr Grundekjøn currer different industries. It board of the Strømmand the chairman of t (Stiftelsen Fullriggere	sly held varion the companies political expettly works as an terms of prior terms of the AKO Art Forn Sørlandet). a), holds a Mais and various and va	us manager es Royal Ca erience as l an investor ncipal activi (Strømmest oundation (Mr Grundel ster of Law	rial positions, includ ribbean Cruise Line he was the mayor or and holds several dities outside the Coriftelsen) and Sørlar AKO Kunststiftelse) kjøn has attended til from the University	rs since 2018 as chair of the bring being the Group CEO of the AS, Petrojarl II AS and Spekte f Kristiansand municipality fron irectorships in various compan mpany, Mr Grundekjøn is a diredets Art Muesum (Sørlandets Hand the Fullriggeren Sørlandet ne Executive education prograr of Oslo (Norway) and a Master).	Awilhelmsen or GNO II AS. Mo of 2011 to 2015 desthroughout ector of the (unstmuseum) Foundation of at Harvard		
Trine-Marie Hagen (1977)	Current board member	2019	2025	Yes	Yes	0		
	Felleskjøpet Agri SA, being the group CFO, to this, Ms Hagen was joining Mentor Medie entity in Halden, No completed their four-	a supplier of t Mrs Hagen is the group CF r AS, Ms Hag way. Ms Hag year progran ate level and o	echnology a a member O of Ekorno en was the gen has att nme in eco one year at	and resources to the of the board of sev- es AS and prior to the Finance Director o ended the Norwegi nomics and busine- master/graduate le	tors since 2019. Ms Hagen is the Norwegian agriculture industreral of Felleskjøpet Agri SA's stat, the group CFO of Mentor Mf Norske Skog Saugbrugs AS, an School of Economics (Norss administration consisting of vel (Nw: Siviløkonom). She has Bergen (Norway).	y. In addition to absidiaries. Prio edier AS. Before the group's mil way) where sho three years a		
Johanna Lindén (1974)	Current board member	2022	2024	Yes	Yes	2,500		
	and Europe. Before Pand the Energy indus	etro Bio, she v try. Ms Lindér ated from Cha	was Directo has previo	r Scandinavia for Va ously held several m	energy and manufactoring sect almet, serving also the Pulp and nanagement positions in Metso ly in 1997 with a Master of So	d Paper industr Power and Ake		
Christoffer Bull (1976)	Current board member	2023	2025	Yes	Yes	0		
	Bio:	I	I.					
	CEO of Greenbit Ener fossil fuel through the more than 18 years of locations, including as (Norske Skog Follum as Marketing Director Degree) from Univers Management Program	gy AS, a Norw brands Eco 1 f experience f s Marketing ar AS) and Sales . Mr Bull hole it from HEC Pa	regian priva and Auton from workin d Logistics Manager (s the degre tes Toulous ris in Franc	Itely held energy con tat 1 to the B2B and g in Norske Skog in Director (Norske Si HQ). He also worke e Maitrise de Science 1 in France (incl. oe.	since 2023. Mr Bull has since 2 mpany and a distributor of bot d B2C markets in Norway and 3 different positions and from dikog Saugbrugs AS), Sales & Lo d 4 years in France (Norske Skes Economiques (Bachelor and one year in Sydney, Australia),	n biofuel and Sweden. He has fferent gistics Director og Golbey SAS Master and a		
Tone Wille (1963)	Proposed for election as new board member	2024	2026	Yes	Yes	0		
	Bio: Tone Wille is proposed for election as a new member of the board of directors. Ms Wille is the President & CEO for Posten Bring AS, a large Nordic logistic organization with a turnover of NOK 24 billion and 12.500 employees. Before she was appointed President & CEO in 2016, she held the position as CFO. Tone Wille has previously held CFO and SVP positions in companies like i.e. Elkem ASA, GE Energy and Kværner Energy Group, and has considerable Board-experience. She graduated from Norwegian School of Economics and Business Administration in 1986, and holds a MSc in Business together with International Baccalaureate from Lycee International in Paris							
Terje Sagbakken (1973)	Proposed for election as new board member	2024	2026	No*	No*	0		
	Bio:	<u>I</u>	I.	1	ı			
	2022 been the Manag	ging Director t	or Raufoss	Aliminium AS and	ne board of directors. Mr Sagb has been a member of nomina ding Byggma subsidiary. Terje	tion committee		



	AS. He holds a Maste	er Degree in	Sustainable	Production from	and Logistic Manager for k NTNU (2016) together wit does not hold or control an	th a Bachelor Degree		
	* Mr Sagbakken is a board member of Byggma ASA which is ultimately controlled by the CEO, Geir Drangsland, who also controls 22,274,079 shares in Norske Skog ASA.							
Tore Christian Østensvig (born 1976)	Proposed for re- election as observer	2022	2026	Yes	Yes**	0		
	Bio: Tore Christian Østensvig serves as an observer of the board of directors and is proposed for re-election. Mr Østensvig is an employee of the Saugbrugs mill entity, Norske Skog Saugbrugs AS, holding the position as li operator at the pulp plant. Mr Østensvig serves the function as main representative of the labor unions at the Saugbrugs mill and is the leader of the largest union at the mill, the Norwegian United Federation of Trade Unions (Fellesforbundet) department 436. Mr Østensvig is a member of the industry council for wood process and is a member of the committee of representatives in Fellesforbundet. He is the leader of Halden municipality's complaints board and serves on various municipality level political positions for Arbeiderpartiet He also represents Norske Skog Saugbrugs AS in the qualifying examination committee for chemistry and processing subjects and is a depyty member of the board in OK industri. Mr Østensvig has vocational educat in chemistry and processing. *** Considered independent, but for good order it is noted that Tore Christian Østensvig is the main united to the state of							
Asbjørn André Dypdahl (born 1981)	Current observer	2023	2025	Yes	Yes***	0		
	Bio:							



Annex 2: Presentation of the current and proposed members of the nomination committee

Name (born):	Role:	Start of term:	End of term:	Independent from board:	Independent from leading personnel:	Shares held/ controlled:		
Richard Heiberg (1956)	Proposed for election as new chair of the nomination committee	2024	2026	Yes	Yes	0		
	Richard Heiberg is proposed as the new chair of the nomination committee. Mr Heiberg has the last 14 years been the CEO of Sparebank 1 Østlandet (previous Sparebanken Hedemark) in Norway. He has previously held the position as Managing Director for Nordic Paper AS, and Managing Director for Forestia AS. Between 1985 and 1989 he was Finance Manager for the division Norske Skog Plater AS, were he was appointed Managing Director in 1989. Richard Heiberg has significant board experience from the financial sector and from the paper industry. He graduated from Bedriftsøkonomisk Institutt (B.I./ Norway) in 1979 as "Diplomøkonom" and has MBA-studies from University in Wisconsin in 1980.							
Gerard (Gert) R. M. Steens (1963)	Proposed for election as new committee member	2023	2025	Yes	Yes	0*		
	Gert Steens has served as a member of the nomination committee since 2023. He is currently Head of Resear for SSVL S.A.M. Monaco. SSVL is the investment advisor of the Sterling Active Fund, investing in a concentrate portfolio of European mid-and small-cap companies. Mr Steens has previously held the positions Busine Development and Investor Realations for Royal Ten Cate in the Netherlands, and Investment Manager for Cyr Investment (Talpa Capital) in the Netherlands. For more than 10 years he worked for UBS (SG Warburg) in Londo and Amsterdam with research and sales of equities, and was appointed Managing Director in 2000. He also worke for Banque Nationale de Paris BNP in Amsterdam and London with Corporate Banking as Head of Credit Departme and Equities Analyst. Mr Steens holds a Bachelor Degree in Business Administration from Nyenrode Business Scholin Breukelen, The Netherlands. * Gerard (Gert) R. M. Steens does not hold or control any shares personally, but is Head of Research for SSN S.A.M. Monaco, the investment advisor of the Sterling Active Fund, which holds 4,694,000 shares.							
Rune Smestad (1954)	Proposed for election as new committee member	2024	2026	Yes	Yes	0		
	Rune Smestad is proposed as a new member of the nomination committee. Mr Smestad is currer his fully owned company Guru AS, but has previous been Managing Director for Byggkjøp Norge Nordek Invest AS and House of Builders. He also has previous sales-experience from Ideal Was. Potetindustrier and Denofa, and board experience from the building industry. Rune Smestad has Artium in 1974 studied at Grunerløkka Handelskole (1977-78) and parttime at Bedriftsøkonomis 1978-80. He does not hold or control any shares and is considered an independent member of committee.							