

## PROPOSAL FROM THE NOMINATION COMMITTEE OF EDDA WIND ASA TO THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29 MAY 2024

For the period, 2023-2024, the nomination committee of Edda Wind ASA comprised of:

Benedicte Teigen Gude, chair, and  
Johannes Østensjø

The nomination committee has evaluated and received input from shareholders regarding the composition of the board and nomination committee and has held discussions with the board and executive personnel of the company. In addition, all shareholders were invited to propose members to the board and the nomination committee through an online invitation on [eddawind.com](https://eddawind.com).

The remuneration committee has also contributed with input to remuneration of board and sub-committee members.

The committee has had three digital meetings in addition to meetings with all board members, majority shareholders, management, and potential board candidates.

Further details about the nomination committee's work can be found in the instruction to the committee, approved by the Annual General Meeting 25 May 2023. The instruction can be found on [eddawind.com](https://eddawind.com).

In connection with the Annual General Meeting of Edda Wind ASA to be held on 29 May 2024, the nomination committee submits the following unanimous proposal:

### **Election of members to the board**

The board consists of seven board members, all elected in December 2021 as part of the IPO and re-elected in 2023 for up to two years. The current chair, Jan Eyvin Wang, gave notice in January 2024 that he would like to step down as chair and board member. The nomination committee thanks Jan Eyvin Wang for his contribution, insights, engagement, and energetic contribution to the board of Edda Wind ASA over the past two years.

Given a change in shareholding ownership, Håvard Framnes has also given notice of his wish to step down from the board. The nomination committee thanks Håvard Framnes for being a crucial member of the board since Edda Wind was stock listed in 2021.

With the shareholder changes, the nomination committee also proposes to reduce the number of members of the board from seven to five. This means that Cecilie Serck Hansen will step down from the board, and the nomination committee thanks her for her contribution to the board over the past three years.

The nomination committee proposes that **Geir Flæsen** is elected as board member for a period of up to two years. Flæsen is Executive Vice President for the New Energy segment in Wilh. Wilhelmsen Holding ASA and represents the majority shareholder. He brings board experience from management and board positions within the maritime industry, including Wilh. Wilhelmsen Holding ASA, Wallenius Wilhelmsen ASA, Wilhelmsen Ships Service AS, DoLittle AS (chair) and NorSea Wind Holding AS (chair). He was also part of the IPO team behind the listing of Edda Wind and was on the board of the company from October 2020 to December 2021, when the company was listed. In addition to experience from the offshore wind market and maritime industry in general, Flæsen also has extensive experience in M&A, strategy, and growth including commercial and operational due diligence in industries like maritime services, underwater construction and services, and infrastructure.

The proposal from the nomination committee to the Annual General Meeting is therefore that the board of Edda Wind ASA consists of the following members:

Adrian Geelmuyden (elected for two years, 2023-2025)  
Duncan Bullock (elected for two years, 2023-2025)  
Geir Flæsen (elected for up to two years, 2024-2026)  
Martha Kold Bakkevig (elected for two years, 2023-2025)  
Torild Eidesvik (elected for two years, 2023-2025)

The nomination committee considers the present board to include a right balance of complementary experience and competence. Further, it is considered that each board member has the necessary capacity and motivation, and that the board is functioning effectively as a collegiate body.

Further, it is the opinion of the committee that the composition of the board ensures that the board can attend the common interests of all shareholders, meets the company's need for expertise, capacity, and diversity and ensures that the board can function effectively as a collegiate body.

The board elects the audit and remuneration committee members.

Further information on all board members is available on [eddawind.com](http://eddawind.com).

#### **Recommendation on the chair of the board**

The nomination committee proposes that **Geir Flæsen** is elected as chair of the board. He is elected for a period of two years, from 2024-2026.

#### **Election of members of the nomination committee**

The nomination committee proposes to change Johannes Østensjø with **Anne Lise E. Gryte** in the nomination committee. In addition to being a lawyer, Gryte is independent of the majority shareholders and management and has access to a pool of potential board members through having nomination committee experience from other listed entities. Through her professional career, Gryte also has extensive knowledge about the maritime industry and several of the cornerstone investors, including competence and experience from corporate governance and company management. The ensure appropriate balance between continuity and renewal, it is proposed that Gryte is elected for a period of one year.

The proposal from the nomination committee to the Annual General Meeting is that the nomination committee of Edda Wind ASA consists of the following members:

Benedicte Teigen Gude (elected for up to two years, 2024-2026)  
Anne Lise E. Gryte (elected for up to two years, 2024-2026)

#### **Recommendation on the chair of the nomination committee**

The nomination committee proposes that **Benedicte Teigen Gude** continues as chair of the nomination committee, to uphold continuity. She is elected for a period of two years, from 2024-2026.

#### **Board and nomination committee remuneration fees**

The nomination committee proposes to the Annual General Meeting to increase the remuneration fee by 5% for all board members to reflect inflation. In addition, the fee for the Nomination committee chair is proposed increased above inflation to reflect the workload of the committee, while the nomination committee member receives an inflationary adjustment. With a limited number of employees, the nomination committee proposes to keep the fee for remuneration

committee members flat. The nomination committee also proposes an increase above inflation for the chair of the nomination committee to better reflect the time spent.

The proposal from the nomination committee to the Annual General Meeting is the below remuneration fees for the period from the Annual General Meeting 25 May 2023 to the Annual General Meeting 29 Mai 2024. Remuneration fees for 2022-2023 in brackets.

Chair of the board:	NOK 472,500 (NOK 450,000)
Board members:	NOK 341,250 (NOK 325,000)
Chair of the audit committee:	NOK 52,500 (NOK 50,000)
Audit committee members:	NOK 42,000 (NOK 40,000)
Chair of the remuneration committee	NOK 25,000 (NOK 25,000)
Member of the remuneration committee	NOK 20,000 (NOK 20,000)
Chair of the nomination committee	NOK 25,000 (NOK 20,000)
Member of the nomination committee	NOK 15,750 (NOK 15,000)

Oslo, 2 May 2024

On behalf of the nomination committee of Edda Wind ASA

Benedicte Teigen Gude

(sign)