

**THE NOMINATION COMMITTEE'S RECOMMENDATIONS TO THE  
ANNUAL GENERAL MEETING OF NORSKE SKOG ASA  
ON 16 APRIL 2020**

Reference is made to the notice of the annual general meeting of Norske Sko ASA dated 26 March 2020, and item 6 regarding election of members of the nomination committee and remuneration to governing bodies. The numbering in items 6a-6e of the recommendation below corresponds to the voting form which is enclosed to the notice of the annual general meeting.

**The work of the nomination committee**

The nomination committee of Norske Skog ASA is elected by the general meeting. The members of the committee are elected for a term of two years unless the general meeting decides otherwise, cf. article 8 of the articles of association.

The current sole member and chair of the committee is Matthew Joseph Turner, who have been elected for the period up until the annual general meeting in 2021.

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. In accordance with the articles of association, shareholder elected members of both these bodies are elected by the general meeting for two years at the time, unless otherwise determined by the general meeting. When making proposals regarding the composition of the board of directors and the nomination committee, the major shareholders are asked for their considerations on matters relevant to the nomination committee's recommendations. 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. The particular considerations for the nomination committee's recommendations are described in the relevant sections below.

The members of the board of directors of Norske Skog ASA have been elected for the period up until the annual general meeting 2021, and the members of the board of directors are therefore not up for election at the annual general meeting in 2020. A bio for each of the members of the board of directors is, however, enclosed as annex 1 to this recommendation.

The nomination committee has determined to recommend to this annual general meeting that an additional member of the nomination committee is elected. In addition, the nomination committee has made its recommendations regarding the remuneration of the company's governing bodies.

**Recommendation regarding the nomination committee of Norske Skog ASA**

The current sole member and chair of the nomination committee is Matthew Joseph Turner, who is elected for the period up until the annual general meeting in 2021. Matthew Joseph Turner is employed by Oceanwood Capital Management Ltd, which is an entity in the fund structure that advises the company's largest shareholder, NS Norway Holding AS. The nomination committee recommends that an additional member, suitable to represent the wider shareholder interests of the company, is elected to the nomination committee. The additional member proposed to be elected is Yngve Nygaard.

Bios for the current and proposed additional members of the nomination committee are included on page 3 in this recommendation.

The nomination committee is of the opinion that the recommended composition of the committee is suitable to fulfil the responsibilities of the committee in a good manner. In order to ensure continuity of the committee's work, it is recommended that both members are elected for the period up to the annual general meeting in 2022.

On this basis, the nomination committee recommendations are as follows:

**6a: Election of members to the nomination committee**

The nomination committee recommends that Matthew Joseph Turner (as chair) and Yngve Nygaard are elected as members of the nomination committee for the period up to the annual general meeting in 2022.

**6b: Remuneration to the members of the nomination committee**

As noted above, the chair of the nomination committee, Matthew Joseph Turner, is employed by Oceanwood Capital Management Ltd, which is an entity in the fund structure that advises the company's largest shareholder, NS Norway Holding AS. Due to internal guidelines within Oceanwood Capital Management Ltd, Matthew Joseph Turner has advised that he does not wish to receive remuneration for his role as chair of the nomination committee.

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

1. The remuneration to the chair of the nomination committee shall be NOK 0 per year.
2. The remuneration to the other members of the nomination committee shall be NOK 30,000 per year.
3. Reimbursement of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale.

**Recommendation regarding remuneration to the governing bodies of Norske Skog ASA**

**6c: Remuneration to the members of the board of directors**

The chair of the board of directors, John Chiang, is a partner of Oceanwood Capital Management LLP, which is an entity in the fund structure that advises the company's largest shareholder, NS Norway Holding AS. Due to internal guidelines within Oceanwood Capital Management Ltd, John Chiang has advised that he does not wish to receive remuneration for his role as chair of the board of directors and other roles in board committees.

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

1. The remuneration to the chair of the board of directors shall be NOK 0 per year.
2. The remuneration to the other members of the board of directors shall be NOK 300,000 per year.

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

**6d: Remuneration to the members of the audit committee**

As noted in item 6c above, John Chiang, who is also a member of the audit committee, has advised that he does not wish to receive remuneration for this role, due to internal guidelines within Oceanwood Capital Management LLP.

The nomination committee therefore 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.
2. The remuneration to the other members of the audit committee shall be NOK 50,000 per year, except for John Chiang who shall not receive remuneration.
3. Reimbursement of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale.

**6e: Remuneration to the members of the remuneration committee**

As noted in item 6c above, John Chiang, who is also the chair of the remuneration committee, has advised that he does not wish to receive remuneration for this role, due to internal guidelines within Oceanwood Capital Management LLP.

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

1. The remuneration to the chair of the remuneration committee shall be NOK 0 per year.
2. The remuneration to the other members of the remuneration committee shall be NOK 20,000 per year.
3. Reimbursement of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale.

Malta, 26 March 2020

The nomination committee of  
Norske Skog ASA

**Regarding item 6a:****Presentation of the current and proposed additional members of the nomination committee****Current sole member and chair of the nomination committee:**

Matthew Joseph Turner is currently the sole member and chair of the nomination committee, elected for the period up to the annual general meeting in 2021. Mr Turner is the CEO of Oceanwood Capital Management Ltd in Malta. [Further bio to be inserted].

**Proposed additional member of the nomination committee:**

Yngve Nygaard is proposed to be elected as a member of the nomination committee at the annual general meeting in 2020. Mr Nygaard is a partner of ISCO Group AS, an executive search and advisory firm based in Oslo, Norway. Mr Nygaard has completed a number of executive recruitments, including board members, CEOs and other corporate management positions for stock exchange listed companies within various sectors. He regularly acts as an advisor for both foreign and domestic companies in matters related to management, and has extensive experience with strategic and organisation development. Before joining ISCO Group AS, Mr Nygaard was a partner and managing partner of another leading executive search firm, and prior to that he has held the position as head of Mercedes Benz in Norway, President of Tandberg for Europe/EMEA, as well as leading positions in FMCG, Asics and SCA. Mr Nygaard graduated with a degree in economics / MScBA from Örebro universitet, Sweden, in 1986.

## **Annex 1: Presentation of the members of the board of directors (not up for election at the annual general meeting in 2020)**

### **2018- John Chiang (Chairman)**

Mr. Chiang joined the Board of Directors in October 2018 following Oceanwood's acquisition of the group and was elected as the Company's chairman on 22 August 2019. Mr. Chiang was nominated to the Board of Directors due to his role as the Senior Partner at Oceanwood Capital Management LLP responsible for advising on and overseeing Oceanwood's investment in the Group. Mr. Chiang is based in London, UK and through his position as Senior Partner and Portfolio Adviser at Oceanwood Capital Management LLP he helps identify, evaluate, and recommend investments on behalf of the Oceanwood Group's limited partners and institutional investors. Except for Mr. Chiang's position in Oceanwood Capital Management LLP, he does not have any other principal activities outside the Company. Mr. Chiang serves as the chairman of the Group's parent company NS Norway Holding AS. Mr. Chiang holds a Master of Business Administration from Harvard Business School (USA), and a Bachelor of Science in Industrial Engineering and a Minor in Economics from Stanford University (USA).

### **2018- Arvid Grundekjøn**

Mr. Grundekjøn joined the Board of Directors in October 2018. He has previously held various managerial positions, including being the Group CEO of the Awilhelmsen group and the CEO of the companies Royal Caribbean Cruise Line AS, Petrojarl II AS and Spekter GNO II AS. Mr. Grundekjøn also holds political experience as he was the mayor of Kristiansand municipality from 2011 to 2015. Mr. Grundekjøn currently works as an investor and holds several directorships in various companies throughout different industries. In terms of principal activities outside the Company, Mr. Grundekjøn is a director of the board of the Strømme Foundation (Strømmestiftelsen) and Sørlandets Art Museum (Sørlandets Kunstmuseum) and the chairman of the AKO Art Foundation (AKO Kunststiftelse) and the Fullriggeren Sørlandet Foundation (Stiftelsen Fullriggeren Sørlandet). Mr. Grundekjøn has attended the Executive education program at Harvard Business School (USA), holds a Master of Law from the University of Oslo (Norway) and a Master of Business and Economics from the Norwegian School of Economics (Norway).

### **2019- Anneli Finsrud Nesteng**

Anneli Finsrud Nesteng joined the Board of Directors in October 2019. Mrs. Nesteng is currently the managing director of Hydro Aluminium Rolled Products AS, a company involved in the aluminum industry and part of Norsk Hydro ASA. Mrs. Nesteng has been with Norsk Hydro ASA since 2008 and have held various management positions within Norsk Hydro ASA. She has recently accepted the position as Senior Vice President Production South Norway in Statkraft AS, effective from 1 June 2020. Except for the above Mrs. Nesteng does not have any other principal activities outside the company. Mrs. Nesteng does not hold any board or management positions apart from being the managing director of Hydro Aluminium Rolled Products AS. Mrs. Nesteng holds a Master of Science in Industrial Economics Technology Management from Universität Karlsruhe (TH) (Germany).

### **2019- Trine-Marie Hagen**

Trine-Marie Hagen joined the Board of Directors in October 2019. Mrs. Hagen is the group CFO of Felleskjøpet Agri SA, a supplier of technology and resources to the Norwegian agriculture industry. In addition to being the group CFO, Mrs. Hagen is a member of the board of several of Felleskjøpet Agri SA's subsidiaries. Except for Mrs. Hagen's positions in Felleskjøpet Agri SA and its subsidiaries, she does not have any other principal activities outside the Company. Prior to taking on her current position as group CFO of Felleskjøpet Agri SA, Mrs. Hagen was the group CFO of Ekornes AS and prior to that, the group CFO of Mentor Medier AS. Before joining Mentor Medier AS, Mrs. Hagen was an employee of the Former Group. Mrs. Hagen has attended the Norwegian School of Economics (Norway) where she completed their four year programme in economics and business administration consisting of three years at bachelor/undergraduate level and one year at master/graduate level (*Nw*: Siviløkonom). She has also completed the first year of law studies (*Nw*: 1. avdeling) at the University of Bergen (Norway).

### **2019- Idunn Gangaune Finnanger**

Idunn Gangaune Finnanger joined the Board of Directors in October 2019. Mrs. Finnanger is employed as Asset Manager and Head of Technology at TrønderEnergi AS, a company with operations within hydro power and wind power. Mrs. Finnanger is also the general manager of Driva Kraftverk DA and Usma Kraft AS, both indirect subsidiaries of TrønderEnergi AS. Mrs. Finnanger has been with the TrønderEnergi group her entire career starting as a trainee in 2009 after graduating from the Norwegian University of Science and Technology (NTNU). Except for Mrs. Finnanger's position in TrønderEnergi AS and her directorship in NTNU Accel AS, she does not have any other principal activities outside the Company. Mrs. Finnanger holds a Master of Technology, Electric Power Engineering from the Norwegian University of Science and Technology (Norway).

### **2019- Svein Erik Veie**

Svein Erik Veie joined the Board of Directors in February 2019 as a director, was elected as an observer on 22 August 2019, before again being appointed as a Board Member with effect from 18 October 2019. Mr. Veie is also an employee of group, working as a machine operator. Mr. Veie serves the function as an employee representative on the Board of Directors, representing the labor union at the group's mill in Skogn, Norway. In terms of principal activities outside the company, Mr. Veie is the chairman of the Norwegian United Federation of Trade Unions (Fellesforbundet) department 461, a representative on the Norwegian United Federation of Trade Unions board, a member of the group's European Works Council and the group's Global Employee Forum, a member of the Norwegian United Federation of Trade Unions department management forum Trøndelag and a member of the Plans- and Development Committee of Levanger municipality. Mr. Veie is a process operator and an industrial mechanic.

### **2019 - Paul Kristiansen**

Paul Kristiansen joined the Board of Directors in February 2019 as a director, was elected as an observer on 22 August 2019, before again being appointed as a board member with effect from 18 October 2019. Mr. Kristiansen is also an employee of group, working as a line driver. Mr. Kristiansen serves the function as an employee representative on the Board of Directors, representing the labor union at the group's Saugbrugs mill in Halden, Norway. In terms of principal activities outside the company, Mr. Kristiansen is the chairman of the group's Works Council for Norway, the deputy chairman of the group's European Works Council, a member of the group's Global Works Council, a member of the section council of Norwegian United Federation of Trade Unions (Fellesforbundet), a council member of Halden Municipality and a board member of Halden Municipality Pension Fund. Mr. Kristiansen holds a certificate of apprenticeship as a process operator.