

Sustainability Committee Charter

1. OVERALL PURPOSE

The Sustainability Committee (the “Committee” or “SC”) is a preparatory body of the Board of Directors of Nordic Semiconductor ASA (the “Board”) that supports the Board in fulfilling the Board’s responsibilities with respect to considering sustainability within the activities and value creation of the company.

The Committee is required to comply with laws, regulations, and Oslo Stock Exchange requirements.

The Board makes all decisions in Board meetings. Under Norwegian law, the members of the Board are jointly responsible for its decisions. The preparatory and advisory role of the Committee does not alter the Board’s legal responsibilities and tasks. The Committee has no independent decision-making authority, except where expressly granted by the Board on an ad hoc basis.

2. ORGANIZATION

a. Composition

- i. The Committee is comprised of at least two and maximum 3 shareholder elected members and one employee elected member from the Board.
- ii. The Board will elect the chairperson of the Committee.
- iii. Members will be appointed for a one-year period.

b. Quorum

- i. A quorum for any meeting will be the members present in person or by phone.

c. Meetings

- i. Meetings shall be held bi-annually and otherwise when required.
- ii. The Committee shall adopt an annual meeting plan to be approved by the Board. This plan should involve key standard topics to be covered during the upcoming year (“annual SC wheel”).
- iii. Minutes shall be prepared from all Committee meetings. If the Committee prepares any matter to be presented to the Board, the minutes shall include the Committee’s proposal to the Board.
- iv. In the event that there isn’t consensus among the Committee members upon a proposal, the Committee shall provide multiple proposals to the Board for consideration.

d. Information to the Board

- i. The Committee shall, following each meeting, give the Board updates on its activities in the first upcoming Board meeting through its Chair.
- ii. The Board shall receive minutes from the Committee's meeting for information purposes.
- iii. The Committee shall make sure that the Board is aware of issues or matters related to sustainability that may have significant impact (financial or reputational) on the company.

e. Organization of the Committee's work

- i. The management of the company shall make available a secretary for the Committee. The company CEO will appoint the secretary.
- ii. The Committee shall obtain all information required for performing its duties according to this charter, including:
 1. Make sure satisfactory management participation in the Committee meetings, hereunder that the SVP Legal & Compliance, SVP Quality and EVP Product Management participate, including other relevant roles according to agenda.
 2. Arrange for adequate preparatory documents from the management.
 3. Request that the management seek external legal or other professional advice when necessary.
- iii. Whether participation will be in person or by conference call will be decided in each case by the management and Chair of the Committee.

f. The Committee's evaluation of its work

- i. The Committee shall evaluate its own performance and competence at an annual basis. The Chair of the Committee is responsible for the execution of the evaluation.

3. THE COMMITTEE'S RESPONSIBILITIES

The Sustainability Committee is a preparatory committee for the Board that supports the Board in fulfilling the Board's responsibilities with respect to considering sustainability within the activities and value creation of the company.

The Sustainability Committee's primary responsibilities include:

- i. Overseeing that the company has an overall sustainability framework: hereunder relevant risk and opportunity assessments, determination of relevant ESG metrics (in KPIs, roadmaps or otherwise) to measure its overall sustainability performance, and adequate follow-up of such ESG metrics
- ii. Review managements proposals for, and monitoring the performance of, relevant metrics for:
 - a. Climate & Environment; and
 - b. The way Nordic products and services are used in solutions for climate change and other sustainability related applications

- iii. Contribute to the review of company's ESG reporting in connection with the integrated annual report
- iv. Discuss and assess the potential utilization of voluntary ESG reporting frameworks to complement ESG reporting required by law
- v. Discuss and assess existing and anticipated developments in relevant stakeholder expectations (such as shareholders, customers, employees, investors and communities) related to sustainability and their potential impact on the company

Other important sustainability focus areas such as Working conditions and Diversity & Inclusion are within the scope of the People & Compensation Committee. Furthermore, internal controls of financial reporting, governance & compliance and tax transparency are other important focus areas within the scope of the Audit Committee.