

# Report and Recommendations from the Nomination Committee to the 2024 Extraordinary General Meeting

## Report from the Committee

Nordic Semiconductor ASA (“NOD” or “Company”) established a Nomination Committee at the Annual General Meeting (“AGM”) 18 April 2005. In 2022, the Committee consisted of Viggo Leisner (Chair), Eivind Lotsberg and Fredrik Thoresen. None of the members of the Nomination Committee are employees of NOD or members of the Board of Directors (“BoD”) of NOD.

The main duties of the Committee are to evaluate and submit a recommendation to the General Meeting on the following matters:

- Nominees for election as members of the Board of Directors of NOD and the Chair of the Board of Directors
- Nominees for election as members of the Nomination Committee and the Chair of the Nomination Committee
- The proposed remuneration of the Nomination Committee and Board of Directors including the sub committees

The Nomination Committee has followed Terms of Reference that was approved at the 2015 General Meeting. The Terms of Reference details the duties and responsibilities of the Nomination Committee.

The Committee has held several meetings and interviews with potential replacements for Niels Anderskov and Jan Frykhammar who left the board after the last AGM. The Nomination Committee will in this recommendation present its proposals for two new board members.

The Board of Directors of Nordic Semiconductor currently consist of the following shareholder elected Directors:

Birger Steen, Chair (2017)

Inger Berg Ørstavik (2017)

Anita Huun (2019)

Snorre Kjesbu (2023)

Annastiina Hintsa (2019)

The Committee proposes that Dieter May and Helmut Gassel are elected as additional new Board members to strengthen the industry and managerial background of the board. The Nomination Committee has emphasized that the Board should be diverse in terms of background, competence and experience and it is the committee’s view that the proposed Board composition ensures these qualities. The Board is currently composed of five independent Directors. NOD currently meets the requirements for both male and female directors of the Public Limited Act Section 6-11 a (1).

## Nomination Committee Recommendations

### Board of Directors

The Committee suggests that the following candidates shall be elected:

#### **Dieter May:**

**Dieter May** is a seasoned semiconductor leader and broadly experienced executive in the industry from a variety of career positions, including Infineon, Osram Semiconductor as well as advanced semiconductor users such as Nokia and BMW. Most recently, he led an innovative technology startup.

Dieter's experience as a change leader and his expertise in navigating dynamic product and market cycles in evolving business environments should greatly benefit the strategy discussions at the board and executive levels of Nordic Semiconductor.

And

#### **Helmut Gassel**

**Dr. Helmut Gassel** is a seasoned and experienced semiconductor executive with more than 25 years in the industry. He has a deep understanding of the critical technology trends, a wide variety of customers, and cutting-edge products with their applications—from Automotive to Industrial and Consumer sectors—and knows how to partner effectively in a very dynamic and competitive market environment.

With his experience, he can serve as a strong strategic thought partner to the board and executive team alike.

Oslo, January 15, 2024

Eivind Lotsberg, Fredrik Thoresen and Viggo Leisner