

**The nomination committee's recommendation to the annual general meeting in KMC Properties ASA 1 June 2022<sup>1</sup>**

The nomination committee in KMC Properties ASA has the following composition:

- Ingrid Kristin Viken
- Gunnar Syvertsen
- Finn Haugan

The nomination committee has had regular meetings since the last general meeting.

The committee has in the current period assessed the work and composition of the board of directors based on the need for qualifications in KMC Properties ASA, the company's situation, and possibilities and challenges in the future. The assessment is made through a thorough board evaluation conducted by an external third party, interviews of the company's board members and the CEO and CFO, as well as communication with the company's largest shareholder requesting any wishes related to the board's composition.

The company has over the last period had a very positive development in terms of results. The nomination committee's assessment is that the current board of directors provides the relevant qualifications. In light of the company's strategic challenges and possibilities, however, enhanced expertise in real estate and larger real estate transactions is considered to be required.

**1. Election of members to the board of directors**

The nomination committee recommends the following changes to the composition of the board of directors:

- Anders Dyrseth resigns as chair of the board of directors
- Thorbjørn Pedersen resigns as member of the board of directors
- Pål Magnus Aglen is nominated as chair of the board of directors
- John Thoresen is nominated as a member of the board of directors

Presentation of the proposed new members of the board:

*Pål M. Aglen*

Pål Aglen is currently the interim CEO of the Scandinavian real estate company Nordr. Aglen has more than 25 years of experience from various management positions in the real estate and construction industries, more recently as CEO of Nordr Norway and CEO of Veidekke Eiendom. He has comprehensive experience from working with transactions and strategic considerations.

Aglen holds an executive MBA in strategic management from the Norwegian School of Economics (NHH) and a Masters in real estate from the Norwegian University of Life Sciences (Norges miljø- og biovitenskapelige universitet).

*John Thoresen*

John Thoresen is currently partner and co-owner of BEWI Invest, the largest shareholder of KMC Properties. Thoresen has almost 20 years of experience from working as an auditor and was the CFO of Reitangruppen from 2002 to 2003. Thoresen established an investment firm in 2003, together with his brother, and has since then been actively involved in strategic- and financial development of the companies invested in. Thoresen has held several directorships, including the board of SalMar.

Thoresen holds a Master in accounting from the Norwegian School of Economics (NHH).

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<sup>1</sup> This recommendation has been prepared both in Norwegian and in English. In case of discrepancies between the two, the Norwegian version shall prevail.

The board of directors will have the following composition:

Name	Position	New member/re-election
Pål Magnus Aglen	Chair	New member
Morten Eivindssøn Astrup	Board member	Re-election
Nini Høegh Nergaard	Board member	Re-election
Stig Wærnes	Board member	Re-election
Anna Musiej Aanensen	Board member	Re-election
Marianne Bekken	Board member	Re-election
John Thoresen	Board member	New member

In accordance with the company's articles of association the board members are appointed for a period of up to two years.

Information about the board members is available at the company's website ([www.kmcp.no](http://www.kmcp.no)). Further, the qualifications of the board members are described in the company's annual report.

## **2. Proposal of remuneration to the members of the board of directors and committee's**

Remuneration to the board members is proposed in a separate recommendation attached hereto. The same applies to the remuneration to the company's audit committee, compensation committee and nomination committee.

Trondheim/Oslo, 11 May 2022.

Finn Haugan

Gunnar Syvertsen

Ingrid Kristin Viken

**To:** Annual general meeting KMC Properties ASA  
**From:** The nomination committee in KMC Properties ASA  
**Date:** 11 May 2022

**Matter:** Recommendation for remuneration to the board of directors, the audit committee, the nomination committee, and the compensation committee in KMC Properties ASA<sup>2</sup>

On 11 May 2022, a meeting in the nomination committee in KMC Properties ASA was held.

Matter: Determination of remuneration to the board of directors, the audit committee, the nomination committee, and the compensation committee in KMC Properties ASA

Documentation: The publication «Board remunerations for publicly listed and state-owned companies – 2020 (nw: Styrehonorar børsnoterte og statseide selskap – 2020.)»  
The publication is published annually by the Norwegian Institute for board members (nw: Norsk Institutt for styremedlemmer.)

Based on KMC Properties ASA's size and industry, the nomination committee finds it suitable to base its assessment on the median value for the relevant positions. This is because there are certain very large companies with fees at a level that significantly raises the average. The nomination committee therefore believes that the use of average figures would not be adequate in this context.

Further, the nomination committee is of the opinion that the remunerations shall mirror the company's need for expertise and capacity. The nomination committee has therefore chosen to base its remuneration proposal on the median line, with some adjustments.

**The nomination committee's recommendation for remuneration is:**

The board of directors	Remunerated with NOK 500,000 for the chair and NOK 300,000 for board members
Audit committee	Remunerated with NOK 55,000 for the chair and NOK 40,000 for the members
Nomination committee	Remunerated with NOK 35,000 for the chair and NOK 25,000 for members
Compensation committee:	Remunerated with med 30.000

Trondheim/Oslo, 11 May 2022

Gunnar Syvertsen

Finn Haugan

Ingrid Kristin Viken

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