

RECOMMENDATIONS BY THE NOMINATION COMMITTEE

To the Annual General Meeting of Smartcraft ASA on 28 April 2023

The work of the nomination committee

The nomination committee of Smartcraft ASA consists of:

- Arild Bødal (chairperson) and
- Ingeborg Aavatsmark

Shareholders who want to contact the nomination committee with comments or proposals regarding the composition of the board of directors or nomination committee may use the following email address: nomination-committee@smartcraft.com.

The nomination committee has performed its work in accordance with the instructions for the nomination committee as adopted by the Extraordinary General Meeting of Smartcraft ASA on 25 May 2021 (the "**Instructions**") and in accordance with the recommendations in the recommendations of the Norwegian Corporate Governance Board. The nomination committee has held a total of 11 meetings during 2022-2023, including interviews with existing and potentially new board members, shareholders and the CEO. The resolutions set out herein are unanimous.

Pursuant to the Articles of Association and the resolution by the Annual General Meeting of Smartcraft ASA on 21 April 2021, all the members of the board of directors have been elected for a period of two years from 21 April 2021. Accordingly, all of the members of the board of directors are up for election this year. Further, pursuant to the Extraordinary General Meeting of Smartcraft ASA on 25 May 2021, both members of the nomination committee have been elected for a period of two years from 25 May 2021. Accordingly, both members of the nomination committee are up for election this year. The nomination committee therefore recommends certain changes to the composition, and re-election of certain members, of the board of directors and the nomination committee this year, as set out below.

The nomination committee presents the following recommendation to the Annual General Meeting of Smartcraft ASA on 28 April 2023

1 Recommended composition of the board of directors

The board of directors of Smartcraft ASA currently has the following members:

- Gunnar Haglund (chairperson)
- Christina Skogster Stange
- Bernt Ulstein
- Maria Danell
- Marianne Bergmann Røren
- Carl Ivarsson
- Allan Engström

The nomination committee has conducted a thorough evaluation of the board of directors through individual dialogues with each member of the board of directors, the CEO and the largest shareholders of the company. The annual report provides key information on the members of the board of directors and their record of attendance at board meetings. In accordance with the Instructions, the board of directors has passed on its evaluation of its own activities and competence to the nomination committee for the period 2022, which the nomination committee has reviewed and used as part of its assessments.

The nomination committee is of the view that the current members of the board of directors overall represent a composition with relevant competence and experience well suited for the company, and that the composition of the board of directors meets the requirements of applicable laws, the Instructions and the recommendations of the Norwegian Corporate Governance Board. However, to add additional competence and a new aspect to the board of directors, the nomination committee recommends that one member of the board of directors, Christina Stange, is replaced with a new member, Isabella Alveberg. The nomination committee recommends that other current members of the board of directors are re-elected. All members are proposed (re-)elected for a period of two years until the Annual General Meeting in 2025. All proposed members have confirmed their willingness to be part of the board of directors of the company.

Isabella Alveberg is educated within finance and has sound experience within finance and IT, both nationally and internationally. She currently is, and has since 2018 been, the CEO of Snøhetta AS. She has previous experience from the IT-business, such as vice president, SMB Business Operations, Avast Software & AVG Technologies in the period 2014-2018, and sales, marketing and administrative roles in Microsoft in the period 1996 to 2010. She currently also holds certain board positions, such as in Høegh Eiendom, Telemark committee Norwegian Ski Federation and in certain entities within the Snøhetta system. A complete CV is enclosed to these recommendations.

Following the recommendation of the nomination committee, the board of directors will comprise the following members until the Annual General Meeting in 2025:

- Gunnar Haglund (chairperson)
- Isabella Alveberg
- Bernt Ulstein
- Maria Danell
- Marianne Bergmann Røren
- Carl Ivarsson
- Allan Engström

2 Recommended composition of the nomination committee

The nomination committee of Smartcraft ASA currently has the following members:

- Arild Bødal (chairperson) and
- Ingeborg Aavatsmark

Committee member Ingeborg Aavatsmark has asked for leave during 2023-2024. The nomination committee therefore proposes that she is replaced by a new member, Helen Fasth Gillstedt, effective as from this year's Annual General Meeting. The current chairperson of the committee, Arild Bødal, is proposed re-elected – both for a period of two years until the Annual General Meeting in 2025.

Helen Fasth Gillstedt has broad experience as independent non-executive director of companies in a broad range of industries with various kinds of ownerships. She also holds positions in many nomination committees and has solid experience from corporate governance and election committee work.

Following the recommendation of the nomination committee, the committee will comprise the following members until the Annual General Meeting in 2025:

- Arild Bødal (chairperson) and
- Helen Fasth Gillstedt (member)

3 Recommended fees for the members of the board of directors

Pursuant to § 8 of the company's articles of association, the nomination committee shall give recommendations to the general meeting for remuneration to the members of the board of directors and the members of the nomination committee.

At the Annual General Meeting in 2022, it was resolved that the members of the board of directors should receive remuneration in the range of NOK 175,000 to NOK 350,000 plus remuneration for committee work.

The nomination committee has reviewed the remuneration of directors in comparable companies, as specified in the annual survey of directors' remuneration in listed companies compiled by the Norwegian Institute of Directors. The nomination committee has emphasized that the remuneration in Smartcraft ASA should be at a moderate but competitive level. Given the size of the company's revenues and earnings, a compensation level below the Oslo Stock Exchange average is in the view of the nomination committee fair. In the opinion of the nomination committee, the current fees of the members of the board of directors met this requirement for 2022. Due to inflation levels and having had regard to the general salary increase level for 2022, the fees should in the view of the nomination committee be increased by four percent (rounded to nearest thousand) for the coming period.

The fact that board members own shares in the company can contribute to greater common interest between shareholders and board members. The nomination committee views positively that board members own shares in Smartcraft ASA and will encourage each individual board member to assess (additional) share ownership and the extent of this.

The nomination committee proposes that the fees payable to the members of the board of directors are as set out below for the period from the Annual General Meeting in 2023 to the Annual General Meeting in 2024:

- The chairperson of the board of directors: NOK 364,000
- Directors of the board of directors: NOK 182,000
- Additional fee to the members of the audit committee: NOK 42,000
- Additional fee to the members of the remuneration committee: NOK 10,000

Board members Carl Ivarsson and Allan Engström, who represent Valedo Partners, have refrained from receiving remuneration.

4 Recommended fees for the members of the nomination committee

The nomination committee is of the view that due to inflation levels and having had regard to the general salary increase level for 2022, the fees payable to the members of the committee should be increased by four percent (rounded to nearest thousand) for the coming period. The nomination committee proposes that the fees payable to the members of the committee are set as follows for the period from the Annual General Meeting in 2023 to the Annual General Meeting in 2024:

- Arild Bødal (chairperson): NOK 36,000
- Helen Fasth Gillstedt (member): NOK 31,000

Stryn, March 13, 2023

On behalf of the nomination committee of Smartcraft ASA



Arild Bødal