
Instructions for the Nomination Committee

1 INTRODUCTION

These instructions set out the operations of the nomination committee of Appear ASA ("Appear" or "Company"). The instructions shall be approved by the general meeting. The general meeting has the sole authority to amend these instructions.

The nomination committee shall present proposals to the general meeting regarding (i) election of the chairperson of the board of directors ("Board"), board members and deputy members of the Board, (ii) election of members to the nomination committee and (iii) remuneration for the Board and the nomination committee.

2 COMPOSITION, ELECTION AND REMUNERATION

The nomination committee shall be elected by the general meeting. Initially, the nomination committee shall consist of two to three members unless special circumstances justify a different number.

The members of the nomination committee shall be selected with consideration for the interests of all shareholders. Members of the executive management team or the Board shall not serve on the nomination committee.

Nomination committee members are elected for a term of up to two years and may be re-elected. They may also be removed or replaced at any time by a resolution of the general meeting. To ensure continuity, no more than two members should be up for election at any given time.

The annual general meeting determines the remuneration to be paid to the nomination committee. The Company shall cover the expenses incurred by the nomination committee.

3 PROCEDURES

The chairperson of the nomination committee shall convene its meetings. Each committee member, as well as the chairperson of the Board and the CFO have the right to request a meeting. The chairperson of the nomination committee determines whether the meeting will be held as a physical meeting, telephone conference, or in other formats.

The nomination committee constitutes a quorum when at least half its members participate, provided all members had the opportunity to participate. In the event of a tie vote, the chairperson shall have the casting vote. Minutes shall be taken during committee meetings and must be signed by all participating members.

The nomination committee may consult shareholders, board members, the executive management, and external advisors. Shareholders should have the opportunity to propose board candidates to the nomination committee, and the committee shall give significant weight to the preferences of shareholders when making its recommendations. The nomination committee shall also consider the proposed candidates' experience, qualifications, and ability to serve the Company effectively.

The nomination committee's recommendations must comply with applicable legal requirements concerning the composition of the Board. The committee shall also consider the recommendations

regarding Board composition set forth in the Code of Corporate Governance and the principles outlined in the Corporate Governance Policy.

Before recommending candidates, the nomination committee shall confirm the willingness to serve as board members or as a sub-committee. Only candidates who have confirmed their willingness to serve shall be recommended.

The nomination committee shall provide a rationale for its recommendations and include relevant information about the candidates. Any dissenting votes within the committee shall be recorded in the recommendation. If the Board has evaluated the nomination committee's work, the nomination committee shall consider the evaluation results.

4 PROCESSING OF THE NOMINATION COMMITTEE'S RECOMMENDATIONS

The nomination committee's recommendation shall be available in time to be sent with the annual general meeting notice, allowing shareholders to submit their views ahead of the meeting.

The chairperson of the committee, or a person authorized by the chairperson, shall present the committee's recommendations for the annual general meeting and give an account of the recommendations.
