

Proposal from the Nomination Committee of Crayon ASA to the Annual General Shareholder Meeting (AGM) on May 11th, 2022

The Nomination Committee and it's Work

The Nomination Committee at Crayon ASA is comprised of:

Tor Malmo (Chairman)

Paul C. Schorr IV

Ole-Morten Settevik

Since last year's AGM the Nomination Committee has held several internal meetings, as well as undertaken conversations and interviews with the Chairman of the Board, CEO, and Board Members. In addition, the committee has interviewed a select number of shareholders representing more than 26% of the Voting Shares of the Company.

Evaluation of the Board of Directors has followed the Code of Conduct for the Nomination Committee approved at the General Meeting October 18th 2017 and used "The Norwegian Code of Practice for Corporate Governance" as a guideline. Input from shareholders, administration and existing members of the Board of Directors has also been taken into consideration.

Factors included in the committee's evaluation including the need for relevant and complimentary qualifications considering the Company's business, strategy, growth plans, geographical presence and the balance between continuity and renewal of the Board. In addition, the committee considered the need for a good understanding and knowledge of Shareholder representation, independence and capacity.

The Board of Directors

The Company's Board of Directors during the period from AGM 2021 to 2022 was composed of the following Board Members:

Rune Syversen	Chairman of the Board
Jens Rugseth	Board Member
Eivind Roald	Board Member
Dagfinn Ringås	Board Member
Grethe Helene Viksaas	Board Member
Camilla Elisabeth Magnus	Board Member
Jennifer Lee Koss	Board Member
Christian Ødemark	Employee Representative
Brit Bergersen Smestad	Employee Representative
Mette Wam	Employee Representative
Julie Erika Lorch-Falch	
Chrissafopoulos	Deputy to the Employee Representatives
Timothy Jay Herland	Deputy to the Employee Representatives
Lars Hatlen Larhammer	Deputy to the Employee Representatives

Board Member biographies are presented on the Company's website: <https://www.crayon.com/investor-relations/leadership/>

The Committees Proposal for Election of Board of Directors

The highlights from the Nomination Committee's dialogue with Management, the Board of Directors and shareholders can be summarized as follows:

- The company is executing well, and the strategy proven
- New CEO focused on the right things and established productive relationship with the Chairman and the rest of the Board
- Overall, the Board displays a high level of complementary competences with good balance between operational and strategic characteristics
- Some rotation of members is important to bring new dynamics and skills into the board, including succession planning
- International representation and/or representation in the Board would be an important value add
- As a part of the ongoing growth vector Managed Services competence will be of importance

Rune Syversen	Chairman of the Board	Reelection
Jens Rugseth	Board Member	Reelection
Dagfinn Ringås	Board Member	Reelection
Grethe Helene Viksaas	Board Member	Reelection
Jennifer Lee Koss	Board Member	Reelection
Wenche Marie Agerup	Board Member	New
Jens Winter Moberg	Board Member	New
Christian Ødemark	Employee Representative	Not on election
Brit Bergersen Smestad	Employee Representative	Not on election
Mette Wam	Employee Representative	Not on election
Julie Erika Lorch-Falch		
Chrissafopoulos	Deputy Employee Representatives	Not on election
Timothy Jay Herland	Deputy Employee Representatives	Not on election
Lars Hatlen Larhammer	Deputy Employee Representatives	Not on election

New Board members

Wenche Agerup (1964) is currently head of Board Governance and Support in Telenor Asia in Singapore and is the chair of the board of Telenor Pakistan and a director of the board of Digi.com Berhad in Malaysia. She previously held positions in Telenor as Executive Vice President Corporate Affairs and General Counsel and Head of Group Holdings.

From 1997 to 2015, she held various positions in Norsk Hydro ASA, including as Executive Vice President Corporate Staffs and General Counsel.

Wenche is currently on the board of TGS ASA and has previously served as a board member of Equinor ASA from 2015 to 2020 and the Norwegian Stock Exchange from 2011 to 2015.

Wenche is a Norwegian citizen and holds a Masters degree in Law from University of Oslo and an MBA from Babson College, USA.

Jens Moberg (1962) has more than 20 years of experience in executive positions in technology companies, including Microsoft and IBM.

He is the owner and founder of Leadership Institute and serves as chairman of Grundfos. He is also chairman of Adapteo and member of the board in Kirk Kapital and the Poul Due Jensen Foundation.

Jens has worked for 14 years at Microsoft. First in Nordic positions, later on as CEO of Microsoft Denmark and then as Head of Western Europe. From 2005 to 2008 he was Head of Enterprise and Partner Group at Microsoft USA and responsible for a turnover of 8 billion USD. During 2008 and 2009 he was responsible for development and growth of Microsoft's Enterprise business in Russia, India and China. As the highest placed Dane in the history of the company Jens Moberg served as Corporate Vice President at Microsoft.

Jens Moberg is passionate about leadership, technology and development in business as well as society. As leader it is his focus to help people grow in their professional and private life. And he has written several books on the subject including the bestseller 'Rettidig omsorg'.

Jens is a Danish citizen has a Diploma (HD) in Marketing from Copenhagen Business School.

Election of Nomination Committee

The Nomination Committee proposes that the following Nomination Committee members are re-elected:

Tor Malmo	Chairman	Reelection
Paul C. Schorr IV	Member	Reelection
Ole-Morten Settevik	Member	Reelection

Remuneration Board of Directors

For the term ending at AGM 2022 the following were resolved at the AGM 2021:

- Chairman of the Board	NOK 675.000, -
- Board Members	NOK 350.000, -
- Board Members employed by the Company	NOK 70.000, -

At the AGM 2021 remuneration of the Directors was set based on the Board Remuneration Survey performed by The Norwegian Institute of Directors, aligned with the survey's upper quartile level.

For the term ending at the AGM 2023 proposes the following remuneration based on the same surveys index regulation from 2021 to 2022:

- Chairman of the Board	NOK 700.000, -
- Board Members	NOK 375.000, -
- Board Members employed by the company	NOK 75.000, -

Board members who have been members for parts of the term will be remunerated on a pro rata basis.

Remuneration Nomination Committee

For the term ending at AGM meeting 2022 the following were resolved at the AGM 2021:

- Committee Chair	NOK 50.000, -
- Committee Member	NOK 35.000, -

In line with the Board remuneration the remuneration for the Nomination Committee has been adjusted accordingly to harmonize with the above-mentioned Survey

For the term ending at AGM 2023 the following remuneration is proposed:

- Committee Chair	NOK 60.000,-
- Committee Member	NOK 40.000,-

April 18th, 2022

Sign.

Chairman of the Nomination Committee