

## **Proposal from the Nomination Committee of Crayon ASA to the Annual General Shareholder Meeting (AGM) on May 7th 2025**

### **The Nomination Committee and it's Work**

The Nomination Committee at Crayon ASA is comprised of:

    Tor Malmo (Chairman)  
    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, CFO and all Board Members. In addition, the committee has interviewed a selected number of shareholders.

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

Factors employed in the committee's evaluation include 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 2024 to AGM 2025 was composed of the following Board Members:

Rune Syversen	Chairman of the Board
Jens Rugseth	Board Member
Dagfinn Ringås	Board Member
Grethe Helene Viksaas	Board Member
Wenche Marie Agerup	Board Member
Arne Frogner	Board Member
Marina Lønning	Board Member

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 a selected number of Shareholders can be summarized as follows:

- The dynamics within the Board, and between the Board and the Management Team, are good

- Last year's changes aimed at strengthening the finance/audit expertise and increasing the business understanding of Crayon's business model have been positive additions to the Board of Directors
- The balance and composition of the Board are well-structured with members actively contributing within their respective areas of expertise
- The company has potential to further align Board roles and leverage individual members key competencies between Board meetings
- The Board's Governance focus provides reassurance to the Management Team
- Given the ongoing process with SoftwareOne, and the fact that two new board members were added last year, the proposal is no changes of the Board. This is in-line with feedback from Management, Board members and the major Shareholders

The Nomination Committee proposes the following Board of Directors:

Rune Syversen	Chairman of the Board	Not up for election
Jens Rugseth	Board Member	Not up for election
Dagfinn Ringås	Board Member *)	Not up for election
Grethe Helene Viksaas	Board Member *)	Not up for election
Wenche Marie Agerup	Board Member *)	Not up for election
Arne Frogner	Board Member *)	Not up for election
Marina Lønning	Board Member *)	Not up for election

\*) external & independent

### **Election of Nomination Committee**

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

Tor Malmo	Chairman	Reelection
Ole-Morten Settevik	Member	Reelection

### **Remuneration Board of Directors**

For the term ending at AGM 2025 the following were resolved at the AGM 2024:

- Chairman of the Board NOK 800.000,-
- Board Members NOK 450.000,-
- Board Members employed by the company NOK 90.000,-

At the AGM 2024 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 2026 proposes the following remuneration based on the latest surveys index regulation:

- Chairman of the Board NOK 850.000,-
- Board Members NOK 475.000,-
- Board Members employed by the company NOK 100.000,-

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 2025 the following were resolved at the AGM 2024:

- |                    |              |
|--------------------|--------------|
| • Committee Chair  | NOK 70.000,- |
| • Committee Member | NOK 45.000,- |

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 2026 the following remuneration is proposed:

- |                    |              |
|--------------------|--------------|
| • Committee Chair  | NOK 75.000,- |
| • Committee Member | NOK 48.000,- |

March 14<sup>th</sup>, 2025

Sign.

Chairman of the Nomination Committee