

To the Annual General Meeting of Norsk Hydro ASA

Recommendation from the Nomination Committee of Norsk Hydro ASA

1. The Nomination Committee's composition, mandate and work

The Nomination Committee of Norsk Hydro ASA ("**Hydro**" or "**the Company**") has the following composition:

- Berit Ledel Henriksen (chair)
- Susanne Munch Thore (member)
- Muriel Bjørseth Hansen (member)
- Karl Mathisen (member)

In accordance with Article 5A of the Company's Articles of Association, the Nomination Committee shall submit its recommendation to the Annual General Meeting regarding the election of shareholder-elected members to the Company's Board of Directors, the election of members to the Nomination Committee and the remuneration for the members of the Company's Board of Directors and the Nomination Committee. The guidelines for the Nomination Committee were last adopted by the Annual General Meeting on 10 May 2022 and are available at www.hydro.com.

The Nomination Committee held 19 meetings in the period from the Annual General Meeting on 7 May 2024 to 27 March 2025, including meetings with the Chair of the Board of Directors, the individual Board members and the CEO. The Nomination Committee has reviewed the Board's self-evaluation together with the Chair of the Board. Through the Company's website, the shareholder community has been encouraged to propose candidates, and the Committee has anchored its recommendations with several of the Company's largest owners. The Nomination Committee also conducts an annual self-evaluation of its work.

The Nomination Committee's recommendation is unanimous.

2. Composition of the Company's Board of Directors

2.1 Item 10 of the notice of meeting - election of shareholder-elected member to the Board of Directors

In accordance with Article 5 of the Articles of Association, the Board of Directors shall consist of 9 to 12 members, who shall be elected for up to 2 years at a time. The Board of Directors currently consists of 11 members, seven of whom are elected by shareholders and four are elected by and among the Company's employees in Norway.

At the Annual General Meeting on 7 May 2024, the following were elected as shareholder-elected members for up to two years:

Position	Name	Elected from year
Chair of the Board*	Rune Bjerke	2020, Chair since 2024
Deputy chair	Kristin Fejerskov Kragseth	2022, Deputy Chair since 2024
Board member**	Marianne Wiinholt	2016
Board member	Peter Kukielski	2019
Board member	Philip Graham New	2022
Board member	Jane Toogood	2024
Board member	Espen Gundersen	2024

*Rune Bjerke is also chair of the Board's remuneration committee

**Marianne Wiinholt is also chair of the Board's audit committee

Over the past year, the Nomination Committee has carried out a thorough and comprehensive evaluation of the Board of Directors, its composition and its overall competence, please see [the Norwegian Code of Practice for Corporate Governance](#) (2021) ("NUES") section 7.

It is the opinion of the Nomination Committee that the members of the Board of Directors and the Company's administration are reasonably in agreement that the Board functions well. In accordance with the principles of good corporate governance, the Nomination Committee has emphasized a number of criteria in its work on the composition of the Board. This includes consideration of the interests of the shareholder community, diversity in expertise and background, capacity and gender representation. The Nomination Committee has also considered Hydro's strategy and how the composition of the Board is best possible and with the right expertise adapted to the strategy towards 2030.

Through its work, the Nomination Committee has identified that additional experience and expertise in finance and capital markets could help to strengthen the Board going forward. The Nomination Committee also notes that Board member Peter Kukielski will step down from the Board at the 2025 Annual General Meeting.

The Nomination Committee has assessed a number of Norwegian and international candidates with the assistance of a consultant. The Committee has identified a competent candidate who satisfies the criteria the Committee set for its search.

Kim Wahl (64, Norwegian) is Chairman and owner of the investment company Strømstangen. Wahl is a Board member of DNB Bank ASA and Deputy Chairman of UPM Kummene Oyj and has held board positions in a number of European companies in various industries. Wahl is one of the founders of the European private equity firm IK partners (formerly Industri Kapital), where he was a partner and Deputy Chairman for 20 years. Wahl also has experience from the investment bank Goldman Sachs in New York and London. Wahl is one of the founders of the Voxtra Foundation, established in 2008, which focuses on social investment in East Africa. Wahl holds an MBA from Harvard Business School and a Bachelor in Business Economics from the University of San Diego. His CV is attached to this recommendation as Appendix 1.

The Nomination Committee is committed to ensuring that each Board member has the capacity for, is dedicated to, and puts in sufficient work effort in their role for Hydro. As part of its overall assessment, the Nomination Committee has therefore also taken into account each current Board member's total workload and capacity, including any other positions and roles. In 2024, the Board of Directors held 16 Board meetings with a total attendance of 96.2%.

All of the current shareholder-elected Board members are considered by the Nomination Committee to be independent of Hydro's senior executives, significant business connections and main shareholders. The requirement for balanced representation of both genders has been met, please see Article 6-11a of the Norwegian Public Limited Liability Companies Act.

On the basis of the above elements and considerations, the Nomination Committee recommends that Kim Wahl is elected as a new Board member of the Company. It is recommended that the candidate is elected for up to two years, at the latest until the Company's Annual General Meeting in 2027. The Nomination Committee considers the candidate to be independent of Hydro's senior executives, significant business connections and main shareholders.

Information about the expertise and background of the current Board members is available on [Hydro's website](#).

2.2 Composition of the Board

Based on section 2.1 above, the Board will have the following composition:

- Rune Bjerke (Chair)
- Kristin Fejerskov Kragseth (Deputy Chair)
- Marianne Wiinholt (Member)
- Philip Graham New (Member)
- Jane Toogood (Member)
- Espen Gundersen (Member)
- Kim Wahl (Member)

In addition to the seven shareholder-elected Board members listed above, the Board of Directors will continue to have four Board members elected by and among the employees. The Board of Directors will in total consist of 11 Board members.

3. Item 11 of the notice of meeting - election of members to the company's Nomination Committee

Article 5A of the Company's Articles of Association provides that the Nomination Committee shall consist of a minimum of three and a maximum of four members who shall be shareholders or shareholder representatives. The members of the Nomination Committee, including its chair, are elected by the General Meeting. The members of the Nomination Committee are elected for up to two years at a time and shall be independent of the Company's Board and executive management.

Berit Ledel Henriksen has been a member of the Nomination Committee since 2015 and chair since May 2022, Susanne Munch Thore has been a member since 2022, and Muriel Bjørseth Hansen and Karl Mathisen have been members since 2023. Munch Thore was also a member of the Nomination Committee in the period 2014-2020.

The election period for member Bjørseth Hansen and member Mathisen expire at the Annual General Meeting in 2025. The election period of Nomination Committee Chair Henriksen and member Munch Thore expire at the Annual General Meeting in 2026. However, chair of the Nomination Committee Henriksen has informed the Committee that she will resign from the Nomination Committee at this year's Annual General Meeting, one year before the end of her election period.

Starting from the Annual General Meeting in 2025, the Nomination Committee wishes to hold a simultaneous election of all candidates for the Nomination Committee, in line with previous practice. This means that members whose election period expires in 2026 will also stand for election at the 2025 Annual General Meeting. The Nomination Committee has carried out a process to assess new candidates for the Nomination Committee considering the Committee's composition and overall expertise. In its assessments, the Nomination Committee has considered the need for continuity against the need for renewal, please see section 4.5 of the Nomination Committee's guidelines.

The Nomination Committee recommends that Harald Serck-Hanssen is elected as new member of the Nomination Committee. Serck-Hanssen is Executive Vice President Large Corporates & International in DNB Bank ASA with responsibility for the company's largest customers and DNB's international departments. Serck-Hanssen joined DNB in 1998 and has been part of the group executive management since 2013, previously serving as Executive Vice President Corporate Banking and Executive Vice President Large Corporates & International. He was previously with Stolt-Nielsen Shipping and Odjell Group. Serck-Hanssen holds an MSc in Economics from the University of Stirling and an Advanced Management Program from INSEAD France.

Based on the above, the Nomination Committee submits the following unanimous recommendation:

- Susanne Munch Thore, Muriel Bjørseth Hansen and Karl Mathisen are re-elected as members of the Nomination Committee for up to two years until the Annual General Meeting in 2027.
- Harald Serck-Hanssen is elected as new member of the Nomination Committee for up to two years until the Annual General Meeting in 2027.
- Susanne Munch Thore is elected as Chair of the Nomination Committee for up to two years until the Annual General Meeting in 2027.

All candidates are considered to be independent of the Company's Board of Directors and executive management, please see the Nomination Committee's guidelines section 4.4.

The Nomination Committee will have the following composition:

- Susanne Munch Thore (Chair, elected for up to two years from 9 May 2025)
- Muriel Bjørseth Hansen (Member, elected for up to two years from 9 May 2025)
- Karl Mathisen (Member, elected for up to two years from 9 May 2025)
- Harald Serck-Hanssen (Member, elected for up to two years from 9 May 2025)

4. Item 12 of the notice of meeting – Remuneration of the Board of Directors, deputy Board members and the Board's Committees

Remuneration to the Chair of the Board, members of the Board of Directors and the Board's Committees were last approved by the Annual General Meeting on 7 May 2024. The current and past remuneration rates per position in Norwegian krone is shown in the table below:

	2022	2023	2024
Board of Directors			
Chair of the Board	731,000	800,000	920,000
Deputy Chair of the Board	440,500	460,000	484,000
Board member	385,700	403,000	424,000
Travel time compensation*	31,000	32,300	37,100
Audit committee			

Chair	222,300	232,000	256,000
Committee member	144,800	151,000	167,000
Remuneration committee			
Chair	128,200	134,000	141,000
Committee member	96,200	100,300	106,000

* Compensation to Board members residing outside of Norway applies when the Board member is required to cross a national border to attend the meeting

When proposing remuneration to the Board of Directors and the Board's Committees, the Nomination Committee shall consider the Board members' responsibilities, expertise, the Company's complexity, and the effort that the elected representatives are expected to put into the position going forward, please see section 11 of the NUES and section 4.6 of the Nomination Committee's guidelines. The Nomination Committee also obtains information about Board remuneration in comparable companies.

Increased time spent

In recent years, the Board work in Hydro has increased because of complex issues, such as geopolitical instability and increased regulatory requirements, including sustainability reporting. Increased time spent by Board members is also reflected in surveys conducted by the Boston Consulting Group on behalf of the Ministry of Trade, Industry and Fisheries in 2019 and the Norwegian Institute for Directors in 2024.

Restrictions for directorships

The increased scope of the Board's duties has led to a greater need for Board members to have sufficient time and resources to perform their duties effectively. The Nomination Committee is experiencing stricter requirements that individual Board members do not take on too many positions at the same time (so-called "overboarding"). Potential Board candidates are perceived as being selective in terms of which positions they are willing and able to take on, and competitive terms become a key factor in the recruitment of Board members.

Hydro is a complex, international company, with operations in 40 countries and 33,000 employees worldwide.¹ The Company has an ambitious strategy, and an appropriately composed Board is critical to make the right strategic decisions in a responsible manner. Competitive remuneration is an important element in ensuring that Hydro has access to the best board resources, both Norwegian and international.

Remuneration development

It is the opinion of the Nomination Committee that the current Board remuneration does not reflect the workload, responsibility, requirements for availability and competence. The Norwegian Institute of Directors board remuneration survey for 2024 shows that Hydro's chair remuneration is 15th among the 30 largest listed companies ranked by chair remuneration and 30th among all listed companies on the Oslo Stock Exchange. For board members, Hydro is not included on the list of the 30 highest board member remuneration for all listed companies.

With the help of Korn Ferry, the Norwegian Institute of Directors has also conducted a benchmarking of board remuneration in Norway compared to other countries in the Nordic region and Europe. This shows that board members' remuneration in Norway is the lowest in the Nordic region and is EUR 86,000 behind the average in the region in 2024. Compared to Europe, Norway ranks second to last, only ahead of Austria.

¹ See [link to the annual report](#). Hydro is Norway's largest non-governmental employer

Chair remuneration in Norway is 24% of the European median, while board member remuneration is 52% of the European median.

The weakening of the Norwegian krone in recent years has reinforced this trend, particularly for the recruitment of international Board candidates. Calculation examples show that Hydro Board member remuneration measured in USD has remained virtually unchanged over the past 10 years. Total remuneration² for a Board member in 2014 amounted to USD 61,700, in 2024 total remuneration amounted to USD 63,600.

In summary, the Nomination Committee is of the opinion that although Hydro is a large, global company that is and should be attractive to qualified board candidates, there will be a continued need to increase the level of the Company's Board remuneration. The Nomination Committee considers this to be a long-term effort that will continue in the years ahead.

The Nomination Committee encourages the Company's Board members to own shares in the company. Board members' share ownership is also considered important by shareholders the Nomination Committee has been in contact with.

All Board remuneration will be paid in Norwegian kroner.³

4.1. Remuneration to the Chair of the Board, Board members, deputy Board members and members of the Board's committees, as well as travel time allowance

The Nomination Committee recommends an increase of 10.7% in the remuneration of the Chair and Board members. The same is proposed for personal deputies to the Board's employee-elected members where the personal deputy attends the Board meeting due to the employee-elected member's absence.

The Nomination Committee is of the opinion that an increase of 10.7% implies a continued moderate but at the same time a more competitive remuneration.

An increase of 5.7% in remuneration is proposed for the Committee Chairs and Committee members of the Remuneration Committee and Audit Committee. The Nomination Committee proposes an increase of 15.7% of the travel time allowance for Board members residing outside Norway when the Board member has to cross a national border to attend the meeting.

All increases will be made effective from 1 January 2025, rounded appropriately. Travel expenses will, as in accordance with previous practice, be covered by the Company according to invoice.

Based on the above, the Nomination Committee recommends the following annual remuneration, with effect from 1 January 2025.

	<i>From (in NOK)</i>	<i>To (in NOK)</i>
Chair of the Board	920,000	1,018,000
Deputy chair	484,000	536,000
Board member	424,000	469,000

² Board fees and travel time allowance for international Board members

³ For reference, note that as of 15 March 2025 USD/NOK= 10.57 and EUR/NOK= 11.

Deputy to employee-elected Board member*	17,900	19,800
Travel time allowance**	37,100	42,900
Audit committee		
Chair	256,000	271,000
Member	167,000	177,000
Remuneration committee		
Chair	141,000	149,000
Member	106,000	112,000

*Compensation per Board meeting where a personal deputy for an employee-elected Board member participates in the Board meeting because of the latter's absence

** Compensation to Board members residing outside Norway, applies when the Board member is required to cross a national border to attend the meeting

5. Item 13 of the notice of the meeting - remuneration to the members of the Nomination Committee

Article 5A of the Company's Articles of Association states that it is the responsibility of the Company's General Meeting to determine the remuneration of the Nomination Committee.

The Nomination Committee observes that the workload and availability requirements for the chair and other members of the Nomination Committee continue to increase. This is considered to be a natural consequence of the fact that the search for and recruitment of candidates has become a more extensive and complex process in recent years, as described earlier. The Nomination Committee notes that the chair of the Nomination Committee, in addition to attending Committee meetings, also participates in other meetings throughout the year that are relevant to the Committee's work.

In its recommendation, the Nomination Committee has considered information on remuneration to the Nomination Committees in comparable companies. It is proposed that remuneration for the Chair and members of the Nomination Committee, is increased by 5.7%. All increases will be effective from 1st January 2025, rounded appropriately.

Remuneration per meeting in Norwegian kroner.

The Nomination Committee	<i>From (in NOK)</i>	<i>To (in NOK)</i>
Chair (per meeting, where the chair is present)	9,600	10,100
Member (per meeting, where the member is present)	7,700	8,100

Oslo, 14 April 2025

The Nomination Committee of Norsk Hydro ASA

Berit Ledel Henriksen (chair)

Muriel Bjørseth Hansen

Karl Mathisen

Susanne Munch

CV - Kim Wahl

Year of Birth: 1960 (64)
Nationality: Norwegian
Location: Oslo, Norway



Education

1987 MBA Business Administration, Harvard Business School, USA
1984 BBE Business Economics, University of San Diego, USA

Languages Norwegian, English

Executive Roles

2004 - Present **Strømstangen**
Owner and Chair

2008 - Present **The Foundation Voxtra**
Co-Founder and Chair

1989 - 2009 **IK Investment Partners**, UK and Norway
Deputy CEO & Chairman. Co-Founder & Partner

1987 - 1990 **Goldman Sachs**, UK and USA
Associate, Corporate Finance

Non-Executive Roles

2021 - 2022 **Cloudberry Clean Energy**, Committee member - Nomination Committee

2012 - present **UPM Kummene**, Finland, Deputy Chair (since 2023), Board member (2012-2023)

2013 - present **DNB**, Board member (Deputy chair 2019-2021)

2012 - 2018 **Intermediate Capital Group**, UK, Board member

2010 - 2013 **Aspelin Ramm Gruppen**, Board member

2010 - 2013 **Kavli Holding**, Board member

2007 - 2009 **Norske Skog**, Chair

2005 - 2008 **Kwintet**, Sweden, Deputy chair

2005 - 2007 **Dywidag-Systems International**, Germany, Board member

2005 - 2007 **Kid**, Board member

2005 - 2007 **Europris**, Board member

2003 - 2007 **Oriflame Cosmetics**, Sweden, Board member

2000 - 2005 **Orica Norway**, Board member

2000 - 2005 **Dyno Nobel**, Deputy chair

1999 - 2004 **Superfos**, Denmark, Deputy chair

1999 - 2000 **Continental Bakeries**, Netherlands, Deputy chair

1999 - 2000 **Kongsberg Automotive**, Deputy chair

1998 - 1999	Crisplant , Denmark, Board member
1997 - 1999	Fona Gruppen , Denmark, Deputy chair
1995 - 1997	Ellos , Sweden, Board member
1994 - 1998	Orkla Finans , Board member
1994 - 1997	Lithells , Sweden, Board member
1996 - 1997	Nygo Aero , Sweden, Board member
1993 - 1999	Lindex , Sweden, Deputy chair
1990 - 1996	CSE Aviation Limited , UK, Board member
1989 - 1996	AB Idesta , Sweden, Board member