

REPORT AND RECOMMENDATIONS FROM THE NOMINATION COMMITTEE IN SOFTOX SOLUTIONS AS TO THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 12TH, 2022

1. PROPOSED COMPOSITION OF THE BOARD OF DIRECTORS (BoD)

The BoD appears to function well. The skillsets and experience of the Board members are well matched to the expected need of SoftOx Solutions AS over the coming 24 months. The interaction and collaboration between the BoD and the Executive Management is also working well. All board members are up for election, and all have agreed to be nominated for re-election.

The Nomination Committee propose the following:

Melvin Teigen (chair)	(re-election)
Kari Myren (board member)	(re-election)
Olav Trygve Jarlsby (board member)	(re-election)
Claus Seeberg (board member)	(re-election)

The candidates are independent. The proposal from the Nomination Committee is based on a careful evaluation of the Board’s composition and function versus the company needs. It is our belief that the proposed Board is suited to help meeting the challenges the company faces at present and up to the ordinary AGM in 2024.

2. REMUNERATION OF BOARD MEMBERS

2a Nominal remuneration

For the May 2022 AGM we propose to leave the cash compensation unchanged, while adding stock options (see below) to supplement the cash remuneration.

Chairperson: NOK 250 000 annually

Board Members: NOK 125 000 annually

2b Stock options

As SoftOx are owned by shareholders both in and outside Norway, with operations both in and outside Norway, the Nomination Committee aims to gradually align the Board Remuneration with that of international peers. As part of this, the Nomination Committee proposes to introduce stock options as a supplement to Board Members cash remuneration.

The Nomination Committee proposes that the board members, in addition to the cash compensation proposed under 2a (above), shall receive a number of options corresponding to the terms similar to the existing share option program for management, with the following details:

- Pricing – the strike will be set at 25 % premium to the closing price at year end, NOK 70
- 10 000 options to the chairman and 6 400 options to the members
- Options are granted starting this year, following the AGM
- The expiration of each option is 3 years from date of vesting
- The share options shall vest upon completion of quarters, for the next eight quarters following the AGM 2022
- If the chairman of the board or a board member resigns from the board of SoftOx Solutions AS during the two-year period from the date of the AGM in 2022 until the date of the general meeting in 2024, regardless of the reason, the chairman of the board or the board member's compensation in the form of options and board fees is adjusted according to the accrued vesting time per commenced quarter.

3. COMPOSITIONS OF THE NOMINATION COMMITTEE

All members of the Nomination Committee wish to be re-elected for another period and as follows:

Dag Vangsnes (leader)

Kristian Almås (member)

4. REMUNERATIONS OF THE NOMINATION COMMITTEE

Our proposed remuneration of the Nomination Committee for the period ending at the 2022 AGM is:
Committee leader: NOK 35,000

Kristian Almås has chosen to forgo any remuneration for his work on the Nomination Committee.

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The proposals from the Nomination Committee are unanimous.

Oslo, May 4th, 2022 Dag Vangsnes (Committee Leader)