



HÖEGH AUTOLINERS

HÖEGH AUTOLINERS ASA -

Recommendation from the Nomination Committee

to the Annual General Meeting

2 May 2024

1. THE TASKS AND ACTIVITIES OF THE NOMINATION COMMITTEE

Pursuant to the instructions to the Nomination Committee of Höegh Autoliners ASA (the "Company"), the Nomination Committee shall propose to the Company's Annual General Meeting candidates for election of members to the Board of Directors of the Company (the "Board") and recommend the remuneration of the members of the Board. The Nomination Committee shall also propose candidates to serve on the Nomination Committee, including the chair, and propose remuneration of its members.

The members of the Nomination Committee were elected at the Annual General Meeting 27 April 2022 for a period of two years:

- Terje Askvig (chair)
- Øyvin Brøymer (member)
- Birthe Skeid (member)

Since the last AGM, the Nomination Committee has conducted two meetings and communicated by email. The Nomination Committee has had communications and discussions with the largest shareholders and independently surveyed the Company's needs. Based on this we hereby submit our recommendations. The proposals have been unanimously resolved by the Nomination Committee.

2. RECOMMENDATION OF CANDIDATES TO THE BOARD

The Board currently has the following composition, and the Directors are elected for the periods stated below:

Leif O. Høegh, chair, elected until AGM 2024
Morten W. Høegh, deputy chair elected until AGM 2025
Johanna Hagelberg, member elected until AGM 2024
Kjersti Aass, member elected until AGM 2024
Jan B. Kjærvik, member elected until AGM 2025
Kasper Friis Nilaus, member elected until AGM 2025
Martine V. Holter, member elected until AGM 2025
Gyrid Skalleberg Ingerø, elected until AGM 2025
Thor Jørgen Guttormsen, deputy member elected until AGM 2025

- **Leif O. Høegh**
The Nomination Committee proposes re-election of board member and chair Leif O. Høegh for a period of two years, until the AGM in 2026.
- **Johanna Hagelberg**
The Nomination Committee proposes re-election of board member Johanna Hagelberg for a period of two years, until the AGM in 2026.
- **Kjersti Aass**
The Nomination Committee proposes re-election of board member Kjersti Aass for a period of two years, until the AGM in 2026.

All the nominees have accepted their nominations.



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3. RECOMMENDATION OF CANDIDATES TO THE NOMINATION COMMITTEE

The Nomination Committee currently has the following composition, and the members are elected for the periods stated below:

- Terje Askvig (chair), elected until AGM 2024
- Øyvind Brøymer, elected until AGM 2024
- Birthe Skeid, elected until AGM 2024

The committee proposes that all members are re-elected for a period of two years, until the AGM in 2026.

All the nominees have accepted their nominations.

4. RECOMMENDATION OF REMUNERATION TO THE DIRECTORS AND THE COMMITTEE MEMBERS

The Nomination Committee proposes that the AGM approves the following remuneration to the Board of directors and board committee members for the year 2024:

Each board member (excl chair): NOK 420,000.

The remuneration will be paid out on in monthly payments

The chair of the Audit Committee (AC): NOK 160,000

Each member of the Audit Committee (AC): NOK 90,000

The chair of the Sustainability Governance and Compensation Committee (SGC): NOK 100,000

Each member of the Sustainability Governance and Compensation Committee (SGC) (excl. chair of the board): NOK 70,000

The Chair of the board is employed by Höegh Autoliners Management AS and receives a separate salary/fee equal to 12xG annually (plus benefits), as updated May each year. As such, the Chair of the board will not receive separate board and committee remuneration.

5. RECOMMENDATION OF REMUNERATION TO THE NOMINATION COMMITTEE

The Nomination Committee proposes that the AGM approves the following remuneration to the Nomination Committee members for the one-year period from the AGM 2023 until the AGM 2024:

The chair of the Nomination Committee: NOK 60,000

Each member of the Nomination Committee: NOK 40,000

2 May 2024

On behalf of the Nomination Committee of Höegh Autoliners ASA

Terje Askvig
Chair