5th September 2019

## Charter of the Nomination Committee

**§1 Appointment and composition of the Nomination Committee**
The board shall appoint from among the directors the members and the chairman of the Nomination Committee. The Committee shall have at least three members.

The members of the Nomination Committee shall have expertise and experience required by the duties of the Committee. The majority of the Committee shall be independent of the company.

The CEO or other executives of the company may not be appointed to the Committee.

**§2 Duties of the Nomination Committee**The Nomination Committee assists the Board of Directors in the preparations of the matters pertaining to the appointment and remuneration of members of the Board of Directors and makes recommendations to the Board of Directors in these matters.

The main duties of the Nomination Committee are as follows:

* the preparation of the proposal for the appointment of directors to be presented to the general meeting
* the preparation of the proposal to the general meeting on matters pertaining to the remuneration of the directors;
* the presentation of the proposal on the directors to the general meeting
* identification of prospective successors for the directors.

**§3 Working of the Nomination Committee**

The Nomination Committee shall convene at least twice a year invited by the chairman of the Committee. In addition to the meeting participants, the invitation and the agenda are also sent to other members of the Board of Directors for information.

The Committee shall be considered to have quorum when a majority of the Committee members, including the chairman, are present. The company’s CEO and other members of the management attend the meetings as needed upon the invitation of the Committee.

The Committee shall have the authority to request reports relating to any of the duties within the scope of its responsibility.

The Committee regularly reports on its activities to the Board of Directors.