

To: The annual general meeting of Europis ASA  
From: The nomination committee  
Date: 26 April 2019

### **Recommendations from the nomination committee**

#### **Work of the nomination committee**

The annual general meeting of Europis ASA adopted instructions for the nomination committee's work on 23 April 2015. These instructions are available on the company's website at [www.europis.no](http://www.europis.no). The nomination committee shall recommend candidates for the board (shareholder-elected directors) and the nomination committee, as well as remuneration for these bodies and for the board sub-committees. The nomination committee has organised its work in accordance with the instructions. Six physical meetings have been held by the nomination committee between the previous AGM and this date, and it has otherwise worked via e-mail and telephone.

The nomination committee has had separate meetings with the chair and the directors as well as with the CEO and other relevant members of the executive management. The nomination committee has also been given a presentation of the board's self-evaluation process, conducted in December 2018. Information about the work of the nomination committee and the deadline for shareholder proposals to the committee has been posted to the company's website. In addition, the nomination committee has been in direct dialogue with the largest shareholders.

The nomination committee's objective is to ensure that the board of directors has a broad composition, functions well as a collegiate body and fulfils the company's requirements for competence, relevant experience, capacity and diversity. The composition of the board of directors should also ensure that the board can attend to the common interests of all shareholders.

The nomination committee also recommends that directors should be encouraged to own shares in the company, in accordance with the Norwegian code of practice for corporate governance.

#### **Item 9 on the AGM agenda: To consider remuneration for the board of directors**

Remuneration of the board of directors has so far been set retrospectively, and the recommendation to this annual general meeting therefore relates to the period from the 2018 AGM to the 2019 AGM. However, it has become quite common amongst listed companies to set the remuneration for the coming year, and the nomination committee will propose to make this change for Europis ASA as well.

The nomination committee has compared the present remuneration of directors with comparable companies, as specified in the annual survey of directors' remuneration in listed companies compiled by the Norwegian Institute of Directors. The remuneration is regarded as being in line with comparable companies.

The nomination committee recommends unchanged remuneration for the period from the 2018 AGM to the 2019 AGM:

Chair:	NOK	525,000
Directors:	NOK	265,000
Chair, audit committee:	NOK	70,000
Members, audit committee:	NOK	45,000
Chair, compensation committee:	NOK	32,000
Members, compensation committee:	NOK	21,500

For the coming period, the nomination committee recommends that all directors' fees are raised in line with general annual pay growth in Norway, estimated to be about three per cent. The recommendation for the period from the 2019 AGM to the 2020 AGM is therefore as follows:

Chair:	NOK	540,000
Directors:	NOK	275,000
Chair, audit committee:	NOK	72,000
Members, audit committee:	NOK	46,500
Chair, compensation committee:	NOK	33,000
Members, compensation committee:	NOK	22,500

#### **Item 11 on the AGM agenda: To elect members to the board of directors**

The board of Europis ASA currently has the following shareholder-elected directors (date of first election in parentheses):

- Tom Vidar Rygh – chair (2012)
- Bente Sollid Storehaug (2015)
- Hege Bømark (2015)
- Tone Fintland (2017)
- Claus Juel-Jensen (2017)
- Sverre R Kjær (2018)

With the exception of Sverre R Kjær, all directors are up for re-election at this annual general meeting. However, the nomination committee is free to assess the board's composition independently of which directors are up for election in a given year.

The nomination committee finds that the board is well functioning and has the necessary breadth of competence and experience. All directors have confirmed that they are willing to stand for re-election. Considering that there has been some renewal of board membership in recent years, the nomination committee is putting more emphasis on continuity at the present stage. However, in light of the company's cooperation with the Swedish family-owned company Runsvengruppen AB, which will be a major shareholder of Europis ASA, the nomination committee will propose Karl Svensson as a new director in addition to the current directors. He has a strong background from the Swedish retail sector and the Runsvengruppen businesses (where he is also a shareholder), and information from his CV can be found in the appendix.

The nomination committee therefore recommends that Tom Vidar Rygh be re-elected as chair, Bente Sollid Storehaug, Hege Børmark, Tone Fintland and Claus Juel-Jensen be re-elected as directors, and that Karl Svensson be elected as a director, all for a period of two years.

The composition of the board will thereby be as follows:

- Tom Vidar Rygh – chair
- Bente Sollid Storehaug
- Hege Børmark
- Tone Fintland
- Claus Juel-Jensen
- Sverre R Kjær
- Karl Svensson

**Item 12 on the AGM agenda: To elect members of the nomination committee and approve the remuneration of the members of the nomination committee**

The nomination committee currently comprises (date of first election in parentheses):

- Mai-Lill Ibsen - chair (2016)
- Tom Rathke (2017)
- Inger Johanne Solhaug (2018)

All members of the nomination committee serve a two-year term. Rathke's term of office ends at this annual general meeting. He has confirmed that he is willing to stand for re-election.

The nomination committee recommends re-election of Tom Rathke for a term of two years.

With regard to remuneration for the nomination committee, the same three per cent increase as for the board is proposed. The following remuneration is therefore proposed for the nomination committee for the period from the 2019 AGM to the 2020 AGM:

Nomination committee chair	NOK	62,000
Nomination committee member	NOK	51,500
all with a supplement of NOK 8,500 per meeting if these exceed seven per year.		

Information from the CVs of all directors and nomination committee members is provided in the appendix to this recommendation.

Mai-Lill Ibsen

(sign)

Tom Rathke

(sign)

Inger Johanne Solhaug

(sign)

## APPENDIX - Information on the candidates

### **Tom Vidar Rygh (born 1958)**

Tom Vidar Rygh (chair) is an adviser to the Nordic Capital Funds. He holds a degree in economics and business administration (siviløkonom) from the Norwegian School of Economics (NHH). Rygh has held various leading executive positions in industrial and financial companies, including executive vice president of Orkla ASA, CEO of SEB Enskilda and partner in/CEO of NC Advisory AS – adviser to the Nordic Capital Funds. He has served as chair and director of several companies in a number of sectors, including Telenor ASA, Oslo Børs, Carlsberg Breweries A/S, Storebrand ASA, Aktiv Kapital ASA, Eniro AB, Netcom ASA, Helly Hansen ASA, Dyno ASA, Industrikapital Ltd, Actinor Shipping ASA, Borregaard Forests AS, Holberg Inc, Orkla Eiendom AS, Telia Overseas AB and Baltic Beverage Holding AB. Rygh has also served as an adviser to a number of prominent investment groups, such as TPG and the John Fredriksen group.

### **Hege Bømark (born 1963)**

Hege Bømark is a director of Union Eiendomsinvest Norge AS, AF-Gruppen ASA, OBOSbanken AS and the Institute for Eating Disorders. She has also been a director of Oslo Areal ASA, Norgani Hotels ASA, BWGHomes ASA, Norwegian Property ASA and Fornebu Utvikling ASA, all of which are or have been listed companies. Prior to becoming a full-time professional director, Bømark served as a project broker in AS Eiendomsutvikling and as a financial analyst at Fearnley Finans AS and Orkla Finans AS. She holds a degree in economics and business administration (siviløkonom) from the Norwegian School of Economics (NHH).

### **Bente Sollid Storehaug (born 1967)**

Bente Sollid Storehaug is CEO of Digital Hverdag and a director of Polaris Media, Hafslund E-CO, Europiris, Motor Gruppen and Eika Gruppen. She is also chair of Boostcom Group and Hitch. Storehaug has been a member of several policy advisory boards for government ministers in Norway. She has also been appointed by the government to an expert committee on the future funding of the Norwegian Broadcasting Corporation (NRK). Storehaug established her own internet consultancy in 1993, which is listed today on Oslo Børs as Bouvet ASA. She is the youngest member of the Norwegian Association of Editors.

### **Tone Fintland (born 1962)**

Tone Fintland has many years of experience as a director in the pharmaceutical industry. She has functioned since 2016 as global procurement director at TEVA Pharmaceuticals, and has previously held similar positions in the Actavis Group and Alpharma Inc. In addition, Fintland is a president of NIMA and NIMA Oslo Akershus Affiliate. She holds a Bachelor in Business Administration from the BI Norwegian Business School.

### **Claus Juel-Jensen (born 1963)**

Claus Juel-Jensen is a professional director and has boardroom experience from more than 15 different companies in food and non-food retailing, food production and wholesale. In his professional career, he was CEO of Netto Germany (1995-2004), a joint venture between Edeka Germany and Dansk Supermarked Group, and then CEO of Netto International (Denmark, Germany, Sweden, Poland and the UK) from 2005-2017. He has extensive experience from the food discount industry and the internationalisation of retail concepts. Juel-Jensen holds master's degrees in business administration and science from Copenhagen Business School and the University of Cologne, and has the rank of captain in the Royal Danish Guard.

**Sverre R Kjær (born 1959)**

Sverre R Kjær served as CFO of NorgesGruppen ASA for 15 years until 2016, after five years with Norway Seafoods ASA. He is currently working on the restructuring of companies owned by Jotunfjell Partners, and as a non-executive director of Bertel O Steen AS and Fagerstad Holding AS, a property developer. Kjær has long and wide experience of boardroom work and was responsible for a number of structural changes and improvements at both NorgesGruppen and Norway Seafoods. He has a Bachelor of Business Administration degree from the Oslo Business School and has attended an advanced management programme at Harvard Business School.

**Karl Svensson (born 1977)**

Karl Svensson is a director of RuNor AS, the Svensson family's special purpose vehicle for its investment in Europiris. He is a corporate finance professional, having worked for Swiss-based corporate finance institutions advising on mergers and acquisitions and private capital placements. Svensson also has operational retail experience, having previously worked for Runsvengruppen AB, the parent company of ÖoB. He graduated from Uppsala University in 2003 with an MSc in business and economics.

**Mai-Lill Ibsen (born 1955)**

Mai-Lill Ibsen has been deputy CEO of Eksportfinans ASA, managing director and CCO of Citibank in Norway and CEO of NOS ASA. She has solid experience from boardroom work in the Nordic countries, including listed and state-owned companies and foundations. She was deputy chair of Folketrygdfondet until 2015. She is currently chair of GIEK Kredittforsikring AS, and a director of companies including Carnegie AS, Fjellinjen AS, Royal Arctic Line A/S and Sbanken ASA. She is a graduate of the BI Norwegian Business School and has an MBA from Stanford University.

**Inger Johanne Solhaug (born 1969)**

Inger Johanne Solhaug has held different corporate positions in Orkla for more than 20 years, and was a member of the executive management team for several years. She was the CEO of Nidar from 2008 to 2013 and is now a partner in XO Executive Advisors. She has broad boardroom experience from the consumer goods sector, and is currently director of Strongpoint AS, Insula AS, Oslo Business Region and Navamedic AS. Her educational background is in business economics (siviløkonom) from the Norwegian School of Economics (NHH).

**Tom Rathke (born 1956)**

Tom Rathke has been group executive vice president for wealth management at DNB ASA since 2013, and is the former head of insurance and asset management at DNB Livsforsikring and investment fund company Avanse. From 2017 until he retired from DNB in 2018, he was a special adviser to the CEO of DNB. He has also been chair of DNB Asset Management and DNB Skadeforsikring. His previous experience includes executive posts in Vesta and If Skadeforsikring, and service with SAS and Dyno. A graduate of the BI Norwegian Business School, Rathke has an MBA from the University of Wisconsin and the advanced management programme at Harvard Business School.