

# Notice of annual general meeting in TOMRA Systems ASA

TOMRA Systems ASA will hold its annual general meeting on Thursday 25 April 2024 at 17:30 CET as a digital meeting. Login and registration will open at 16:30 CET.

**The Board of Directors has decided that the annual general meeting will be held as a digital meeting. No physical meeting will take place. Shareholders are invited to participate in the meeting, vote and ask written questions using smartphones, tablets, computers or similar electronic devices. For further information about digital participation, TOMRA Systems ASA refers to the information included in the Notice, also published on the company's website [www.tomra.com](http://www.tomra.com).**

## THE FOLLOWING MATTERS SHALL BE DEALT WITH:

1. Opening of the general meeting by the chairperson of the Board of Directors, or the one he appoints. Registration of attending shareholders, including shareholders represented by proxy (no voting).
2. Election of the chairperson of the meeting.
3. Election of one person to sign the minutes of the general meeting together with the chairperson of the meeting.
4. Approval of the notice of the meeting and the agenda.
5. Report by the management on the status of the company and the Group (no voting).
6. Approval of the annual accounts and the annual report for 2023 for the company and the Group.
7. Approval of guidelines for remuneration of senior executives.
8. Consideration of report on remuneration of senior executives.
9. Consideration of the Board of Directors' statement on corporate governance (no voting).
10. Election of shareholder elected members of the Board of Directors.
11. Election of members of the nomination committee.
12. Determination of remuneration for the Board of Directors.
13. Determination of remuneration for the nomination committee.
14. Call for board member share ownership.
15. Approval of remuneration for the auditor.
16. Power of attorney regarding acquisition and disposal of treasury shares.
17. Power of attorney regarding private placements of newly issued shares in connection with mergers and acquisitions.

## INFORMATION ON SHAREHOLDERS' RIGHTS, INCLUDING HOW SHAREHOLDERS MAY PARTICIPATE AND VOTE AT THE GENERAL MEETING

### Shares in the company and the right to vote for shares

On the date of this notice there are 296 040 156 issued shares in the company. The company's articles of association do not contain any restrictions on voting rights. Each share gives the right to one vote at the general meeting, cf. the Securities Trading Act section 5-9, second paragraph, nevertheless voting rights may not be used for shares held by the company itself or its subsidiaries. Shareholders are entitled to attend the general meeting and exercise voting rights by attending in person or by proxy.

A shareholder has the right to cast votes for the number of shares owned five working days prior to the general meeting – 18 April 2024 (the record date). Owners of shares held through a custodian must additionally ensure that the company is notified separately, see below.

### Shareholders' rights

The shareholders' right to add items to the agenda of the general meeting has expired, cf. the Public Limited Liability Act section 5-11 second sentence.

A shareholder may put forward proposals for resolutions relating to matters that are due to be covered at the general meeting.

A shareholder may require Board members and the general manager to give available information concerning circumstances that may affect the judgment of:

1. approval of the annual accounts and the annual report;
2. matters submitted to the shareholders for resolution/approval; and
3. the company's financial position, including business activities in other companies of which the company has an involvement in, and other matters to be dealt with by the general meeting, apart from information that cannot be disclosed without causing disproportionate damage to the company.

In the event that it is necessary to collect information and therefore said request for information cannot be met at the general meeting, a written reply shall be drafted within two weeks after the general meeting. The reply shall be made available to the shareholders at the business premises of the company and shall be sent to every shareholder that has requested such information. If the reply is regarded as essential to the judgement and consideration of the matters listed in the paragraph 1-3 above, the reply shall be sent to every shareholder with a known address.

#### **Advance voting and voting by proxy**

Shareholders wishing to vote in advance or by proxy, may notify the company by using the attached proxy with the procedures and within the deadlines specified therein. Submitting the proxy may also be done electronically as described in the attached proxy form.

#### **Digital participation**

By participating digitally, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the matters. Shareholders do not need to register to participate, but in order to be able to vote during the general meeting, you must be logged in to the technical solution when the chairperson of the meeting lists the attending shareholders. Login opens one hour before the start of the meeting. Logins after meeting has started will receive access, but with no voting rights.

Shareholders who have voted in advance or given a power of attorney may participate digitally in the general meeting but will not have the opportunity to vote on the matters.

Digital participation takes place via Lumi AGM at <https://dnb.lumiagm.com>. Click on the link or copy the link address to your browser to attend the general meeting. TOMRA Systems ASA meeting ID will be 129409918.

Secure identification of the shareholders is done by using the unique reference number and PIN code that is assigned to each shareholder and proxy in the Norwegian Registry of Securities (VPS) for the general meeting.

Further information and guidance on digital participation via Lumi AGM is available at:  
<https://www.tomra.com/en/investor-relations/annual-general-meeting>.

#### **Shares held in custodian accounts**

According to the Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who is responsible for conveying votes, proxies or enrollment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the company no later than two working days before the general meeting – 23 April 2024.

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In accordance with the company's articles of association section 6, the following documentation is available at the company's website  
<https://www.tomra.com/en/investor-relations/annual-general-meeting>:

- This notice and attached form for proxy
- The Board of Directors' proposal to the annual accounts and annual report for 2023, including the statement on corporate governance, and the auditor's statement
- Guidelines for remuneration of senior executives
- The Board of Directors' Report on remuneration of senior executives
- The Nomination Committee's proposal

Shareholders who wish to receive the aforementioned documentation by ordinary mail, may contact the company at telephone number +47 66 79 91 00 or [investor.relations@tomra.com](mailto:investor.relations@tomra.com).

3 April 2024

**TOMRA Systems ASA**

The Board of Directors

## DETAILED ACCOUNTS ON AND PROPOSAL FOR RESOLUTIONS IN CERTAIN MATTERS ON THE ANNUAL GENERAL MEETING IN TOMRA SYSTEMS ASA 25 APRIL 2024

### Matter 6: Approval of the annual accounts and the annual report for 2023 for the company and the Group

The annual report consisting of the annual accounts, director's report and auditor's report for 2023, is available on the company's website. The Board of Directors proposes that the general meeting passes the following resolution:

*«The annual report and annual accounts for 2023 are approved. An ordinary dividend of NOK 1.95 per share shall be distributed. Eligible for dividend for a share is the one being owner of the share by the end of 25 April 2024. The shares will be traded on Oslo Stock Exchange excluding dividend as from 26 April 2024.»*

The dividend shall be paid on or around 10 May 2024.

### Matter 7: Approval of guidelines for remuneration of senior executives

TOMRA has updated the company's remuneration principles. The remuneration principles are available at TOMRA's website and must be approved by the general meeting.

The Board of Directors proposes that the general meeting passes the following resolution:

*«The general meeting approves the guidelines for remuneration of senior executives.»*

### Matter 8: Consideration of report on remuneration of senior executives

The report on remuneration of senior executives has been made available at TOMRA's website. The report shall be discussed by the annual general meeting and be subject to a non-binding vote.

The Board of Directors proposes that the general meeting passes the following resolution:

*«The annual general meeting endorse the report on remuneration of senior executives.»*

### Matter 10: Election of shareholder elected members of the Board of Directors

The nomination committee proposes that the annual general meeting passes the following resolution:

*«The following persons are nominated to the board from the annual general meeting in 2024 up to the next annual general meeting in 2025:*

*Chair: Johan Hjertonsson (re-elected)  
Board member: Bodil Sonesson (re-elected)  
Board member: Pierre Couderc (re-elected)  
Board member: Hege Skryseth (re-elected)  
Board member: Erik Osmundsen (new)»*

### Matter 11: Election of members of the nomination committee

The nomination committee proposes that the annual general meeting passes the following resolution:

*«The following persons are nominated to the nomination committee from the annual general meeting in 2024 up to the next annual general meeting in 2025:*

*Chair: Rune Selmar (re-elected)  
Member: Tine Fosslund (re-elected)  
Member: Jacob Chris Lassen (new)  
Member: Geert-Jan Hoppers (new)»*

### Matter 12: Determination of remuneration for the Board of Directors

The nomination committee proposes that the annual general meeting passes the following resolution:

*«The following remuneration structure and rates apply from the annual general meeting in 2024 up to the next annual general meeting in 2025:*

<i>Chair of the Board of Directors:</i>	<i>NOK 1 178 000 (NOK 1 071 000 last term)</i>
<i>External board members:</i>	<i>NOK 620 000 (NOK 563 500 last term)</i>
<i>Employee elected board members:</i>	<i>NOK 286 500 (NOK 260 500 last term)</i>

<i>Chair of the audit and sustainability committee:</i>	<i>NOK 130 000 (NOK 93 500 last term)</i>
<i>External board members:</i>	<i>NOK 95 000 (NOK 62 500 last term)</i>

<i>Chair of the compensation committee:</i>	<i>NOK 74 500 (NOK 67 500 last term)</i>
<i>External board members:</i>	<i>NOK 46 000 (NOK 41 500 last term)</i>

<i>Chair of the Horizon committee:</i>	<i>NOK 74 500 (new)</i>
<i>External board members:</i>	<i>NOK 46 000 (new)»</i>

**Matter 13: Determination of remuneration for the nomination committee**

The nomination committee proposes that the annual general meeting passes the following resolution:

*«The following remuneration structure and rates apply from the annual general meeting in 2024 up to the next annual general meeting in 2025:*

*Chair of the nomination committee: NOK 120 000 (NOK 109 000 last term)  
Committee members: NOK 80 500 (NOK 73 000 last term)»*

**Matter 14: Call for board member share ownership**

The nomination committee proposes that the annual general meeting passes the following resolution:

*«From the annual general meeting in 2024 up to the next annual general meeting in 2025, external board members are required to purchase TOMRA shares equal to 20% of their annual gross board fee. The requirement no longer applies once the value of the shareholding exceeds the gross annual board fee. Guidelines for purchase and eventual sale of shares are established by management.»*

**Matter 15: Approval of remuneration for the auditor**

The Board of Directors proposes that the general meeting passes the following resolution:

*«The auditor's fee invoiced for 2023 corresponded to our pre-approved agreement and has subsequently been paid.»*

**Matter 16: Power of attorney regarding acquisition and disposal of treasury shares**

The current power of attorney, given to the Board at last year's general meeting, to acquire treasury shares up to a total par value of NOK 500 000, expires at the general meeting.

The Board of Directors suggests a renewal of this power of attorney to acquire and dispose up to 1 000 000 treasury shares. The Board of Directors requests that shares bought may be utilized for the Group's share saving program for employees.

The Board of Directors proposes that the general meeting passes the following resolution:

*«In accordance with the Public Limited Liabilities Act section 9-4 the Board of Directors is hereby granted authority to acquire and dispose of treasury shares. The power of attorney remains in force until the next annual general meeting.*

*The company may acquire shares up to a total par value of NOK 500 000.*

*The price paid for each share may not be less than NOK 50 or higher than NOK 500.*

*The acquisitions shall be made on the stock exchange within a normal spread.*

*Treasury shares may only be disposed of in order to carry out the share saving program for the Group's employees.*

*The power of attorney will enter into force once it is registered by the Norwegian Register of Business Enterprises.»*

**Matter 17: Power of attorney regarding private placements of newly issued shares in connection with mergers and acquisitions**

The Board of Directors has in recent years been authorized to effect share capital increases by private placements of newly issued shares and as compensation for mergers and acquisitions. The current power of attorney expires at this general meeting. The Board of Directors proposes granting a new power of attorney to enable the Board of Directors to carry out such actions in the future as well.

The Board of Directors proposes that the general meeting passes the following resolution:

*«The Board of Directors is hereby authorized to increase the share capital by up to NOK 14 802 008 – equivalent to up to 10% of the current share capital – by subscription of new shares. The power of attorney may only be employed in connection with mergers and acquisitions of companies or businesses. The shareholder's pre-emptive rights pursuant to the Public Limited Liability Companies Act section 10-4 may be disapplied. The power of attorney encompasses non-cash share contributions and the right to assume special obligations on the company, as well as a decision on a merger. The power of attorney shall be valid until the next annual general meeting in the company. If the power of attorney is utilized, the Board of Directors may amend section 4 of the articles of association accordingly.»*

# The nomination committee's proposal to the annual general meeting in TOMRA Systems ASA, 25 April 2024

The nomination committee in TOMRA Systems ASA (TOMRA) consists of the following members:

- Rune Selmar (Chair)
- Hild F. Kinder
- Anders Mörck
- Tine Fosslund

To evaluate TOMRA's Board of Directors (board) work and composition, the nomination committee has since the annual general meeting in April 2023, held 14 meetings in addition to individual meetings with all members of the board. There have also been meetings with the CEO and the CFO to gain an understanding of TOMRA's position and expertise needed in the board. The nomination committee has received the board's own evaluation and has sought input directly from TOMRA's largest shareholders through letters and meetings, as well as more broadly through TOMRA's web pages.

The nomination committee's decisions on proposed candidates to the board and nomination committee, and on remuneration rates have been unanimous.

## **Matter 10: Election of shareholder elected members of the board**

The nomination committee has in preparing its proposal in particular considered the need for TOMRA's board to be broadly composed and represent a diverse group with regards to relevant competence and experience, including fulfilling the gender requirement. The nomination committee has also considered the board's composition in relation to TOMRA's business and strategy, and assessed competence areas like international operations, relevant industries and value chains, sustainability, finance, and capital markets as well as having experience as a senior executive. The nomination committee has also evaluated the board members independence. Johan Hjertonsson and Bodil Sonesson are not considered to be independent of TOMRA's largest shareholder, whilst the other board members are considered to be independent of major shareholders, senior employees, and significant business connections.

The nomination committee's evaluation is that the board is well functioning, all members are active contributors, and that important competence areas are well covered. The nomination committee has evaluated and discussed the overall workload with the board members and the new candidate to ensure they have sufficient time and capacity to exercise their duties, in combination with their professional career and other board memberships.

The committee has been in dialogue with several of the largest shareholders about the composition and size of the board, independence and potential overboarding for some of the board members. One of the recurring topics have been related to the chair, Johan Hjertonsson, who is the CEO of Investment AB Latour. As part of his role and responsibilities within Latour, it is expected that he would have several board positions of companies included in Latour's investment portfolio. Even with these board positions, the nomination committee has concluded Johan not to be overboarded, as these board positions are a natural part of his job, and not in addition to his job. Overboarding of board member Hege Skryseth has previously been challenged by some of the company's shareholders in addition to proxy advisors. Hege stepped down from one of her board positions last year and has now one board position in addition to her role as EVP of Technology, Digitalization and Innovation at Equinor. The nomination committee continues its view with Hege not being overboarded. Further, none of the other board members have been concluded to be overboarded by the nomination committee. The conclusion is based on an assessment of each individual board member, including employment, number of board positions, and feedback on their contribution.

The nomination committee has followed the practice of proposing the electing of the board as a collegium, without the opportunity to vote for individual board members at the annual general meeting, as each member's competence and background must be viewed together with the other members' background and competence. The nomination committee still argues that the election of the board should be viewed the same way, as the committee strives to put together a balanced board which covers all competent areas required for the company.

The nomination committee has assessed the size of the board and propose the same number of external board members to be appropriate also for the next term.

The term for the current board members runs for one year, until general meeting in April 2024. Since the last general meeting, board member Bjørn Matre has expressed his wish not to run for re-election after 5 years of service, and the nomination committee proposes to nominate one new board member for the next term. In its proposal for the new board member, Erik Osmundsen, the nomination committee has emphasized the need of having broad and relevant competence and experience and has taken into consideration candidate suggestions from larger shareholders.

The nomination committee proposes that the annual general meeting passes the following resolution:

*«The following persons are nominated to the board from the annual general meeting in 2024 up to the next annual general meeting in 2025:*

### **Chair: Johan Hjertonsson (re-elected)**

*Johan (Swedish) has been the part of TOMRA's board since 2022. He holds 7 000 shares in TOMRA and represents the largest shareholder of TOMRA through Investment AB Latour.*

### **Professional career:**

*Johan is CEO of Investment AB Latour. His previous experience has been CEO of AB Fagerhult, CEO of Lammhult Design Group AB, in addition to holding several management positions within the Electrolux Group.*

*Board positions:*

Johan is chair of Alimak Group and ASSA ABLOY AB and board member of Sweco AB, all being part of Latour's investment portfolio. He is also a board member of Investment AB Latour as part of his role as CEO of Investment AB Latour.

*Education:*

Johan holds a master's degree in business and economics from the University of Lund.

**Member: Bodil Sonesson (re-elected)**

Bodil Sonesson (Swedish) has been part of TOMRA's board since 2013 and holds 3 502 shares in TOMRA.

*Professional career:*

Bodil is CEO of AB Fagerhult. Her previous experience includes several positions within Axis Communications, and Lars Weibull AB.

*Board positions:*

Bodil is board member of the Swedish Chamber of Commerce in Paris.

*Education:*

Bodil Sonesson holds a master's degree in international finance from the University of Lund and Konstanz University in Germany.

**Member: Pierre Couderc (re-elected)**

Pierre Couderc (French) has been part of TOMRA's board since 2014 and holds 5 520 shares in TOMRA.

*Professional career:*

Pierre is Managing Director of Trouw Nutrition Iberia. His previous experience includes CEO of Groupe Euralis, numerous management positions within the Danone Group, including Executive General Manager at Jose Cuervo, General Manager Asia Pacific, General Manager Danone Mexico, and General Manager Danone Argentina.

*Board positions:*

None.

*Education:*

Pierre holds a degree in engineering from Ecole Nationale Supérieure des Mines de Paris.

**Member: Hege Skryseth (re-elected)**

Hege Skryseth (Norwegian) has been part of TOMRA's board since 2019 and holds 4 673 shares in TOMRA.

*Professional career:*

Hege is EVP of Technology, Digitization and Innovation at Equinor. Her previous experience includes EVP of Kongsberg ASA and President of Kongsberg Digital and has vast experience from top management positions within international tech companies such as Microsoft Norway and Geodata (ESRI).

*Board positions:*

Hege is board member of AutoStore Holdings Ltd.

*Education:*

Hege holds a master's degree from NHH Norwegian School of Economics, and a bachelor's degree from BI and College graduate NITH.

**Member: Erik Osmundsen (new)**

Erik Osmundsen (Norwegian) is set to join the board of TOMRA. He holds 0 shares in TOMRA.

*Professional career:*

Erik is Partner at Verdane Capital Advisors. His previous experience includes CEO of Norsk Gjenvinning, Managing Partner of Creo Advisors, Investment Director of Kistefos and Senior Engagement Manager at McKinsey & Company.

*Board positions:*

Erik is chair of WWF Norway and board member of Topro Mobility, AS Backe, Scanbio Marine Group, and NORNORM.

*Education:*

Erik holds a master's degree in business administration from Harvard Business School and master's degree in economics from BI Norwegian Business School.»

**Matter 11: Election of members of the nomination committee**

The term for the current nomination committee members runs for one year, until general meeting in April 2024. Since the last general meeting, the nomination committee has received input from large shareholders who have expressed interest in taking a seat on the committee. Nomination committee members Hild F. Kinder and Anders Mörck have made their seat available after respectively 16 and 3 years of service, and the nomination committee proposes to nominate two new committee members for the next period. In its proposal for the new committee members, the nomination committee has emphasized the need for relevant competence and experience and taking into consideration candidate suggestions from larger shareholders.

The nomination committee proposes that the annual general meeting passes the following resolution:

«The following persons are nominated to the nomination committee from the annual general meeting in 2024 up to the next annual general meeting in 2025:

**Chair: Rune Selmar (re-elected)**

Rune Selmar (Norwegian) has been part of TOMRA's nomination committee since 2018. He holds 5 000 shares in TOMRA through Selco AS and will represent the largest shareholder of TOMRA through Investment AB Latour.

**Professional career:**

Rune is the CEO of Permian Fund Services AS. His previous experience includes CEO of Folketrygdfondet, CEO of Odin Forvaltning AS, in addition to management positions in Norfund and the Rasmussengruppen AS.

**Board positions:**

Rune is the chair of Pareto Asset Management and Selco AS, board member of Armadillo AS and member of the nomination committee of Borregaard ASA.

**Education:**

Rune has a master's degree in Business Administration from NHH Norwegian School of Economics, in addition to being an authorized securities dealer from the Norwegian College of Banking and authorized financial analyst from NHH/the Norwegian Society of Financial Analysts (NFF).

**Member: Tine Fossland (re-elected)**

Tine Fossland (Norwegian) has been part of TOMRA's nomination committee since 2022. She holds 0 shares in TOMRA and represents one of the largest shareholders of TOMRA through Folketrygdfondet.

**Professional career:**

Tine is portfolio manager at Folketrygdfondet, where she among others, is following up on the investment in TOMRA. She has previously worked at EY and PwC.

**Board positions:**

Tine is board member of Norsif - Norsk Forum for Ansvarlige og Bærekraftige Investeringer and holds several nomination committee positions within Folketrygdfondet's portfolio.

**Education:**

Tine is an authorized financial analyst and holds a master's degree in finance from NHH Norwegian School of Economics and in sustainability from HEC Paris.

**Member: Jacob Chris Lassen (new)**

Jacob Chris Lassen (Danish) is set to join the nomination committee of TOMRA. He holds 2 921 shares in TOMRA and represents one of the largest shareholders in TOMRA through KIRKBI A/S.

**Professional career:**

Jacob is a Director at KIRKBI A/S, driving investment execution as well as long-term value creation through active ownership engagement with portfolio companies.

**Board positions:**

Jacob holds board membership at Armacell International S.A., the market leader in flexible foam insulation focusing on energy efficiency and serves as the chairperson of the sustainability committee as well as a member of the remuneration & nomination committee of Armacell.

**Education:**

Jacob holds a master's degree in economics and management (Cand. Oecon.) from Aarhus University, supplemented by executive programs at IMD and INSEAD.

**Member: Geert-Jan Hoppers (new)**

Geert-Jan Hoppers (Dutch) is set to join the nomination committee of TOMRA. He holds 0 shares in TOMRA and represents one of the largest shareholders of TOMRA through APG Asset Management.

**Professional career:**

Geert-Jan is a senior portfolio manager at APG Asset Management, where he among others, is covering the investment in TOMRA. He has previously worked as a senior portfolio manager at MN and Delta Lloyd Asset Management. Before he worked as a sell-side analyst at various investment brokers in the Netherlands.

**Board positions:**

None.

**Education:**

Geert-Jan is a Chartered Financial Analyst (CFA) and holds a master's degree in economics from Tilburg University in the Netherlands.»

**Matter 12: Determination of remuneration for the Board of Directors**

The nomination committee proposes a remuneration increase for the board and committee work for the next term of approximately ten percent, reflecting the workload, international business, and strategy of the company in addition to general inflation. The board has decided to merge the audit committee and the sustainability committee from the next term, to reflect the new regulations with Corporate Sustainability Reporting Directive and the European Sustainability Reporting Standard that come into force. Given the increased workload and complexity with the broader scope, also considering the new regulatory requirement, the nomination committee proposes a higher remuneration increase for the merged audit and sustainability committee. The board has also decided to set up a new board committee for TOMRA Horizon activities. The remuneration for the new committee is proposed in line with the remuneration for the compensation committee.



The nomination committee has benchmarked the remuneration against similar roles in the market using The Norwegian Institute of Directors' board survey for 2023. The nomination committee argues the company's board to be remunerated in the upper quartile or higher compared to this survey. The nomination committee highlights the importance of being able to offer remuneration which contributes to retention and recruitment of needed competence and experience. The remuneration for employee elected board members is assumed to cover board responsibilities and time for preparation, and time spent in board meetings is assumed to be covered by the employees' normal wages.

The nomination committee proposes that the annual general meeting passes the following resolution:

*«The following remuneration structure and rates apply from the annual general meeting in 2024 up to the next annual general meeting in 2025:*

<i>Chair of the board:</i>	<i>NOK 1 178 000 (NOK 1 071 000 last term)</i>
<i>External board members:</i>	<i>NOK 620 000 (NOK 563 500 last term)</i>
<i>Employee elected board members:</i>	<i>NOK 286 500 (NOK 260 500 last term)</i>

<i>Chair of the audit and sustainability committee:</i>	<i>NOK 130 000 (NOK 93 500 last term)</i>
<i>External board members:</i>	<i>NOK 95 000 (NOK 62 500 last term)</i>

<i>Chair of the compensation committee:</i>	<i>NOK 74 500 (NOK 67 500 last term)</i>
<i>External board members:</i>	<i>NOK 46 000 (NOK 41 500 last term)</i>

<i>Chair of the Horizon committee:</i>	<i>NOK 74 500 (new)</i>
<i>External board members:</i>	<i>NOK 46 000 (new)»</i>

### **Matter 13: Determination of remuneration for the nomination committee**

The nomination committee proposes a remuneration increase for the nomination committee work of approximately ten percent, reflecting the workload, international business, and strategy of the company in addition to general inflation.

The nomination committee proposes that the annual general meeting passes the following resolution:

*«The following remuneration structure and rates apply from the annual general meeting in 2024 up to the next annual general meeting in 2025:*

<i>Chair of the nomination committee:</i>	<i>NOK 120 000 (NOK 109 000 last term)</i>
<i>Committee members:</i>	<i>NOK 80 500 (NOK 73 000 last term)»</i>

### **Matter 14: Call for board member share ownership**

To increase the board members shareholding, the nomination committee established at the annual general meeting in 2018 a system, where the shareholder elected board members commit themselves to invest at least 20% of their gross yearly board fee in TOMRA shares, up until their holding equals at least one-year gross board fee. When the holding exceeds one year board fee, the members have been free to sell shares, as long as the total shareholding remains above one year's gross board fee.

The committee is of the opinion that the system has worked according to the intentions and recommends that it is continued in the upcoming term.

The nomination committee proposes that the annual general meeting passes the following resolution:

*«From the annual general meeting in 2024 up to the next annual general meeting in 2025, external board members are required to purchase TOMRA shares equal to 20% of their annual gross board fee. The requirement no longer applies once the value of the shareholding exceeds the gross annual board fee. Guidelines for purchase and eventual sale of shares are established by management.»*

Oslo, 3 April 2024

**Rune Selmar**

Chair TOMRA Nomination Committee



REF. NO:

PIN CODE:

**Notice of annual general meeting**

The annual general meeting in TOMRA Systems ASA will be held on 25 April 2024 at 17:30 CET as a digital meeting.

The shareholder is registered with the following amount of shares at summons:  
Record Date: 18 April 2024.

, and vote for the number of shares owned per

**The general meeting is held as a digital meeting, where shareholders can attend digitally. There is no need for registration for digital participation. Shareholders log in and cast their votes electronically on a smartphone, computer or tablet. If a shareholder wishes to participate, but not vote in the meeting, a proxy or advance vote may be given. See online guide on the company's website <https://www.tomra.com/en/investor-relations/annual-general-meeting> for technical description.**

**The deadline for registration of advance votes, proxies and instructions is 23 April 2024 at 16:00 CET.**

**Advance votes**

Advance votes may only be executed electronically, through the company's website <https://www.tomra.com/en/investor-relations/annual-general-meeting> (use the Ref. no and PIN code above) or through VPS Investor Services (where you are identified and do not need Ref. no and PIN code). Choose Corporate Actions-General Meeting, click on ISIN. Investor Services can be accessed either through <https://investor.vps.no/garm/auth/login> or your account operator.

**Digital participation**

Shareholders are not requested to register attendance in advance, but please log in to <https://dnb.lumiagm.com/129409918> at the latest at the start of the meeting to be able to vote. Login opens one hour before the start of the meeting. You must identify yourself using the Ref. no and PIN code from VPS that you will find in investor services (Corporate Actions 39120079NCP0FPQDJK63 General Meeting – ISIN) or sent to you by post on this form. Shareholders can also obtain their Ref. no and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (8:00 am to 3:30 pm CET) or by e-mail to [genf@dnb.no](mailto:genf@dnb.no).

If you log in after the meeting has started, you will be granted access, but without the right to vote.

**Proxy without voting instructions** for annual general meeting in TOMRA Systems ASA

Proxy to another individual to vote for your shares.

REF. NO:

PIN CODE:

Proxy should be registered through the company's website <https://www.tomra.com/en/investor-relations/annual-general-meeting> or through VPS Investor Services. For granting proxy through the company's website, the Ref. no and PIN code on this form must be used. In VPS Investor Services choose Corporate Actions – General Meeting, click on ISIN. Investor Services can be accessed either through <https://investor.vps.no/garm/auth/login> or your account operator. Alternatively, you may send signed form by E-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration. The Proxy must be dated and signed to be valid.

The undersigned:

hereby grants (if you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors)

☐ the Chair of the Board of Directors (or a person authorised by him or her), or

☐

(State name of proxy holder in capital letters) (NB: Proxy holder must send an e-mail to [genf@dnb.no](mailto:genf@dnb.no) for login details)

proxy to attend and vote for my/our shares at the annual general meeting in TOMRA Systems ASA on 25 April 2024.

Place/Date

Shareholder's signature (only for granting proxy)

**Proxy with voting instructions** for annual general meeting in TOMRA Systems ASA.

Use this proxy form to give voting instructions to the Chair of the Board of Directors or the person authorized by him or her.

(Alternatively, you may vote electronically in advance, see separate section above). For instruction to other than the Chair of the Board, give a proxy without voting instructions, and agree directly with the proxy holder how voting should be executed.

Proxies with voting instructions which cannot be registered electronically, must be sent to genf@dnb.no (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than 23 April 2024 at 16:00 CET. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration.

**The Proxy with voting instructions must be dated and signed to be valid.**

**The undersigned:**

**REF. NO:**

hereby grants the Chair of the Board of Directors (or the person authorized by him or her) proxy to attend and vote for my/our shares at the annual general meeting in TOMRA Systems ASA on 25 April 2024.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board of Directors' and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

**AGENDA FOR THE ANNUAL GENERAL MEETING 2024**

	For	Against	Abstention
1. Opening of the general meeting by the chairperson of the Board of Directors, or the one he appoints. Registration of attending shareholders, including shareholders represented by proxy (no voting)			
2. Election of the chairperson of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of one person to sign the minutes of the general meeting together with the chairperson of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the notice of the meeting and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Report by the management on the status of the company and the Group (no voting)			
6. Approval of the annual accounts and the annual report for 2023 for the company and the Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of guidelines for remuneration of senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Consideration of report on remuneration of senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Consideration of the Board of Directors' statement on corporate governance (no voting)			
10. Election of the shareholder elected members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Election of members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Determination of remuneration for the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Determination of remuneration for the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Call for board member share ownership	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Approval of remuneration for the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Power of attorney regarding acquisition and disposal of treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Power of attorney regarding private placements of newly issued shares in connection with mergers and acquisitions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place/Date

Shareholder's signature (only for granting proxy with voting instructions)

## GUIDE FOR DIGITAL PARTICIPATION - TOMRA SYSTEMS ASA 25 APRIL 2024

TOMRA Systems ASA will hold its annual general meeting on 25 April 2024 at 17:30 CET as a digital meeting, where you get the opportunity to participate digitally with your PC, smartphone or tablet. Below is a description of how to participate digitally.

We also point out that you can vote in advance or give a proxy before the meeting. See the notice for further details on advance voting and how to authorize a proxy. If you vote in advance or give a proxy, you can still log in to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating digitally, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the items. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (**Euronext VPS**) in relation to this General Meeting.

No registration is required for digital participation, but shareholders must be logged in before the general meeting starts. Logins after meeting has started will receive access, but with no voting rights.

Shareholders who do not find their reference number and PIN code for access, or have other technical questions are welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30).

### HOW TO ACCESS THE ONLINE GENERAL MEETING

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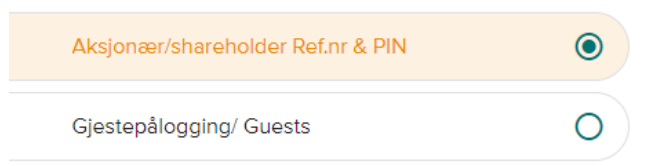
To be able to participate online, you must go to the following website: <https://dnb.lumiagm.com>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **129409918** and click **Join**:

Alternatively put this direct link in your browser <https://dnb.lumiagm.com/129409918>

As the company has decided to allow for guest log in you will be prompted to decide between



Aksjonær/shareholder Ref.nr & PIN

Gjestepålogging/ Guests

If you choose Guests, you will be asked to state your name and e-mail. You will not have voting rights or the right to speak in the meeting.

If you are a shareholder, choose Shareholder Ref.nr & PIN.

You must then identify yourself with:

**a) Ref. number from VPS for the general meeting**

**b) PIN code from VPS for general meeting**

**You can only log in on the day of the meeting, login opens one hour before the general meeting starts.**

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. **Note that you must have internet access throughout the meeting. If you for some reason log off, just log in again following steps above.**

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## HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.no.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://investor.vps.no/garm/auth/login> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

**Custodian registered shareholders:** Shares held through Custodians (nominee) accounts must exercise their voting rights through their custodian. Please contact your custodian for further information.

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## HOW TO VOTE



### VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

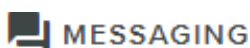
To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

**NB: Logged in shareholders who have voted in advance or given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.**



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## QUESTIONS TO THE CHAIRPERSON



### MESSAGING

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

**All shareholders who submit questions will be identified with their full names, but not holding of shares.**