NOMINATION COMMITTEE CHARTER

**AIRTHINGS ASA**

As proposed for the general meeting to be held on 25 May 2022

# Scope and change of the instructions

These instructions set out the operations of the nomination committee of Airthings ASA (the **Company**). The instructions shall be approved by the Company’s general meeting, which shall have sole authority to amend these instructions.

# Mandate

The nomination committee shall present proposals to the general meeting regarding (i) election of the chair of the Board, board members and any deputy members of the Board and (ii) election of members of the nomination committee. The nomination committee shall also present proposals to the general meeting for remuneration of the Board and the nomination committee members.

# Composition, election and remuneration

The nomination committee shall be elected by the general meeting. At the outset, the nomination committee should consist of between two and four members unless special circumstances suggest differently.

The members of the nomination committee should be selected to take into account the interests of shareholders in general. At least 50% of the nomination committee should be independent of the Company's Board and the Company's executive management team, and if no more than 50% are thus independent, the chair of the committee should be among the independent members. No more than one Board member of the Company should serve on the nomination committee and only if such Board member is not a candidate for re-election to the Board. Members of the executive Company's management team should not be members of the nomination committee.

Members of the nomination committee are elected for a term of two years but may be re-elected. The members may be removed or replaced at any time by a resolution of the general meeting. In order to ensure continuity, it is recommended that a maximum of two new members should be up for election at any time.

The annual general meeting approves the remuneration to be paid to the nomination committee. The nomination committee’s expenses shall be covered by the Company.

# Procedures

Meetings of the nomination committee shall be convened by the chair of the committee. Each of the members of the nomination committee, as well as the chair of the Board and the Company’s CEO, has the right to demand that a meeting be convened. The chair of the committee decides whether the meeting will take the form of a physical meeting, a telephone meeting or otherwise.

The nomination committee constitutes a quorum when half or more, and at least two, of the committee’s members participate and all members of the committee have been given the opportunity to participate. In the case of an equal vote, the chair shall have a casting vote.

Minutes shall be taken of the committee meetings.

In its work, the nomination committee may contact shareholders, members of the Board, the management and external advisers. Shareholders should be given the opportunity to propose Board member candidates to the Nomination Committee. The nomination committee shall give considerable weight to the wishes of the shareholders when making its recommendations. The nomination committee shall also give weight to the proposed candidates’ experience, qualifications and their capacity to serve as officers of the Company in a satisfactory manner. Emphasis shall also be given to ensuring independence of the Board in relation to the Company.

The nomination committee’s recommendations shall at all times satisfy the requirements relating to the composition of the Board laid down in applicable legislation and in the regulations of any regulated markets on which the Company’s shares are listed, including with respect to gender representation where applicable. The nomination committee shall also consider the recommendations relating to the composition of the Board that follow from the Norwegian Code of Practice on Corporate Governance and any other relevant recommendations relating to corporate governance, as well as the principles laid down in the Company’s Corporate Governance Policy.

Before recommending the proposed candidates, the nomination committee shall confirm with the candidates that they are willing to serve as a Board member.

The nomination committee shall justify its recommendations and provide relevant information about the candidates. Any dissenting votes should be stated in the recommendation.

If the Board has prepared an evaluation of its work, the nomination committee shall be allowed access to such report and take its contents into consideration when making recommendations.

# Processing of the Nomination Committee’s recommendations

The nomination committee should aim to make its recommendation to the annual general meeting in time to be sent or published together with the notice of the general meeting, thereby giving the shareholders an opportunity to submit their views on the recommendation to the nomination committee ahead of the meeting.

The chair of the committee, or a person authorized by the chair, should seek to be available to present the committee’s recommendations for the annual general meeting and give an account of the reasons for its recommendations.

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