

# NOMINATION COMMITTEE CHARTER FOR TOMRA SYSTEMS ASA

## Contents

|    |                       |   |
|----|-----------------------|---|
| 1. | PURPOSE .....         | 3 |
| 2. | ORGANIZATION .....    | 3 |
| 3. | MEETINGS .....        | 3 |
| 4. | RESPONSIBILITIES..... | 3 |
| 5. | AUTHORITY .....       | 3 |
| 6. | REPORTING .....       | 4 |
| 7. | LIMITATION .....      | 4 |

## 1. PURPOSE

- 1.1. The Nomination Committee is elected by the Annual General Meeting of TOMRA Systems ASA ("Company") and shall propose nominees for election to the Company's Board of Directors and suggest remuneration for the Board of Directors and its Board Committee members.

## 2. ORGANIZATION

- 2.1. The Nomination Committee shall consist of between two to four members who are elected by the Annual General Meeting, each of whom are independent of management and the Company and are nominated for a period of one year at a time. The Annual General Meeting shall appoint one member of the Nomination Committee as Chair of the committee.
- 2.2. Group CFO shall function as the Committee's secretary.

## 3. MEETINGS

- 3.1. The Nomination Committee shall meet at least once a year, or as often as the Nomination Committee finds necessary.
- 3.2. Representatives from the Company will attend the Nomination Committee's meetings upon request.

## 4. RESPONSIBILITIES

- 4.1. The Nomination Committee's primary responsibilities include:
  - 4.1.1. Evaluating the work of the Board of Directors, the Board of Directors as a whole and its composition.
  - 4.1.2. Nomination of candidates for election to the Board of Directors at the Annual General Meeting.
  - 4.1.3. Identifying and proposing candidates to fill vacancies occurring between Annual General Meetings.
  - 4.1.4. Identifying, interviewing, and recruiting candidates for the Board of Directors, including reviewing shareholder recommended candidates.
  - 4.1.5. Reviewing qualifications, including expertise, capacity, diversity, conflicts of interest and other relevant factors before proposing an existing or additional director, or a replacement.
  - 4.1.6. Suggest remuneration for the Board of Directors, Board Committee members and Nomination Committee members, to be presented at and approved by the Annual General Meeting.

## 5. AUTHORITY

- 5.1. The Nomination Committee is entitled to inquire about all activities and matters related to the Company's business which are necessary for the Nomination Committee to fulfil its mandate. The Nomination Committee also has the right to demand access to information, facilities, and personnel. The Nomination Committee can conduct any investigations considered necessary to perform its duties and may employ external consultants in this regard.

## 6. REPORTING

- 6.1. Minutes of Nomination Committee meetings shall be made available to all Nomination Committee members as soon as possible, and no later than at the next upcoming meeting. The minutes shall be signed by all Nomination Committee members present.
- 6.2. The Nomination Committee's recommendation to the Annual General Meeting relating to remuneration and the election of shareholder-elected members of the Board of Directors should be available early enough to be sent to the shareholders together with the notice of the Annual General Meeting in question.

## 7. LIMITATION

- 7.1. The Nomination Committee is responsible only to the Annual General Meeting in connection with the execution of its duties. The Annual General Meeting has the complete and sole responsibility for the duties of the Nomination Committee.