

# REMUNERATION COMMITTEE INSTRUCTIONS

*Approved by the board of Gentian Diagnostics ASA on 20 March 2024*

## 1 PURPOSE

The remuneration committee of Gentian Diagnostics ASA (the **Remuneration Committee** or **Committee**) is a subcommittee of the board and its objective is to act as a preparatory and advisory body in relation to the Company's remuneration of management (the **Management**) and key personnel. The purpose of the Remuneration Committee is to ensure thorough and independent preparation of the matters relating to compensation and remuneration of senior executives of the management (the **Management**) and key personnel, the members of the board and the members of the nomination committee (all together, the **Senior Executives**).

The Remuneration Committee instructions sets out the objectives, composition, authority, responsibilities, and procedures of the Remuneration Committee.

## 2 OBJECTIVES

In particular, the Remuneration Committee shall:

- review the annual remuneration and benefits strategy for Senior Executives and key personnel,
- review the annual performance of the Management versus the decided objectives and the current recruitment policies, career planning and management development plans, and
- prepare and participate in matters relating to other material employment issues in respect of the Management.

## 3 COMPOSITION

Members shall be board members appointed by the board. There must be at least two members. The chairperson of the Committee shall be a board member who is not chairperson of the board.

At least one member of the Committee shall have relevant experience within the field of remuneration. The members of the Committee shall be independent of the Company's Management. The entire board shall not act as the Committee.

The Committee shall determine the secretary of the Committee meetings. The chairperson may perform the secretarial role. The Committee shall meet often enough to undertake its role effectively.

## 4 AUTHORITY

The Committee is an advisory committee which shall prepare resolutions for the board related to its responsibilities. The Committee has the authority to require members of management or others to attend meetings and to provide advice or information.

The Committee shall not take decisions on behalf of the board. The Committee is authorised to make use of resources available in the Company and are able to seek advice and recommendation from sources outside of the Company, including access legal or other specialist advice, if so required, in order to perform its duties.

The Committee shall have the authority to review any matter of the company within the Committee's scope of responsibilities.

In discharging its responsibilities under these instructions, the Remuneration Committee shall have full access to the records and personnel of the Company

## 5 RESPONSIBILITIES

The Remuneration Committee's primary responsibilities is to provide assistance and facilitating the decision making in the board:

- (i) Prepare the board's resolution and guidelines to be approved by the general meeting pursuant to section 6-16a of the Norwegian Public Limited Liability Companies Act and relevant regulations.

- (ii) Prepare the board's assessments of matters concerning remuneration, including deviations from the guidelines above pursuant to section 6-16b of the Norwegian Public Limited Liability Companies Act and relevant regulations.
- (iii) Ensure that grant and management of any share option program is in accordance with the intentions and guidelines.
- (iv) Assessing and making a recommendation to the board for the remuneration to the Chief Executive Officer (the **CEO**).
- (v) Conducting a formal evaluation of the management team (executive personnel) annually, applying firmly established performance objectives tied to:
  - impact on business performance;
  - ability to select and develop the right people for the management team;
  - fulfilment of shareholders' expectations (incl. company strategy);
  - succession plan; and
  - effectiveness in managing external stakeholders.
- (vi) Assessing the Company's compensation and benefits strategy for its management team by an annual review of the organisation's overall compensation plan (or practices). This includes monitoring the effectiveness of the design, performance measures and award opportunities.
- (vii) Overseeing the CEO's efforts to identify and develop potential successors for key management personnel.
- (viii) Preparing matters relating to other material employment issues in respect of the executive personnel.
- (ix) Reviewing and reassessing the adequacy of these instructions annually and recommending any proposed changes to the board for approval.

That the procedures established to monitor compliance with statutory requirements, regulations, and contractual obligations are appropriate.

## **6 PROCEDURES**

### **6.1 Attendance**

The Remuneration Committee will meet as often as it deems necessary, but normally 2 – 3 times every year. The Remuneration Committee will draw up an annual meeting plan. Interim meetings may be called if a member of the Remuneration Committee requires it.

All board members who are not members of the Committee shall have the right to make enquiries to the Committee regarding matters conducted and reviewed by the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting, including supporting documentation, shall be forwarded to each of the members and any other person required to attend the meeting no later than three days before the date of the meeting.

The CEO and the CFO may be invited to attend any or all meetings of the Committee (though not necessarily for all agenda items).

Draft minutes of the meetings shall be circulated to all members of the Remuneration Committee, and shall be sent to the board once they are in agreed form and have been signed by the chairperson of the Remuneration Committee.

### **6.2 Reporting to the board**

The Committee should report regularly to the board. The report should contain all matters relevant to the Committee's role and responsibilities.

The work of the Committee in no way alters the responsibilities of the board of the individual members of the board.

### **6.3 Review of Committee performance**

The Committee shall, at least once a year review its own performance and these instructions, to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

The board will conduct an annual review of the operation and performance of the Committee.

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