

## **The nomination committee's recommendation for remuneration to the Board members for 2022**

The Nomination Committee bases its assessments on the scope of the board's work in the board itself and in committees. The Committee has also assessed the individual fees based on the board fee survey for 2022 carried out by the Norwegian Institute for Board Members.

On this basis, the election committee proposes the following board fees for 2022:

Chair of the Board:	NOK 950 000
Board members:	NOK 400 000
Audit Committee, Chair	NOK 150 000 (unchanged)
Audit Committee, other members:	NOK 80 000 (unchanged)
Nomination Committee, Chair:	NOK 75 000 (unchanged)
Nomination Committee, other members:	NOK 50 000 (unchanged)

Oslo, 30 March 2023

The Nomination Committee of Odfjell SE

Bjørg Ekornrud  
Chair

Laurence W. Odfjell

Christine Rødsæther

## **The Nomination Committee's recommendation for the election of members of the Board of Directors in Odfjell SE**

Pursuant to the Company's Articles of Association, two of the current six members of the Board are up for election, Åse Aulie Michelet and Åke Gregertsen. Both have given notice that they will not stand for re-election.

The Nomination Committee proposes that the following candidates are elected to the Board for a period of two years:

- a. Erik Nyheim (new election)
- b. Tanja Jo Ebbe Dalgaard (new election)

Information regarding the nominated board members is attached.

Pursuant to the Company's Articles of Association, the Chair is elected by the General Meeting for a period of one year. The Nomination Committee proposes re-election of the Chair:

- c. Laurence Ward Odfjell (Chair since May 2010)

## **The nomination committee's recommendation for new board members of Odfjell SE**

The nomination committee proposes that Mr. Erik Nyheim and Ms. Tanja Jo Ebbe Dalgaard to be elected to the Board of Directors of Odfjell SE.

### **Erik Nyheim**

Erik Nyheim has extensive experience in the maritime industry and shipping from Höegh LNG, the Wilhelmsen Group and Boston Consulting Group (BCG). He has his education and professional background from the Royal Norwegian Naval Academy, the Norwegian School of Economics (MSc in Economics and Business Administration), IMD, and the Norwegian Defence University College (Senior executive course).

Nyheim started his career in the Norwegian Armed Forces in 1991, first in the Coastal Artillery and later in the Navy as an officer aboard Ula-class submarines. In 2000, he joined BCG where he was for five years and became a Project Leader before joining Wallenius Wilhelmsen Logistics (WWL) in 2005 as Vice President, Head of Corporate Strategy and Finance. He held several executive positions in WWL, including as Chief Commercial Officer in the period 2013-2017. In 2017, he joined Wilh. Wilhelmsen Holding ASA (WWH) as Senior Vice President, Industrial Investments. Here he was a member of the Group Management Team and responsible for WWH's investments and the ownership of several subsidiaries. In 2019, he returned to BCG, now as Managing Director and Partner. In 2022, he left BCG in favour of the role of President and CEO at Höegh LNG. A position he holds today.

Nyheim has held board positions in several of WWH's subsidiaries, as Chair of WilNor (supplier of military logistics services), Chair of Wilhelmsen Ships Service (ship agency, marine chemicals, products), board member of Survitec (survival technology) and board member of Wallenius Wilhelmsen Terminals (terminal operations in several of the world's major RoRo ports). Today he is a board member of VesselMan (Norway), a supplier of SaaS solutions to the maritime industry.

The nomination committee considers Erik Nyheim to have the necessary qualifications and capacity to be a most valuable addition to the Odfjell SE Board of Directors and proposes that the Annual General Meeting appoints him for the period 2023 – 2025.

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### **Tanja Jo Ebbe Dalgaard**

Tanja Dalgaard is an experienced international manager from the energy sector. She has her education and professional background from Aarhus University (MSc degree in Geology). In addition, she has completed extensive leadership and talent development programs between 2006 – 2020, included the INSEAD Executive Board Programme. For the past 25 years, she has worked with management, strategy, corporate transformations, and business development at top level in large international energy companies such as Ørsted and INEOS, as well in her current position in Mærsk Mc-Kinney Møller Center for Zero Carbon Shipping.

The center is a non-profit, independent applied research and development center focusing on accelerating the transition towards a net-zero future for the maritime industry.

Dalgaard started her career in Nunaoil, the national oil company in Greenland which was founded in collaboration with Dong Energy in 1997. This was the start of a 20-year long career with Dong Energy, later renamed Ørsted. Between 2006 – 2011, she held various management positions before she was appointed Director of Strategy and Asset Management in 2011 and as Head of Country (DK) in 2016. During her time at Dong Energy/Ørsted, she played a key role in the company's IPO processes for oil and gas. She was later involved in the sale of the oil and gas business to the global chemical company INEOS, and she led the integration into INEOS after the acquisition. From 2017 – 2020 she worked as Executive Director Technical and Commercial at INEOS. However, with a desire to be part of the energy transition, she joined Mærsk Mc-Kinney Møller Center for Zero Carbon Shipping as Chief Strategy and Operations Officer in 2021. A position she holds today.

Since 2022, Dalgaard has been board member of Nature Energy, an owner and operator of 13 biogas plants in Denmark and the Netherlands. She is also board member of PreVision since 2021, a start-up software business supporting the energy sector. In her capacity at INEOS, she served on the board of their UK and Danish operations.

The nomination committee considers Tanja Jo Ebbe Dalgaard to have the necessary qualifications and to be a most valuable addition to the Odfjell SE Board of Directors and proposes that the Annual General Meeting appoints her for the period 2023 – 2025.

Oslo, 21 March 2023

The Nomination Committee of Odfjell SE

Bjørg Ekorndrud  
Chair

Laurence W. Odfjell

Christine Rødsæther

## **The Nomination Committee's proposal for the election of members of the Nomination Committee in Odfjell SE**

Pursuant to the Company's Articles of Association, the Nomination Committee shall consist of three members, of which at least one member shall be independent of the Board and the Company's top management. The Chair of the Nomination Committee and its other members are elected by the General Meeting for a period of two years.

The Nomination Committee nominates the following members:

- a. Bjørg Ekornrud /Chair (re-election)
- b. Laurence Ward Odfjell (re-election)
- c. Christine Rødsæther (re-election)

Oslo, 30 March 2023

The Nomination Committee of Odfjell SE

Bjørg Ekornrud  
Chair

Laurence W. Odfjell

Christine Rødsæther