



GUIDELINES FOR THE NOMINATION COMMITTEE OF NORSK HYDRO ASA

Adopted by the General Meeting [date]

1 Mandate

- 1.1 The Nomination Committee makes its recommendation to the General Meeting regarding the election of the shareholder elected members of the Board of Directors and regarding remuneration to the members of the Board of Directors.
- 1.2 The Nomination Committee makes its recommendation to the Board of Directors regarding the election of Chairperson and, if applicable, deputy Chairperson to the Board of Directors.
- 1.3 The Nomination Committee makes its recommendation to the General Meeting regarding the election of the members and the Chairperson of the Nomination Committee and regarding remuneration to the members of the Nomination Committee.

2 Composition, election and remuneration

- 2.1 The Nomination Committee consists of minimum three and maximum four members who shall be shareholders or shareholders' representatives. The members of the Nomination Committee, including its Chairperson, are elected by the General Meeting. The members of the Nomination Committee are elected for periods of up to two years at a time.
- 2.2 The General Meeting stipulates the remuneration to be paid to the Nomination Committee.
- 2.3 The Nomination Committee's expenses are borne by the Company.

3 Procedural rules

- 3.1 The Nomination Committee has a quorum when the Chairperson of the Nomination Committee and at least two other members are present. The decision of the Nomination Committee shall be whatever a majority of the attendees has voted for, or in the case of a tied vote, whatever the Chair has voted for.
- 3.2 The Nomination Committee holds meetings as often as it deems necessary. Meetings of the Nomination Committee are convened by the Chairperson or at the request either of two or more committee members, of the Chairperson of the Board of Directors or of the President and Chief Executive Officer.
- 3.3 Minutes shall be prepared of the committee's meetings and these shall be approved by the members in attendance.
- 3.4 The Nomination Committee shall maintain contact with the Board of Directors and senior management. The Nomination Committee shall conduct meetings with each board director.
- 3.5 The Board of Directors' review of its own performance and competence shall be submitted to the committee. The Chairperson of the Board of Directors shall attend a meeting of the Nomination Committee and inform its members as to the findings of this review.
- 3.6 The Nomination Committee shall collate such information as it in its own opinion deems relevant from the administration and other persons. The committee may employ external advisors.
- 3.7 The Nomination Committee shall be receptive to external views and shall ensure that any deadlines for proposals regarding members of the Nomination Committee and the Board of Directors are published well in advance on the Company's website. In carrying out its duties the Nomination Committee should actively maintain contact with the shareholder community and should ensure that its recommendations are anchored with major shareholders.
- 3.8 Before the Nomination Committee furnishes its final recommendation, the Nomination Committee shall invite the Chairperson of the Board of Directors and the President and Chief Executive Officer, although they do not have any voting rights to attend at least one meeting of the Nomination Committee.

3.9 Following the completion of a nomination process, the Nomination Committee should undertake a review of its own performance and terms of reference.

4 Deliberations of the Nomination Committee

4.1 In relation to the proposal of members to the Nomination Committee and the Board of Directors, the committee should in accordance with the principles of good corporate governance and good management ensure that due attention is paid to the interests of the shareholder community and the Company's requirements for competence, capacity and diversity. The Nomination Committee shall take account of relevant statutory requirements regarding the composition of the Company's governing organs.

4.2 The Nomination Committee prepares the criteria for the selection of candidates for the Nomination Committee and the Board of Directors. Both men and women shall be represented on all governing bodies.

4.3 Members of the Board of Directors should be independent of the Company's senior management. In making its proposals, the Nomination Committee shall take into account: (i) all applicable legal requirements as to the composition of the Board of Directors; and (ii) The recommendations of the Norwegian Code of Conduct for Corporate Governance.

4.4 Members of the Nomination Committee should be independent of the Board of Directors and senior management.

4.5 The Nomination Committee should over the course of time balance the need for continuity against the need for renewal in respect of each governing body.

4.6 The Nomination Committee should base its proposals regarding remuneration on (i) information regarding levels of remuneration paid to board and committee members of other comparable companies, and (ii) the scope of work and commitment that the board and committee members are expected to devote to the Company.

5 Processing of the Nomination Committee's recommendation

5.1 The Nomination Committee's recommendation to the General Meeting shall be completed in ample time so that it can be communicated to the shareholders in advance of the General Meeting. Preferably the recommendation should be sent to the shareholders together with the Notice of General Meeting, alternatively

the shareholders can be made aware of the recommendation by means of a separate letter or a press release. The Chairperson of the committee, or the person so authorized by him or her, presents the recommendation to the General Meeting.

- 5.2 The Nomination Committee's recommendations shall contain information as to the candidates' competence and independence. The information shall include each candidate's age, education and work-related experience. Where relevant it must also state how long each candidate has been an employee representative at the Company, what duties he/she performs on behalf of the Company and any other significant duties performed relating to other companies or organizations.

Guidelines for the Nomination Committee – change log

1 Mandate

~~1.1 The Nomination Committee makes its recommendation to the General Meeting regarding the shareholders' election of members and deputy members to the Corporate Assembly and regarding remuneration to the members of the Corporate Assembly.~~

1.1 The Nomination Committee makes its recommendation to the General Meeting regarding the election of the shareholder elected members of the Board of Directors and regarding remuneration to the members of the Board of Directors.

1.2 The Nomination Committee makes its recommendation to the Board of Directors regarding the election of Chairperson, and, if applicable, deputy Chairperson to the Board of Directors., if applicable

1.2.3 The Nomination Committee makes its recommendation to the General Meeting regarding the election of the members and the Chairperson of the Nomination Committee and regarding remuneration to the members of the Nomination Committee.

2 Composition, election and remuneration

2.1 The Nomination Committee consists of ~~minimum three and maximum a total of~~ four members who shall be share-holders or shareholders' representatives. The members of the Nomination Committee, including its Chairperson, are elected by the General Meeting. ~~The Chairperson of the Nomination Committee and at least one other member shall be elected from among the shareholder-elected members of the Corporate Assembly.~~ The members of the Nomination Committee are elected for periods of up to two years at a time.

2.2 The General Meeting stipulates the remuneration to be paid to the Nomination Committee.

2.3 The Nomination Committee's expenses are borne by the Company.

3 Procedural rules

- 3.1 The Nomination Committee has a quorum when the Chairperson of the Nomination Committee and at least two other members are present. The decision of the Nomination Committee shall be whatever a majority of the attendees has voted for, or in the case of a tied vote, whatever the Chair has voted for.
- 3.2 The Nomination Committee holds meetings as often as it deems necessary. Meetings of the Nomination Committee are convened by the Chairperson or at the request either of two or more committee members, of the Chairperson of the Board of Directors or of the President and Chief Executive Officer.
- 3.3 Minutes shall be prepared of the committee's meetings and these shall be approved signed by the members in attendance.
- ~~3.4 The Committee shall request an up to date register of shareholders for each of its meetings.~~
- ~~3.5.3.4 The Nomination Committee~~ The Nomination Committee shall ~~ould~~ maintain contact with ~~members of the Corporate Assembly,~~ the Board of Directors and senior management. The Nomination Committee shall conduct meetings with each board director. The Chairperson of the Board of Directors and the President and Chief Executive Officer, although they do not have any voting rights, shall be invited to attend at least one meeting of the Nomination Committee before it furnishes its final recommendation.
- 3.5 The Board of Directors' review of its own performance and competence shall be sub-~~m~~itted to the committee. The Chairperson of the Board of Directors shall attend a meeting of the Nomination Committee and inform its members as to the findings of this re-~~v~~iew.
- ~~3.6 Members of the Board of Directors should be independent of the Company's senior management.~~
- ~~3.7.3.6~~ The Nomination Committee shall collate such information as it in its own opinion deems relevant from the administration and other persons. The committee may employ external advisors.
- 3.7 The Nomination Committee shall be receptive to external views and shall ensure that any deadlines for proposals regarding members of ~~the Corporate Assembly,~~ the Nomination Committee and the Board of Directors are published well in advance on the Company's website. In carrying out its duties the Nomination Committee should actively maintain contact with the shareholder community and

should ensure that its recommendations are anchored with major shareholders.

3.8 Before the Nomination Committee furnishes its final recommendation, the Nomination Committee shall invite the Chairperson of the Board of Directors and the President and Chief Executive Officer, although they do not have any voting rights to attend at least one meeting of the Nomination Committee.

3.9 Following the completion of a nomination process, the Nomination Committee should undertake a review of its own performance and terms of reference.

4 **Deliberations of the Nomination Committee**

4.1 In relation to the proposal of members to ~~the Corporate Assembly~~, the Nomination Committee and the Board of Directors, the committee should in accordance with the principles of good corporate governance and good management ensure that due attention is paid to the interests of the shareholder community and the Company's requirements for competence, capacity and diversity. The Nomination Committee shall take account of relevant statutory requirements regarding the composition of the Company's governing organs.

4.2 The Nomination Committee prepares the criteria for the selection of candidates for ~~the Corporate Assembly~~, the Nomination Committee and the Board of Directors. Both men and women shall be represented on all governing bodies.

4.24.3 Members of the Board of Directors should be independent of the Company's senior management. In making its proposals, the Nomination Committee shall take into account: (i) all applicable legal requirements as to the composition of the Board of Directors; and (ii) The recommendations of the Norwegian Code of Conduct for Corporate Governance.

4.34.4 Members of the Nomination Committee ~~and the Corporate Assembly~~ should be independent of the Board of Directors and senior management. ~~Members of the Board of Directors should be independent of the Company's senior management.~~

4.44.5 The Nomination Committee should over the course of time balance the need for continuity against the need for renewal in respect of each governing ~~body~~organ.

4.54.6 The Nomination Committee should base its proposals regarding remuneration on (ia) information regarding levels of remuneration paid to board and committee members of other comparable companies, and (iib) the scope of work and commitment that the board and committee members are expected to devote to the

Company.

5 Processing of the Nomination Committee's recommendation

5.1 The Nomination Committee's recommendation to the General Meeting shall be completed in ample time so that it can be communicated to the shareholders in advance of the General Meeting. Preferably the recommendation should be sent to the shareholders together with the Notice of General Meeting, alternatively the shareholders can be made aware of the recommendation by means of a separate letter or a press release. The Chairperson of the committee, or the person so authorized by him or her, presents the recommendation to the General Meeting.

~~The Nomination Committee recommendation to the Corporate Assembly shall be enclosed with the notice for the meeting of the Corporate Assembly at which the election shall take place. The Chairperson of the committee, or the person so authorized by him or her, presents the recommendation to the Corporate Assembly.~~

5.2 The Nomination Committee's recommendations shall contain information as to the candidates' competence and independence. The information shall include each candidate's age, education and work-related experience. Where relevant it must also state how long each candidate has been an employee representative at the Company, what duties he/she performs on behalf of the Company and any other significant duties performed relating to other companies or organizations.
