**ENVIPCO HOLDING N.V.**

**Charter of the Selection and Nomination Committee**

## 1. INTRODUCTION

1.1 This charter (the **Selection and Nomination Committee Charter**) regards the terms of reference for the selection and nomination committee (the **Selection and Nomination Committee**) of the board of directors (the **Board**) of Envipco Holding N.V. (the **Company**).

1.2 Capitalized terms used but not otherwise defined in this Selection and Nomination Committee Charter have the meaning attributed to such terms in the rules (*reglement*)[1] of the Board (the **Board Charter**).

1.3 Words importing the singular number include the plural number and vice versa. Any reference to a gender includes all genders and non-binary individuals.

1.4 Any reference to writing includes all modes of representing or reproducing words in a visible form, including in the form of electronic means of communication.

1.5 In the event of lack of clarity or difference of opinion on the interpretation of any provision of this Selection and Nomination Committee Charter, the opinion of the Chairperson shall be binding.

1.6 This Selection and Nomination Committee Charter is based upon the Code. The Code contains principles and best practice provisions that apply to the Company's corporate governance structure. The 'Comply or Explain'- report of the Company in accordance with the Code shall be made available in the Report of the Board of Directors and/or on the Company's website.

## 2. GENERAL ROLE AND RESPONSIBILITIES

2.1 The Selection and Nomination Committee advises the Board in relation to its responsibilities and undertakes preparatory work for the Board's decision-making regarding the appointment and reappointment of Directors and succession planning and shall prepare resolutions of the Board in relation thereto.

2.2 The Selection and Nomination Committee shall in any event have the following duties and responsibilities:

(a) drafting selection criteria and appointment procedures for the Directors;

(b) periodically assessing the size and composition of the Board and proposing the Profile;

[1] Art. 9.3 AoA

(c) making recommendations to the Board as to the determination of independence of Non-Executive Directors;

(d) periodically assessing the functioning of individual Directors, and reporting on this to the Board;

(e) drafting a succession plan for Directors;

(f) making proposals for appointments and reappointments;

(g) supervising the policy of the Board regarding the selection criteria and appointment procedures for senior management;

(h) advising the Chief Executive Officer regarding the appointment and replacement of the members of the Executive Management Team who are not Executive Directors; and

(i) overseeing the self-evaluation of the Board and its Committees to determine whether they are functioning effectively.[2]

2.3 In relation to proposals for the appointment and reappointment of Non-Executive Directors, the Selection and Nomination Committee shall be assisted by a shareholder advisory group (the **Shareholder Advisory Group**) in accordance with **Schedule 1** (*Shareholder Advisory Group*).

2.4 The Selection and Nomination Committee may in its sole discretion carry out any investigation which it determines to be necessary or desirable to carry out its duties. Each member of the Selection and Nomination Committee has access to all relevant books, records and offices of the Company and the authority to interview officers and employees of the Company to the extent necessary or useful for the proper performance of his duties. Members of the Selection and Nomination Committee shall exercise this right in consultation with the chairperson of the Selection and Nomination Committee (the **Selection and Nomination Committee Chair**) and the Secretary (as defined below).

2.5 The Selection and Nomination Committee may only exercise such powers as are explicitly attributed to it by the Board and may never exercise powers beyond those exercisable by the Board as a whole.

2.6 Every Non-Executive Director shall have unrestricted access to all records of the Selection and Nomination Committee.

## 3. COMPOSITION AND SIZE

3.1 The Board shall determine the number of members of the Selection and Nomination Committee and appoint the members of the Selection and Nomination Committee. The Board may substitute the members of the Selection and Nomination Committee at any time.

3.2 All members of the Selection and Nomination Committee must be Non-Executive Directors.[3] [4]

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[2] BPP 2.2.5
[3] BPP 5.1.4
[4] See Article 6.3

3.3 More than half of the members of the Selection and Nomination Committee shall be independent within the meaning of Best Practice Provision 2.1.8 of the Code.[5]

3.4 The Selection and Nomination Committee Chair shall be designated by the Board.

3.5 Generally the term of office of a member of the Selection and Nomination Committee will not be set in advance. It will, inter alia, depend on the composition of the Board as a whole and the other Committees from time to time.

3.6 The composition of the Selection and Nomination Committee shall be mentioned in the Report of the Board of Directors.

3.7 The Company Secretary (if present) shall act as the secretary to the Selection and Nomination Committee. In absence of a Company Secretary, the Selection and Nomination Committee shall appoint a secretary (such appointed secretary or the Company Secretary, as applicable, the **Secretary**).

3.8 The Selection and Nomination Committee Chair or one of the other Selection and Nomination Committee members shall use its best efforts to be available to answer questions about the Selection and Nomination Committee's activities at the annual General Meeting.

## 4. MEETINGS AND DECISION MAKING

4.1 The Selection and Nomination Committee shall meet as often as required for a proper functioning of the Selection and Nomination Committee, and for that purpose at least four times a year. The meetings are, as much as possible, scheduled annually in advance. The Selection and Nomination Committee shall meet ad hoc when this is deemed necessary by the Selection and Nomination Committee Chair or any of its other members. Meetings of the Selection and Nomination Committee are in principle convened by the Secretary in consultation with the Selection and Nomination Committee Chair.

4.2 Article 9 of the Board Charter shall apply regarding meetings of, and decision-making by the Selection and Nomination Committee.

4.3 The Selection and Nomination Committee shall decide if and when the CEO should attend (part of) its meetings. The CEO shall not attend meetings of the Selection and Nomination Committee where his re-appointment is discussed. In addition, other individuals, including Company or independent experts may be invited to attend (parts of) meetings of the Selection and Nomination Committee.

4.4 The Selection and Nomination Committee shall, as soon as possible after its meeting, report to the Board its deliberations and findings.[6] The Secretary shall send a copy of the minutes of Selection and Nomination Committee meetings to the Board. If and when required, the Selection and Nomination Committee Chair shall provide further information to the Board during its meetings on the results of the Selection and Nomination Committee's discussions.

4.5 The number of meetings of the Selection and Nomination Committee, the attendance rate of each of the members of the Selection and Nomination Committee

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[5] BPP 2.3.4 and Schedule 2 (*Deviations*)

[6] BPP 2.3.5

and the main items discussed shall be mentioned in the Report of the Board of Directors.[7]

## 5. OUTSIDE ADVISORS

The Selection and Nomination Committee may, in exercising its duties, seek the assistance or advice of one or more experts, at a price and conditions to be agreed by the Selection and Nomination Committee in consultation with the Chairperson, at the expense of the Company.

## 6. MISCELLANEOUS

6.1 The Selection and Nomination Committee shall annually review and evaluate its own performance, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

6.2 The Selection and Nomination Committee shall from time-to-time review and assess the adequacy of this Selection and Nomination Committee Charter and recommend any proposed changes to the Board.

6.3 The Board may amend this Selection and Nomination Committee Charter and/or revoke any powers granted by it to the Selection and Nomination Committee. The Board may allow temporary deviations from this Selection and Nomination Committee Charter. In the event that a provision in this Selection and Nomination Committee Charter is based on or derived from a Principle or Best Practice Provision of the Code, a deviation from such Principle or Best Practice Provision in accordance with the Code also constitutes a Board allowed deviation from the corresponding provision of this Selection and Nomination Committee Charter.

On the date that this Selection and Nomination Committee Charter was last amended, the Company deviated from the Principles and Best Practice Provisions from the Code as set out in **Schedule 2** (*Deviations*). Accordingly as per this Article 6.3, as long as the Company continues such deviations from the Code they also constitute Board allowed deviations from the corresponding provision of this Selection and Nomination Committee Charter.

6.4 This Selection and Nomination Committee Charter, and any amendments thereto, shall be posted on the Company's website.

6.5 This Selection and Nomination Committee Charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this Selection and Nomination Committee Charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.

6.6 This Selection and Nomination Committee Charter was initially adopted by the Board on 5 February 2024 and last amended on 10 July 2026, and remains in full force and effect until amended or terminated (in whole or in part).

[7] BPP 2.4.4

SCHEDULE 1 – SHAREHOLDER ADVISORY GROUP

## 1. Formation

1.1 Where the Selection and Nomination Committee intends to make a proposal for the appointment or reappointment of a Non-Executive Director, the Selection and Nomination Committee shall establish a Shareholder Advisory Group in accordance with this Schedule 1.

1.2 The Shareholder Advisory Group is a continuing body. Its composition may vary from time to time as members join or leave the Shareholder Advisory Group in accordance with this Schedule 1. For the avoidance of doubt, the Shareholder Advisory Group has no other roles, rights or obligations than as deriving from this Schedule 1.

1.3 The Shareholder Advisory Group shall advise the Selection and Nomination Committee on all proposals for the appointment and reappointment of Non-Executive Directors to be submitted to the General Meeting.

## 2. Composition

2.1 The Selection and Nomination Committee shall invite the three (3) shareholders holding the largest shareholdings in the Company as at the applicable Record Date (as defined in paragraph 2.2), based on the shareholding data available to the Company, to participate in the Shareholder Advisory Group. In addition, the Selection and Nomination Committee may, at its discretion, invite other shareholders to participate in the Shareholder Advisory Group, provided that such shareholders hold at least one per cent. (1.0%) of the Company's issued share capital as at the applicable Record Date.

2.2 The record date for determining the largest shareholders shall be (i) 1 January of the relevant year, if the Shareholder Advisory Group is established in the first half of the calendar year, or (ii) 1 July of the relevant year, if the Shareholder Advisory Group is established in the second half of the calendar year (the **Record Date**).

2.3 Where a shareholder invited to participate in the Shareholder Advisory Group is a legal entity, such shareholder shall designate one (1) natural person to serve as its representative on the Shareholder Advisory Group for the duration as determined by the Selection and Nomination Committee, subject to the prior approval of the Selection and Nomination Committee, such approval not to be unreasonably withheld.

The Selection and Nomination Committee may withhold its approval on reasonable grounds, including where (i) the designated person has a material conflict of interest that is incompatible with the proper functioning of the Shareholder Advisory Group, (ii) the conduct or reputation of the designated person is, in the reasonable opinion of the Selection and Nomination Committee, incompatible with the proper functioning of the Shareholder Advisory Group, or (iii) the designated person does not meet the requirements set out in paragraph 2.5.

2.4 A shareholder may request the replacement of its designated representative by another natural person, provided that such replacement shall be subject to the prior approval of the Selection and Nomination Committee on the same terms as set out in paragraph 2.3 and paragraph 2.5. Upon approval of a replacement representative, the membership of the previous representative shall terminate with immediate effect.

2.5 Members of the Shareholder Advisory Group shall not be Directors or members of the Executive Management Team. A shareholder who is a Director or a member of the Executive Management Team shall not be eligible to participate in the Shareholder Advisory Group and shall not be entitled to designate a representative on the Shareholder Advisory Group.

2.6 Promptly following its establishment, the Shareholder Advisory Group shall appoint a chairperson from among its members. The chairperson of the Shareholder Advisory Group shall be responsible for coordinating the work of the Shareholder Advisory Group and shall serve as the primary point of contact for the Selection and Nomination Committee.

2.7 Promptly following the establishment of a Shareholder Advisory Group, the Company shall publish on its website the names of the members of the Shareholder Advisory Group and the shareholders they represent.

2.8 If an invited shareholder declines to participate in the Shareholder Advisory Group, the Selection and Nomination Committee shall invite additional shareholders at their discretion until the Shareholder Advisory Group comprises at least three (3) members, provided that such additional shareholders hold at least one per cent. (1.0%) of the Company's issued share capital as at the applicable Record Date.

If, notwithstanding the foregoing, the Shareholder Advisory Group cannot be composed of at least three (3) members, the Selection and Nomination Committee shall notify the Board accordingly and shall determine, in consultation with the Board, how to proceed.

2.9 A member of the Shareholder Advisory Group shall remain a member until such member resigns, until his or her membership is terminated by the Selection and Nomination Committee or, if the Selection and Nomination Committee has set a fixed term for such member's membership, until the expiry of such term. The Selection and Nomination Committee may, at its discretion, set a fixed term for the membership of any member of the Shareholder Advisory Group at the time of such member's appointment or at any time thereafter.

The Selection and Nomination Committee may, at its discretion, terminate the membership of any member of the Shareholder Advisory Group at any time, including prior to the expiry of any fixed term set for such member's membership.

2.10 Each member of the Shareholder Advisory Group shall be entitled to a remuneration for his or her services equal to the remuneration payable to members of the Selection and Nomination Committee for their membership of the Selection and Nomination Committee in accordance with the remuneration policy applicable to the Company from time to time, as determined by the General Meeting. Any reasonable out-of-pocket expenses incurred by members of the Shareholder Advisory Group in connection with the performance of their duties shall be reimbursed by the Company.

2.11 Participation in the Shareholder Advisory Group shall be conditional upon the relevant member signing a confidentiality undertaking in a form satisfactory to the Selection and Nomination Committee. The confidentiality undertaking shall, among other things, provide that the member shall not disclose any information received in connection with his or her role on the Shareholder Advisory Group to the shareholder that such member represents, or any affiliate, officer, employee or adviser thereof, unless the Selection and Nomination Committee has expressly designated specific information as shareable with such shareholder.

2.12 The Selection and Nomination Committee may determine that the work of the Shareholder Advisory Group gives rise to or involves inside information within the meaning of Regulation (EU) No 596/2014 on market abuse (the Market Abuse Regulation). In such event, the Selection and Nomination Committee shall promptly notify the relevant member or members of the Shareholder Advisory Group and the Company shall include such member or members on its insider list maintained in accordance with Article 18 of the Market Abuse Regulation.

## 3. Duties and working method

3.1 The Shareholder Advisory Group shall advise the Selection and Nomination Committee on proposals for the appointment and reappointment of Non-Executive Directors.

3.2 In performing its advisory role, the Shareholder Advisory Group shall have regard to the interests of the Company and its stakeholders, the Profile, the size and composition of the Board, and the need for expertise, diversity, capacity and independence among the Non-Executive Directors.

3.3 Each member of the Shareholder Advisory Group shall, in performing his or her advisory role, have due regard to the interests of all shareholders of the Company, and not solely to the interests of the shareholder that such member represents.

3.4 The Selection and Nomination Committee shall provide the Shareholder Advisory Group with such information as is reasonably necessary for the Shareholder Advisory Group to fulfil its advisory role. This shall include a summary of the relevant findings of the most recent evaluation of the Board, to the extent such findings relate to the composition, functioning and expertise of the Non-Executive Directors. Such summary may be provided in anonymised or aggregated form.

3.5 The Shareholder Advisory Group shall have a quorum when at least the majority of its members are present or represented, provided that all members have been given reasonable notice of the meeting and the opportunity to attend. Each member of the Shareholder Advisory Group shall have one vote, irrespective of the size of the shareholding held by the shareholder such member represents. The Shareholder Advisory Group shall use its best efforts to reach its positions by consensus. Where consensus cannot be reached, positions shall be adopted by a simple majority of the members present or represented. In the event of a tie, the matter shall be reported to the Selection and Nomination Committee without a recommendation.

3.6 The Secretary shall keep minutes of each meeting of the Shareholder Advisory Group. The minutes shall record the main items discussed, any candidates considered and the positions taken. The minutes shall be circulated to all members of the Shareholder Advisory Group and to the Selection and Nomination Committee as soon as practicable following each meeting.

3.7 The Shareholder Advisory Group may, as part of its work, have discussions with the Chairperson, other members of the Board, the Chief Executive Officer and other members of the Executive Management Team. The Shareholder Advisory Group may also seek input from shareholders other than those represented on the Shareholder Advisory Group. The Selection and Nomination Committee shall facilitate such discussions and shall use its best efforts to ensure that the relevant persons are available for this purpose. Without prejudice to paragraph 2.11, in any such discussions, members of the Shareholder Advisory Group shall only disclose information that the Selection and Nomination Committee has expressly designated as shareable for such purpose.

3.8 The Shareholder Advisory Group may, with the prior approval of the Selection and Nomination Committee, seek advice from external sources at the expense of the Company.

## 4. Nomination and proposal procedure

4.1 The Company shall inform shareholders how they may submit suggestions regarding candidates for appointment or reappointment as Non-Executive Directors to the Shareholder Advisory Group, and the deadline by which such suggestions must be received in order to be considered. Such information shall be published on the Company's website promptly following the establishment of the Shareholder Advisory Group.

4.2 The Shareholder Advisory Group may suggest candidates for appointment or reappointment as Non-Executive Directors to the Selection and Nomination Committee. Any such suggestion shall be made by the Shareholder Advisory Group as a collective body, following deliberation among its members, having regard to the considerations set out in paragraph 3.2. The Shareholder Advisory Group shall take into account any suggestions received from other shareholders pursuant to paragraph 4.1 when formulating its own suggestions to the Selection and Nomination Committee.

4.3 The Selection and Nomination Committee shall give due consideration to any candidates suggested by the Shareholder Advisory Group. If the Selection and Nomination Committee decides not to propose a candidate suggested by the Shareholder Advisory Group, it shall inform the Shareholder Advisory Group of its reasons for not doing so.

4.4 The Selection and Nomination Committee shall identify at least one (1) candidate for each vacancy for a Non-Executive Director position and shall notify the Shareholder Advisory Group of each such candidate in order to obtain an advisory opinion in accordance with paragraph 4.5. Such notification shall be given in a timely manner and, in any event, no later than twenty (20) Business Days before the deadline for the Shareholder Advisory Group to issue its advisory opinion pursuant to paragraph 4.12. For the purposes of this Schedule 1, Business Day means a day (other than a Saturday or a Sunday) on which banks are open for general business in Amsterdam, the Netherlands and Oslo, Norway.

4.5 Subject to paragraph 4.6, the Shareholder Advisory Group shall issue an advisory opinion in respect of each candidate notified to it in accordance with paragraph 4.4, regardless of whether such candidate was originally suggested by the Shareholder Advisory Group, by another shareholder or identified by the Selection and Nomination Committee itself. Such advisory opinion shall be either positive, negative or neutral (including an abstention).

4.6 The requirement to issue an advisory opinion as per paragraph 4.5 shall not apply in respect of a candidate who was suggested by the Shareholder Advisory Group pursuant to paragraph 4.2 and whose candidacy has been accepted by the Selection and Nomination Committee as its proposal to the Board without material modification to the terms of such candidacy. In such case, the Shareholder Advisory Group shall be deemed to have issued a positive advisory opinion in respect of such candidate for the purposes of this Schedule 1.

4.7 The advisory opinion of the Shareholder Advisory Group shall not be binding on the Selection and Nomination Committee or the Board.

4.8 If the Shareholder Advisory Group issues a negative advisory opinion in respect of a candidate, and the Selection and Nomination Committee nevertheless resolves to propose such candidate for appointment or reappointment, the Selection and Nomination Committee shall provide a written statement to the Board setting out the reasons for its proposal notwithstanding the negative advisory opinion.

4.9 Following receipt of the advisory opinion of the Shareholder Advisory Group (or, where applicable, the deemed positive advisory opinion referred to in paragraph 4.6), the Selection and Nomination Committee shall submit its proposal for the appointment or reappointment of one or more Non-Executive Directors to the Board, together with the advisory opinion issued by the Shareholder Advisory Group and, in the event of a negative advisory opinion, the written statement referred to in paragraph 4.8.

4.10 Where the Board, having considered the proposal of the Selection and Nomination Committee, resolves to propose a candidate for appointment or reappointment as a Non-Executive Director to the General Meeting, the Board shall disclose in its proposal to the General Meeting whether the Shareholder Advisory Group has issued a positive, negative or neutral advisory opinion (or an abstention) in respect of such candidate. In the event of a negative advisory opinion, the Board shall include in its proposal a statement of reasons explaining why it nevertheless proposes the candidate for appointment or reappointment.

4.11 Where the Board proposes a candidate for appointment or reappointment as a Non-Executive Director to the General Meeting, the Board shall include in its proposal a summary of the working method of the Shareholder Advisory Group, including the number of meetings held, the main topics discussed, and the manner in which the Shareholder Advisory Group has carried out its advisory role.

4.12 The Shareholder Advisory Group shall issue its advisory opinion pursuant to paragraph 4.5 in sufficient time to enable the Selection and Nomination Committee and the Board to consider such opinion and to include the information referred to in paragraph 4.11 in the proposal to the General Meeting. In any event, the advisory opinion shall be issued no later than fifteen (15) Business Days before the date on which the notice convening the relevant General Meeting is dispatched to shareholders.

## SCHEDULE 2 – DEVIATIONS

| Principle / Best Practice Provision deviation | Corresponding deviation Selection and Nomination Committee Charter |
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| Best Practice Provision 2.3.4 - Independence of members | Article 3.3 - The Selection and Nomination Committee consists of Mr. Gregory Garvey and Ms. Ann Cormack. As Mr. Garvey is not considered independent, the best practice that more than half of the members of the Selection and Nomination Committee is independent is deviated from. |