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AGM 16 March 2022

# **Nomination Committee's recommendation**

A close-up, low-angle shot of a metal fork, likely a stainless steel dining fork, positioned on the right side of the frame. The fork is partially visible, showing the tines and the base. The background is a soft, out-of-focus blue light, creating a modern and clean aesthetic.

# Marel Nomination Committee Recommendations to the Board of Directors February 2022

## 1 Recommendations

Marel's Nomination Committee puts forth the following recommendations to the Company's Board of Directors in relation to the Annual General Meeting on 16 March 2022.

### 1.1 Chair of the Annual General Meeting

The Nomination Committee recommends that the Board of Directors propose to shareholders that Arni Sigurjonsson, General Counsel of Marel, be elected Chair of the Annual General Meeting.

### 1.2 Number of Directors to be elected

The Nomination Committee recommends that the Board of Directors propose to shareholders that seven Directors will be elected to serve on the Board.

### 1.3 Candidates to the Board of Directors

The Nomination Committee recommends that the Board of Directors propose to shareholders that the following candidates, listed in alphabetical order, will be elected to serve on the Board:

- Ann Elizabeth Savage
- Arnar Thor Masson
- Astvaldur Johannsson
- Lillie Li Valeur
- Olafur Gudmundsson
- Svafa Grönfeldt
- Ton van der Laan

Section 3 of this report includes candidate profiles.

In line with Icelandic law, the Board of Directors convenes immediately following the General Meeting in which it is elected to allocate responsibilities between the Board members. The Board of Directors elects a Chairman and Vice-Chairman, as well as the Chairmen and members of its committees.

### Competences and experience

The Nomination Committee has designed a skills matrix, endorsed by the Board, to ensure the Board consists of individuals with a balance of skills to oversee the

Company, achieve strategic goals, and direct its future. All Directors are expected to possess a full set of personal attributes in addition to sound professional knowledge and experience and contribute to the collective industry skills set held by the Board.

The Nomination Committee has outlined the following key personal attributes that all Directors must individually possess: Commitment, integrity and ethics, effective communication, critical and innovative thinking, contribution, leadership, and ability to work as part of a team.

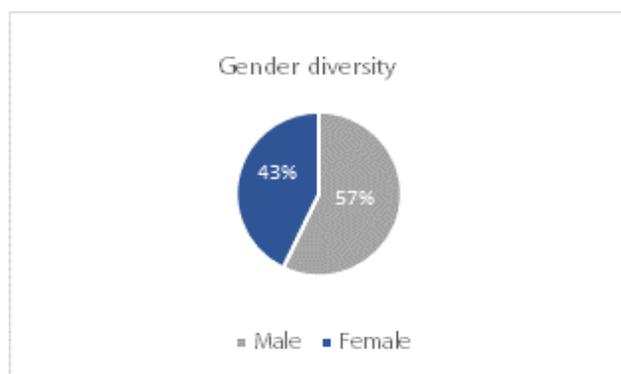
Additionally, the Board shall collectively have the skills, knowledge, and experience to effectively govern and direct the Company. The Nomination Committee has outlined the following competencies and experience that should be represented by the Board collectively:

- Finance and accounting
- Strategy development and implementation
- Enterprise risk management
- M&A, strategic partnerships and integration
- ESG
- Public relations and political affairs
- Commercial (sales and marketing)
- Digital, software and automation
- Operational (manufacturing, logistics, procurement and service)
- Innovation and R&D
- Legal, quality and regulatory management
- Human resources and HR development
- Food industry
- US, European and emerging markets
- CEO/executive and board experience

In the Nomination Committee's view the proposed Board's composition fulfills all of the above competencies and requirements.

### Diversity

The Board as a whole should encompass desirable diversity in aspects such as nationality, gender, age, education and different perspectives.



The Nomination Committee has assessed that the proposed Board of Directors fulfills the gender quota requirements for corporate boards, as stipulated in Article 63 of the Icelandic Act on Public limited companies no. 2/1995, where it is stated that it shall be ensured that the gender ratio is not lower than 40% for boards with more than 3 board members.

Board candidates are of 4 different nationalities, residing in 6 different countries. Their age spans from 51 to 68 years and tenure as Directors in Marel spans from 1 to 21 years with a median of 8 years. The Nomination Committee considers the Board candidates to have broad education and experiences to support different voices and perspectives within the Board.

Information on Candidate's education and experience are in section 3 of this report.

## Independence

The Nomination Committee has assessed that the seven proposed candidates fulfill the requirements regarding independence in the Icelandic Corporate Governance Code. All proposed candidates are independent of the Company. All candidates are independent of large shareholders, with the exception of Olafur Gudmundsson, who is a member of the Board of Directors of Eyrir Invest, holding 24.69% of Marel shares on 2 February 2022.

It is noted that the tenure of a Director does not affect the independency assessment, in line with the Icelandic Corporate Governance Code.

## 2 Background and Reasoning

The Board of Directors (Board) is accountable to all Marel's (Company) shareholders and other stakeholders for the way the Company conducts its business. The composition of the Board must therefore be such that the consolidated competences of its members are aligned with Marel's long-term strategy, enabling it to inspire,

guide and oversee the Company's development and diligently address and resolve the issues and problems faced at any time.

The Nomination Committee is a committee of the Board, established in accordance with the Board's Rules of Procedure.

The Nomination Committee shall assist the Board with the process and oversight of Board succession development and identification and nomination of Board candidates.

The Board is responsible for the appointment and activities of the Nomination Committee and it operates under the Board's authority.

The Nomination Committee's Rules of Procedure can be found on Marel's website: [marel.com](http://marel.com)

### 2.1 Composition and independence

The Nomination Committee is composed of three Board Members, Lillie Li Valeur (Chairman), Arnar Thor Masson and Olafur Gudmundsson. All members are independent of the Company. Gudmundsson is a member of the Board of Directors of Eyrir Invest, Marel's largest shareholder. Masson is the Chairman of the Board of Directors of Marel.

### 2.2 Main Activities

The Nomination Committee met 5 times during 2021 and meeting attendance was 100%.

According to the Nomination Committee's Rules of Procedure, it shall regularly review and evaluate the structure, size, meeting participation of the Board members, number of directorships of Board members, and Board composition (including the balance of skills, knowledge, experience, diversity, tenure and independence) of the Board and its committees, taking into account the challenges and opportunities facing the Company at each time. The Nomination Committee shall make recommendations to the Board with regard to any changes, considering both a short-term (upcoming Annual General Meeting) and longer-term horizon.

In order to fulfill its role, the Nomination Committee has undertaken or supported the following activities in preparation for the upcoming Annual General Meeting:

- Updating the Board skills matrix, outlining the key personal attributes all Directors must possess, as well as the professional knowledge and experience the Board shall collectively have to effectively govern and direct the Company;

- Meetings between the Chairman of the Nomination Committee and each individual Director to discuss Board composition and skills/experience which would be beneficial to strengthen the Board going forward;
- Meetings between the Chairman and Vice Chairman of the Board and several of the Company's largest shareholders where the focus was on discussing corporate governance matters, including Board composition and succession, skill areas which would be beneficial to strengthen and the nomination process;
- Meeting between the Chairman of the Nomination Committee and the Company's CEO to discuss Board composition;
- Reviewing the Board and the committee meeting participations;
- Reviewing the diversity ambition of the Board and the composition of the Board in relation of diversity;
- Reviewing the number of directorships of Board members in relation of overboarding;
- Evaluation of Directors' independence of the Company and its major shareholders;
- Reviewing the succession plan of the Board;
- Preparation of a report with the Nomination Committee's recommendations to the Board. The report is shared with the Company's shareholders prior to the Annual General Meeting in order to provide transparency to the nomination process;
- Annual self-assessment process for the Board in terms of competences;
- Externally facilitated assessment is conducted at least every third year. Assessment for 2021 was conducted in October to December 2021 with the assistance of an external consultant by the way of a survey and individual interviews with Directors. The results were analyzed and discussed at a Board only session in December 2021 and February 2022.

### 3 Candidate Profiles

Candidate profiles, listed in alphabetical order.

#### 3.1 Ann Elizabeth Savage

Ann Savage, born in 1957, is an advisor to Gousto, a UK meal kit manufacturer and retailer. Savage worked for Gousto 2018-2022 in an advisory role and headed the Food Technical function. Savage previously served as Group Technical Director of Bakkavor. Her primary responsibilities have included food safety, health and safety management, manufacturing excellence and corporate social responsibility management in the UK, US and Asia. Savage has held a variety of roles in technical and research and development departments within the retail and food industry over her 40-year career. She worked for the Cooperative Wholesale Society (CWS),

Northern Foods from 1990 until 1999 and at Geest/Bakkavor for over 19 years.

Savage's responsibilities have included representing businesses with UK regulators such as Food Standards Agency, Department for Environment Food and Rural Affairs and Health Protection England. She has chaired the Food Network for Ethical Trade, the IGD Technical Leadership Forum, and has been a member of the advisory group for the Better Regulation Task Force and the British Retail Consortium Advisory Board. Savage has worked closely with UK retailers to deliver on their corporate social responsibility commitments and to develop reporting procedures.

She has experience in operational management, product development and incident management. She has worked with Farm Africa in both Tanzania and Kenya to support African endeavors in tilapia fish farming and beekeeping. She is a member of her parish council and a Governor of Boston College, one of the top five colleges in the UK.

Savage holds a degree in Systems and Technology from the Open University and a Post Graduate Diploma in Management Studies from Nottingham University.

Savage was elected to the Board of Directors of Marel in 2013. She is a member of the Audit Committee.

Savage neither holds shares nor share options in the Company. She has no interest links with the Company's main customers, competitors or major shareholders.

#### 3.2 Arnar Thor Masson

Arnar Masson, born in 1971, is an independent advisor and board member. Masson is currently on the board of directors of Siminn, the largest telecom company in Iceland, listed on Nasdaq Iceland, where he also serves on the remuneration committee and he is a board member of Festa – center for sustainability in Iceland.

Masson was Chief Human Resources and Strategy Officer at Isavia, a company that handles the operations and development of all airports in Iceland. Prior to that he was an alternate director at the European Bank for Reconstruction and Development (EBRD) in London, an investment and development bank that works primarily with private sector clients in developing economies.

Before joining EBRD Masson worked in the Government Offices in Iceland. First as Deputy Director General in the Ministry of Finance and later as a Director-General in the Prime Minister's Office in Iceland. From 2000-2008 Masson held an adjunct lecturer position at

the Department of Political Science of the University of Iceland. Masson has experience in strategy development and implementation, human resources, ESG, M&A, political affairs and has worked with emerging markets. He has done executive courses for board directors both at Harvard Business School in the US and IMD in Switzerland.

Masson holds a MSc degree in Comparative Politics from the London School of Economics and Political Science and a BA degree in Political Science from the University of Iceland.

Masson was elected to the Board of Directors of Marel in 2001. He is the Chairman of the Board of Directors, Chairman of the Remuneration Committee and a member of the Nomination Committee.

Masson neither holds shares nor share options in the Company. He has no interest links with the Company's main customers, competitors or major shareholders.

### 3.3 Astvaldur Johannsson

Astvaldur Johannsson, born in 1961, is Business Development Director at Controlant, a global real-time monitoring software solution (IoT) provider focusing on the Pharmaceutical industry. His previous international business experience includes senior management positions within different markets at Össur hf., a global medical devices manufacturer and as an Executive Director leading the international division of Valitor hf., an eCommerce payment solutions and services provider. Previously Johannsson also served as a member of the Executive Team of the IT company Nyherji hf., as a Sales and Marketing Director at Penninn, and as a system analyst expert in the IT sector focusing on process design and development.

Johannsson is a proactive professional with extensive international experience of leadership within different marketplaces in EU, US and Asia, a multi-national culture, and cross-functional environments, both on the executive and on a board level. He has a comprehensive background and knowledge in formulating and implementing policy and strategy, leading and integrating new businesses and initiatives to improve business performance. Johannsson has a solid background in managing business-to-business and business-to-consumer sales and marketing, business development, supply chain, outsourcing, negotiating, contracts and product management along with operations knowledge and experience in varying industries with progressive and successful organizations.

Johannsson holds an MBA degree from the University of Iceland and a BS degree in Management Information Systems from Heriot-Watt University.

Johannsson was elected to the Board of Directors of Marel in 2014. He is a member of the Audit Committee.

Johannsson neither holds shares nor share options in the Company. He has no interest links with the Company's main customers, competitors or major shareholders.

### 3.4 Lillie Li Valeur

Lillie Li Valeur, born in 1970, is a Chinese born Danish citizen residing in Denmark. Valeur serves as a member of the Board of Directors, Remuneration Committee, and Science & Innovation Committee of Chr. Hansen Holding, a global bioscience company, listed on Nasdaq Copenhagen.

Valeur has extensive international experience in the food, ingredients and pharmaceutical industries, with special focus on EMEA, Asia, emerging markets, commercial leadership, innovation, M&A and strategic partnerships. Valeur has served as CEO for Good Food Group A/S and COCIO A/S in Denmark. Over 18 years with Arla Foods a.m.b.a, a leading global dairy company, Valeur held several senior management roles, both in Asia and globally, including VP Greater China, VP South East Asia and VP Global Milk Based Beverages. Prior to that, she held various international business management positions at Lundbeck in Denmark, Novartis Consumer Health Co. in Shanghai, as well as a management consulting position at Bain & Company in Beijing.

Valeur was a member of the Board of Directors and Audit Committee of AAK, a global Sweden-based plant-based oils and fats company, listed on Nasdaq Stockholm, from 2013 to 2020 and a member of the Board of Directors of Meda, an European Swedish-based specialty pharmaceutical company, from 2015 to 2016.

Valeur holds a degree in Medicine from Shanghai Medical University and a MBA degree from China European International Business School in Shanghai.

Valeur was elected to the Board of Directors of Marel in 2020. She is Chairman of the Nomination Committee and a member of the Remuneration Committee.

Valeur neither holds shares nor share options in the Company. She has no interest links with the Company's main customers, competitors or major shareholders.

### 3.5 Dr. Olafur S. Gudmundsson

Dr. Olafur Gudmundsson, born in 1969, is currently the Head of Discovery Pharmaceuticals and Analytical Sciences at Bristol-Myers Squibb (BMS), a global biopharmaceutical company. For more than two decades, Gudmundsson has held roles of increasing responsibility within research and development, covering multiple therapeutic areas and stages of drug discovery, both for Bristol-Myers Squibb and Genentech. During his tenure at BMS, Gudmundsson has helped bring multiple drug candidates to clinical trials, several of which have become marketed products. In his time within the pharmaceutical industry, Gudmundsson's responsibilities have included involvement with global portfolio strategy, evaluation of external acquisitions, strategic innovations, and integration of merged companies. Gudmundsson has participated in governance teams providing input on global portfolio optimization and prioritization, lead process optimization teams and chaired integration teams.

Gudmundsson is also associated with the graduate program of the Pharmaceutical Chemistry department at Purdue University. Currently, Gudmundsson is a Board member of Eyrir Invest and Noruz.

Gudmundsson holds a Ph.D. degree in Pharmaceutical Chemistry from the University of Kansas and a Cand.Pharm. degree from the University of Iceland.

Gudmundsson was elected to the Board of Directors of Marel in 2014. He is the Vice-Chairman of the Board of Directors, member of the Remuneration Committee and the Nomination Committee.

### 3.6 Svafa Grönfeldt

Dr. Svafa Grönfeldt, born in 1965, is a Professor of Practice at the Massachusetts Institute of Technology. She is a founding member of MIT's newest innovation accelerator DesignX focused on the design and development of technology- and service-based ventures created at MIT. Grönfeldt is the co-founder of The MET fund, a Cambridge based seed investment fund. She is the Vice-Chairman of the Board of Directors of Össur, a global leader in orthopaedic solutions since 2008, and member of the Board of Directors of Icelandair since 2019, where she is a member of the Audit Committee and the Strategy Committee.

Previous positions include executive leadership positions at two global life science companies where she served as Chief Organizational and Development Officer of Alvogen and Deputy to the CEO of Actavis Group. For more than twenty years, her executive career

has been focused on organizational design for high growth companies, strategy implementation, service process design, and performance tracking as well as the integration of acquired companies and new business units. She is a former President of Reykjavik University.

Grönfeldt holds a Ph.D. from the London School of Economics where she examined the impact of customer-oriented behaviours and service design on business outcomes.

Grönfeldt was elected to the Board of Directors of Marel in 2021. She is Chairman of the Audit Committee.

Grönfeldt neither holds shares nor share options in the Company. She has no interest links with the Company's main customers, competitors or major shareholders.

### 3.7 Ton van der Laan

Ton van der Laan, born in 1953, is a Dutch national residing in the Netherlands. He currently serves as chairman of the Supervisory Board of Royal de Heus, a global feed company and vice-chairman of the Board of Directors of Rainforest Alliance in New York. He is a non-executive board member of Dümme Orange.

Van der Laan has extensive experience from several executive roles in the food, feed and commodity industries. He is the former CEO of Nidera, a company globally active in financing and distribution of grains and oilseeds. Before that he was responsible as Executive Vice President for Cargill Animal Proteins and Animal Nutrition globally and CEO of Provimi in the Netherlands, one of the global leaders in animal nutrition.

Previously, for over 22 years, Van der Laan held several executive roles at Unilever, the Anglo-Dutch consumer food company, where he was located in the Netherlands, UK, Czech Republic and Slovakia. He has also served as the Managing Director of Philips Domestic Appliances and Personal Care. Van der Laan possesses extensive experience in multi-national businesses, strategic planning, portfolio management, acquisitions and company restructuring, large and small scale integrations and top team development.

Van der Laan holds a MS degree in Mechanical Engineering from Twente University, completed "The New Board Program" at Nyenrode Business University and an executive course at Harvard Business School.

Van der Laan was elected to the Board of Directors of Marel in 2019. He is a member of the Audit Committee.

Van der Laan neither holds shares nor share options in the Company. He has no interest links with the Company's main customers, competitors or major shareholders.