

**CHARTER OF THE**  
**ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE**  
**AGILYX AS**

(adopted by the Board of Directors on 22 April 2021)

**PURPOSE**

The purpose of the Environmental, Social and Governance Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Agilyx AS (the “**Company**”) is assist the Board in fulfilling its responsibilities for establishing, implementing and executing its Environmental, Social and Governance (“**ESG**”) policy and programs, including Safety, Environmental, Sustainability and Corporate Responsibility programs.

**MEMBERSHIP**

The Committee shall consist of at least three (3) Directors. The Board shall designate a member of the Committee as the chairperson. At least half of the Committee members shall be independent of the Company’s operations.

The members of the Committee and its chair are appointed by the Board. Members of the Committee will not receive additional compensation for their participation in this Committee.

The Board may remove a member from the Committee at any time and for any reason, and may fill any vacancy.

Members of the Committee are appointed at the first regular Board meeting following the Annual General Meeting (AGM) of the Company.

**MEETINGS**

The Committee shall meet at least four (4) times per year. Additional meetings may be scheduled as determined by the Committee or its chair.

Only the members of the Committee may vote at its meetings. The Committee may invite or summon specific directors, employees, recruiters, compensation or other external consultants to participate in specific meetings or parts thereof.

The Committee shall keep minutes of its meetings and report on its actions and activities and shall make recommendations to the Board as appropriate at the next meeting of the Board. The Committee will keep a record of its members attendance at Committee meetings.

Unless otherwise stated herein, the Committee will be governed by the same rules of procedure applying to the meetings of the Board.

## **DUTIES AND RESPONSIBILITIES**

The Committee is authorized only to prepare recommendations and reports to the Board, and not to make any final decisions on any matter on behalf of the Board.

The Committee's principal duties and responsibilities are:

- Developing, evaluating and recommending to the Board **corporate governance practices** applicable to the Company and in line with relevant authorities and investor expectations;
- Reviewing periodically, and approving material changes to, the company's Corporate Governance Policies;
- Leading the Board in its annual **self-performance review** of the Board and its committees;
- Assisting management to organize appropriate **orientation** for new members of the Board;
- Overseeing and reviewing strategic direction related to ESG policies and programs including **safety, environmental, sustainability and corporate responsibility programs**;
- Overseeing the development of, and assessing progress on, **programs and company goals** related to environmental performance, sustainability, climate change, social performance and governance.
- Advising the CFO in connection with **reporting and disclosures on ESG matters** of the Company made in compliance with applicable securities laws;
- Advising the CEO **on stockholder proposals and other significant stakeholder concerns** relating to ESG matters,
- Reviewing the annual **Sustainability/Corporate Responsibility Report** and recommending to the Board its adoption before public release;
- Reviewing external public policy and government affairs issues and trends that may affect the company, and providing recommendations to the Board regarding the company's response to these issues consistent with applicable legal and regulatory requirements.
- Performing other duties, tasks and responsibilities relevant to the purpose of the committee as may be assigned by the Board from time to time.

## **DELEGATION**

If so directed by the Board, the Committee may delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **AMENDMENTS**

Any amendment or other modification of this Charter shall be approved by the Board.

## **PERFORMANCE EVALUATION**

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

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