

APPENDIX 3 – NOMINATION COMMITTEE REPORT

Report and recommendations from the Prosafe SE Nomination Committee for the Extraordinary General Meeting (“EGM”) to be held on 22 February 2024

Prosafe SE (“**Prosafe**” or “**Company**”) established a Nomination Committee (“**Committee**”) at the AGM held on 5 May 2003 in accordance with Regulation 54 of the prevailing Articles of Association of the Company. The Committee consists of Mr. Thomas Raaschou (Chair) and Mrs. Annette Malm Justad.

Neither of the members of the Committee are employees of Prosafe or members of the Board of Directors (“**Board**”) of Prosafe.

The duties of the Nomination Committee are set out in the Instructions to the Nomination Committee (the “**Instructions**”), adopted by the 2019 AGM. For further information regarding the Committee’s activities, please refer to the Instructions and the Committee’s report (the “**2023 AGM Report**”) to the Company’s Annual General Meeting (“**AGM**”) on 10 May 2023.

The Committee carried out an evaluation for the AGM on 10 May 2023 and reference is made to the 2023 AGM Report for the Committee’s assessments and evaluation.

1. Election of members for the Board

On 8 January 2024, Mr. Simen Flaaten notified the Chair of Prosafe’s Board that due to other commitments, Mr. Flaaten wants to resign as Director as soon as practicable possible.

Following the notification of resignation from Mr. Simen Flaaten, the Committee has received a board member proposal from a group of shareholders (the “**Investor Group**”) representing approximately 34% of the Company’s outstanding shares. The Investor Group proposes Mr. Gunnar Winther Eliassen as a new member of the Board.

The Committee believes the Board shall maintain the current number of members. Consequently, after discussions with the Investor Group and other relevant shareholders, the Committee unanimously recommends that Mr. Eliassen is elected member of the Board.

Mr. Eliassen is the founder and Managing Member of SNC Winther Holdings Ltd. and has an extensive background in the oil service industry. Before establishing SNC Winther Holdings Ltd. in 2023, he worked in Seatankers Services (UK) LLP from 2016 to 2023 and as a Partner in Pareto Securities from 2011 to 2015. Mr. Eliassen is currently Chair of the Board of Scana ASA and Soiltech AS, and a board member of Vantage Drilling Ltd. and KLX Energy Services Inc. Previous experience includes being a board member in Seadrill Ltd., Seadrill Partners Ltd., Northern Drilling Ltd., Noram Drilling AS, Valaris Ltd., and Quintana Energy Services Inc. Mr. Eliassen graduated from the Norwegian School of Economics with a Master's in Finance in 2010. He is a Norwegian citizen and resides in the United Kingdom.

Assuming approval by the EGM, the Board will then comprise the following individuals:

Name	Position	Due for re-election	Years on the Board
Glen Rødland	Chair	2024	7
Nina Udnes Tronstad	Director	2024	4
Birgit Aagaard-Svendsen	Director	2024	6
Halvard Idland	Director	2024	1
Gunnar Winther Eliassen	Director	2025	New

2. Amended remuneration for members of the Board

Background

The current remuneration for the members of the Board was approved by the 2023 AGM for the period from the 2023 AGM until the 2024 AGM. However, the Investor Group proposes that the EGM amends the approved remuneration to ensure a compensation structure more linked to the share price development of the Company.

The Investor Group is of the opinion that it will be in the interest of the Company and its shareholders that all Directors have a meaningful part of their compensation tied to the Company's equity value development.

The Investor Group proposes to grant each member of the Board options to acquire shares in the Company ("**Options**"). Each existing member of the Board will have the right to receive a one-time grant of 25 000 Options. If the Board member chooses to receive such Options, the fixed Board member fee as approved by the 2023 AGM will be reduced by USD 18 000 per year.

The chair and the new incoming member of the Board have agreed to reduce their Board member fee by USD 20 000 and 18 000, respectively, and the Investor Group has proposed that each will receive 100 000 Options, reflecting the expected workload going forward.

Proposal from the Investor Group

The Investor Group consequently proposes that the EGM amends the resolution passed at the 2023 AGM and approves the following remuneration for the members of the Board for period from the 2023 AGM until the 2024 AGM:

	Board member fee	Audit committee fee	Compensation committee fee	Time travel allowance for each meeting
Existing members	USD 68 000; or USD 50 000 and 25 000 Options	USD 10 000	USD 10 000	USD 1,500 for board meetings outside his/her country of residence
Gunnar Winther Eliassen	USD 50 000 and 100 000 Options	As for other members	As for other members	As for other members
Chair	USD 90 000 and 100 000 Options	USD 10 000	USD 5000	As for other members

Terms of the Options

The Options will have a strike price of NOK 65.50 per share, which is the closing share price at 29 January 2024, which is the day prior to calling the EGM.

Members of the Board who wish to receive Options and reduce their cash compensation will have to notify the chair within 5 Business Days after the EGM.

The Options will have a vesting period until the date that is 24 months after the date of the EGM (“**Vesting Date**”) and can only be exercised between the Vesting Date and the date that is 36 months after the date of the EGM (“**Expiry Date**”). In the event a member of the Board resigns or is not re-elected prior to the Vesting Date, the Options will be forfeited except a number of Options representing the period served since the 2023 AGM¹ until the date of resignation pro rata in relation to the period from the 2023 AGM until the Vesting Date.

The Options are non-tradeable and not transferable. Any Options not exercised at the Expiry Date will lapse without compensation to the holder.

3. Election of members for the Nomination Committee

Given the changes to the shareholder composition of the Company since the last AGM, the Committee proposes that the EGM elects a new member to the Committee before the 2024 AGM. The Committee believes it is appropriate to add such new member at this EGM to allow the new member to participate in the preparations for the 2024 AGM.

In its work to find a new member of the Committee, the Committee has taken input from the Company's largest shareholders.

The Committee unanimously recommends to the EGM that Ryan Schedler is elected as a new member of the Committee for the period until the 2025 AGM.

Mr. Schedler is a founder, partner, and the Portfolio Manager of Condire Investors, LLC, a shareholder in Prosafe. He is an investment professional with a technical background and over 30 years of experience in natural resources and related industries. Mr. Schedler founded Condire Investors in 2012 after spending almost a decade with Trellus Management, a New York City based investment partnership. Before joining Trellus, he was an investment banker with Bankers Trust and Lehman Brothers. Mr. Schedler is a director of Strategic Metals Ltd, and previously served on the board of directors of Mandiant Corporation. He received his BS in Chemical Engineering from Lafayette College in Pennsylvania, and his MBA from Harvard Business School. He is a US citizen and resides in the United States.

The Committee's assessment is that Mr. Schedler, based on his expertise and experience, will be able to contribute positively to the Committee's work. The recommendation is supported by several of the Company's major shareholders.

The Committee's assessment is that the proposed composition of the Committee is appropriate to safeguard the interests of the shareholder community. All members are independent of the Board and other senior executives in the company.

Oslo, 30 January 2024

Thomas Raaschou, Chair

¹ For members of the Board who has joined later than the 2023 AGM, the date of election will represent the start date.