

ATTACHMENT TO NOTICE OF ANNUAL GENERAL MEETING 27 MAY 2021

AGENDA ITEMS 6, 7, 8 AND 10

RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee is a preparatory and advisory committee for the General Meeting of Ice Group ASA and is regulated by the Company's Articles of Association § 8.

The Nomination Committee shall propose candidates for shareholder-elected members and deputy members for election to the Company's Board of Directors and for candidates for members of the Nomination Committee. The Nomination Committee shall propose remuneration to the members and deputy members of the Board, including remuneration for participation in Board committees, and for members of the Nomination Committee.

The instructions for the Nomination Committee were adopted by the general meeting on 22 November 2018. The instructions are available at www.icegroup.com. Information on deadlines and procedures for submitting proposals for candidates for election to the Board or Nomination Committee are available on the Company's website.

Since the General Meeting in 2020, the Nomination Committee has met three times, in addition to meeting larger shareholders, the chair of the Board, Board members and management. The Nomination Committee has considered the Board of Directors' self-evaluation. The Committee has furthermore been provided with information it considered relevant for its work from the administration and other persons.

Agenda item 6: Election of members to the Board of Directors

The Board of Directors consists of:

Guillaume d`Hauteville (Chair)
Hans-Holger Albrecht
Ingvild Myhre
Mari Thjømøe

The Board members were elected for a period of two years at the Annual General Meeting in 2020.

The Board meetings have been very well attended and the Nomination Committee considers that the Board generally functions well, with overall engagement being good.

The Board member Ingvild Myhre will resign, and the Nomination Committee will propose that she is replaced with Roshi Motman at the Annual General Meeting in 2021. The entire Board of Directors will then consist of:

Guillaume d`Hauteville (Chair)
Hans-Holger Albrecht
Roshi Motman
Mari Thjømøe

It is proposed that the new Board member will be elected for a period of two years, until the Annual General Meeting in 2023.

The Nomination Committee has in its work with the nomination of candidates considered the Company's requirements and the common interests of the shareholders. The Committee considers that the proposed candidate will contribute to a board composition that overall is suitable to protect the shareholders' and the Company's interests. The proposed member has a background that complements the existing Board members. Together the Board members provide digital, marketing, finance, telecoms and regulatory competence and accordingly meet the Company's need for expertise, capacity and diversity.

The entire Board of Directors fulfils the requirements in the Company's Articles of Association and the statutory requirements set out in Chapter 6 of the Norwegian Public Limited Liability Companies Act with respect to the number of directors, residence requirements, gender representation, the qualification requirement regarding the Audit Committee and the requirements for independence as set out in the Norwegian Code of Practice for corporate governance (NUES).

Proposal for resolution

The Nomination Committee proposes that the Annual General Meeting adopts the following resolution:

“Roshi Motman is elected as member of the Board of Directors for a period of two (2) years until the Annual General Meeting in 2023, as replacement for Ingvild Myhre. The Company’s Board of Directors will then consist of:

Guillaume d’Hauteville (Chair)

Hans-Holger Albrecht

Roshi Motman

Mari Thjømmøe”

Further information about the candidate nominated is provided below.

Agenda item 7: Election of members to the Nomination Committee

The members of the Nomination Committee were elected by the General Meeting on 3 June 2019 for a period of two years. The Committee's members are up for election in the Annual General Meeting in 2021.

In preparing the criteria for selecting and recommending members for the Nomination Committee, the committee has focused on the interests of the shareholder community and on meeting the company's need for expertise, capacity and diversity in addition to balance the need for continuity and renewal in the Board and committee. All members have attended meetings of the committee.

Based on the above, the Committee has nominated the re-election of its current members as chair and member, respectively, for a period of two years until the Annual General Meeting in 2023:

Jan Šebor (Chair)

Thomas Harding

Further information about the candidates is provided below.

The Nomination Committee has reviewed and evaluated the content of its instructions. The Committee does not propose any amendments to its instructions.

Agenda item 8: Recommendation on remuneration to the Board of Directors

In considering the proposals for remuneration to the members of the Board of Directors, the Committee has considered information on remuneration for Board members in comparable companies, the scope of work and the efforts that the members are expected to invest in their positions in the coming period. The Committee has furthermore discussed the level of remuneration with shareholders.

On this basis, the Nomination Committee proposes to adjust the remuneration for the Board with 2.5% in line with the general salary adjustment in Norway and of the Company for the period until the Company's ordinary general meeting in 2022. In addition, the Nomination Committee proposes to adjust the remuneration to the Chair of the Audit Committee with an additional amount of NOK 40,000 and the remuneration to the Member of the Audit Committee with NOK 10,000 to reflect the higher amount of work required for such positions.

Previous years the remuneration to the Board of Directors has included remuneration for work related to the Audit and Remuneration Committee. To create transparency regarding what each Board Member is getting paid for, the Nomination Committee proposes to split the remuneration into a Board fee and remuneration for work related to the Audit Committee and Remuneration Committee as follows:

a) Board fee

Chair: NOK 495,000

Member: NOK 360,000

b) Remuneration for work related to the Audit Committee

Chair: NOK 90,000

Member: NOK 60,000

c) Remuneration for work related to the Remuneration Committee

Chair: NOK 70,000

Member: NOK 50,000

Agenda item 10: Recommendation on remuneration to Nomination Committee

In considering the proposals for remuneration to the members of the Nomination Committee, the Committee has considered information on remuneration for members of the Nomination Committee in comparable companies, the scope of work and the efforts that the members are expected to invest in their positions in the coming period. The Committee has furthermore discussed the level of remuneration with shareholders.

On this basis, the Nomination Committee proposes to adjust the remuneration for the Nomination Committee with 2.5% in line with the general salary adjustment in Norway and of the Company for the period until the Company's ordinary general meeting in 2022:

Chair: NOK 51,250

Member: NOK 35,875

18 May 2021

Jan Šebor (chair)

Thomas Harding

Information about the proposed candidate to the Board of Directors:

Roshi Motman (41), nominated for election as Board member

Roshi Motman (born 1979, resident in Sweden) is currently the COO, Board member and investor of Amuse, a global digital music distribution and label business, based in Stockholm. Previously, she was the CEO of Millicom/Tigo Ghana and later the CEO for the merged entity with telco giant Bharti Airtel, AirtelTigo Ghana. Prior to her stint at Millicom/Tigo, Ms. Motman worked for Tele2 in Sweden, where she held various management positions.

She is also a Board member of Swedfund International, the Swedish state's development financier and is the co-founder of Qualiteq, a software development and telecom services house.

Ms. Motman holds a MSc in Industrial Engineering and Management from Chalmers University of Technology, Sweden.

Roshi Motman is currently advisor to the Board of Directors of Ice Group ASA and holds 173,703 shares in the company. She is independent of the main shareholders.

Information about the proposed candidates to the Nomination Committee:

Jan Šebor, (37), nominated for re-election as chair of the Nomination Committee

Mr. Šebor has been chair of the Nomination Committee since June 2019.

Jan Šebor (born 1984, resident in London) is a Vice President with Access Industries (and associated to the Company's majority shareholder AI Media Holdings (NMT) LLC), a private investment holding, since 2013. At Access, he is responsible for sourcing, executing and managing new and existing investments in the technology, media, telecommunication, industrials and real estate. Prior to Access, Mr. Šebor was with Morgan Stanley's Investment Banking Division focusing on the industrials, chemicals and natural resources. Mr. Šebor currently serves as a member of the Board of Directors of Deezer S.A., Net1 International Holdings A.S., AI Brazil Holdings B.V. and Icon UK Distribution Holdings Limited. He was previously a director of Sentient Technologies Holdings Limited and Ada Health GmbH. Mr. Šebor holds an MSc in Financial Management from the Vlerick Business School and an MSc in Business and Law from the University of Economics in Prague.

Mr. Šebor currently does not hold any shares in the Company and is independent of the management of Ice Group ASA. Mr. Šebor is the Vice President of Access Industries, where Mr. Guillaume d'Hauteville (Chairman of the Board of Ice Group ASA) is Vice Chairman.

Thomas Harding, (49), nominated for re-election as member of the Nomination Committee

Mr. Harding has been a member of the Nomination Committee since June 2019.

Thomas Harding (born 1971, resident in London) is a partner at Bridford Group (and associated to the Company's shareholder, Bridford Investments Limited). Tom previously worked at Access Industries, after joining from Weil, Gotshal and Manges' private equity department. He has an MA from the University of Cambridge and subsequently studied at City University (law) and London Business School (finance). He is currently a director of LenioBio GmbH, Penfold Technology Limited, Solar Foods Oy, Touchlight Holdings Limited and Westwing Group AG. He has previously been a director of Ice Group ASA, Perform Group Limited, Sentient Technologies Holdings Limited, Channel 10 TV, as well as being

an officer of Access Industries, Inc. He was a trustee of The Blavatnik School of Government Foundation at the University of Oxford.

Harding holds 142,229 shares in the Company. He is independent of the management and Board of Directors of Ice Group ASA.