

Instructions for The Nomination Committee of Kongsberg Automotive Holding ASA

(Adopted by the general meeting of Kongsberg Automotive Holding ASA on 15 May 2006 in accordance with the articles of associations' section 5.)

1. Duties

- 1.1 The Nomination Committee shall make recommendations to the general meeting regarding choice of board members and deputy board members elected by the shareholders, and propose a chairman and a deputy chairman*. Further, The Nomination Committee shall provide a recommendation to the general meeting regarding remuneration to the board members.

2. Composition, nomination and remuneration

- 2.1 The Nomination Committee shall consist of three members who shall be shareholders or representatives of shareholders. The Nomination Committee's members are elected by the general meeting for a period of three years at a time. To secure continuity the first committee will have one member elected for three years, the second for two years and one member serving for only one year. In the following years the general meeting will consequently elect one member every year. Re-election is permitted. The general meeting elects the chairman of The Nomination Committee. In connection with by-nominations, the newly elected are elected for the remainder of the period for the actual member. The members of The Nomination Committee must not serve other functions in the company.
- 2.2 The general meeting stipulates the remuneration to The Nomination Committee. The Nomination Committee's costs are covered by the company.

3. Procedures

- 3.1 The Nomination Committee forms a quorum when The Nomination Committee's chairman is present together with at least one other member.
- 3.2 Meetings of The Nomination Committee are held upon summons from the chairman of the committee.

- 3.3 Minutes shall be kept from The Nomination Committee's meetings and shall be signed by the present members.
- 3.4 The chairman of the board and the managing director shall, without having the right to vote, be summoned to at least one meeting of The Nomination Committee before the

4. Election of candidates to the Board of Directors

- 4.1 The Nomination Committee of Kongsberg Automotive Holding ASA would appreciate to receive proposals for candidates to the election of Directors to the Board.

The proposal for candidates should contain name, residence, nationality and a short CV. Please send the proposal to the secretary of the board, Jon G Munthe, Kongsberg Automotive Holding ASA, Postboks 62, Dyrmyrgata 48, NO-3601 Kongsberg, Norway - jon.munthe@ka-group.com

**) As the company according to agreement with the trade unions do not have a corporate assembly (bedriftsforsamling) the chairman to the board is appointed by and among the board directors according to section 6-1,2 of the Act on Public limited Liability Companies*