

INSTRUCTIONS FOR THE NOMINATION COMMITTEE

IN

EQUINOR ASA

(Adopted by the general meeting on 19 May 2011. Last amended 15 May 2018)

1 DUTIES

The duties of the nomination committee are to submit a recommendation to

- the annual general meeting for the election of shareholder-elected members and deputy members of the corporate assembly and remuneration for the corporate assembly.;
- to the annual general meeting for the election and remuneration of members of the nomination committee; and
- the corporate assembly for the election of shareholder-elected members of the board of directors and remuneration for the board of directors.
- the corporate assembly for the election of the chair and deputy chair of the corporate assembly

2 COMPOSITION, NOMINATION AND REMUNERATION

- 2.1 The nomination committee is composed and elected in accordance with Equinor's articles of association, article 11. The nomination committee must be independent of the board of directors and the company's management.
- 2.2 Members of the nomination committee are normally elected for a term of two years at a time.
- 2.3 The annual general meeting stipulates the remuneration to be paid to the nomination committee. The nomination committee's expenses will be covered by the company.

3 RULES OF PROCEDURE

- 3.1 Meetings of the nomination committee will be convened by the chair of the committee. Each of the members of the nomination committee can demand that a meeting be convened. The chair of the committee decides whether the meeting will take the form of a physical meeting or can be held in some other manner.
- 3.2 Minutes are taken of the committee meetings and signed by all members present.

- 3.3 The chair of the board of directors and the chief executive officer will be invited to attend at least one meeting of the nomination committee before it submits its final recommendation, but they will not have voting rights.
- 3.4 In its work, the nomination committee may contact shareholders, members of the board of directors and the corporate assembly, the company's management and external advisors. Steps must be taken to ensure that shareholders have an opportunity to propose candidates for the board of directors, nomination committee and corporate assembly. Insofar as it is expedient, the nomination committee should inform the corporate assembly about its work and discuss matters of principle with it.
- 3.5 The nomination committee will attach weight to whether the proposed candidates have the necessary experience, qualifications and capacity to serve as officers of the company in a satisfactory manner and that the appropriate changes are undertaken for each office. Emphasis will also be given to ensuring reasonable representation in terms of gender and background, and to the independence of members of the board of directors and corporate assembly in relation to the company.
- 3.6 The nomination committee's recommendations must at all times satisfy the requirements relating to the composition of the board of directors and corporate assembly laid down in applicable legislation and the regulations of any stock exchanges on which the company's shares are listed. The nomination committee must take account of the recommendations relating to the composition of the board of directors, nomination committee and corporate assembly that follow from the Norwegian Code of Practice for Corporate Governance and any other relevant recommendations relating to good corporate governance. The nomination committee will obtain the board of directors' self-assessment.
- 3.7 Candidates proposed by the nomination committee must have been asked whether they are willing to take on the office for which they have been proposed.
- 3.8 The nomination committee must justify its recommendations and provide relevant information about the candidates. Any dissenting votes must be stated in the recommendation.

4 PROCESSING OF THE NOMINATION COMMITTEE'S RECOMMENDATIONS

- 4.1 The nomination committee's recommendation to the annual general meeting relating to the election of shareholder-elected members and deputy members to the corporate assembly and members of the nomination committee should be available early enough to be sent to the shareholders together with the notice of the general meeting in question.
- 4.2 The nomination committee's recommendation to the corporate assembly relating to the election of shareholder-elected members to the board of directors should be available early enough to be sent together with the notice of the meeting of the corporate assembly.

- 4.3 The chair of the committee, or a person authorised by him/her, will present the committee's recommendations to the annual general meeting and corporate assembly, respectively, and give an account of the committee's work.