

2022 Remuneration Report for Aker ASA

Introduction

This Remuneration Report has been prepared in accordance with the Norwegian Public Limited Liability Companies Act section 6-16b and describes the principles for and the actual remuneration vested by the Executives in Aker ASA ("Aker" or the "Company") during 2022. The report is presented for advisory vote by the Company's annual general meeting to be held on 21 April 2023. Following the vote, the Remuneration Report will be made available at the Company's website <https://www.akerasa.com/en/esg/governance/#remunerationreport>.

The principles and framework for remuneration to the Aker executives are set out in Aker's Executive Remuneration Policy, which was approved at the Company's annual general meeting on 28 April 2021 and available at the Company's website and here <https://www.akerasa.com/en/investors/annual-general-meeting>. The executives captured by the Executive Remuneration Policy include the President and CEO, Øyvind Eriksen, and the CFO of the Company, Svein Oskar Stoknes (the "Executives").

The Executive Remuneration Policy is designed to attract and retain executives, and to align interests between Executives and the Company's shareholders and stimulate to a strong and enduring profit-oriented culture that ensures increased shareholder value.

The remuneration to the Executives for 2022 is in accordance with the principles set out in Aker's Executive Remuneration Policy; no deviations have been made from the approved principles and no remuneration was recovered from any of the Executives during 2022.

Highlights

Aker and its portfolio of companies showed resilience throughout a volatile 2022. The key events for the financial year 2022, Aker's overall performance and the key events of its portfolio companies are summarized in the 2022 Annual Report under item 1. The 2022 Annual Report is available at the Company's webpage <https://www.akerasa.com/en/investors/financial-reports-presentations/annual-reports>.

The Company's 2022 Annual Accounts also provides certain information on the remuneration to the Executives in 2022, including Note 35 to the Annual Accounts. The information in this Remuneration Report is in accordance with the information provided in the Annual Accounts, however, on certain topics this Remuneration Report is more detailed.

Main Principles and Governance

The remuneration to the Executives shall promote the achievement of good financial results and leadership in accordance with the Company's values and business ethics and shall reflect the content and complexity of the Executives' position as well as the performance of the individual.

The Executive Remuneration Policy aims to provide a framework for remuneration of Executives aligned with the Company's business strategy and long-term interests, including long-term sustainability, profitability and long-lasting growth in shareholder value.

It is the Board of Directors of Aker that is responsible for ensuring that the remuneration arrangement supports the strategy of the Company's business, leadership development, motivation and retention of the Executives. Aker does not have a separate committee for compensation arrangements. Any substantial change to the guidelines and principles for the remuneration in the Executive Remuneration Policy shall be presented and explained by the Board and approved by the general meeting of the Company. The Executive Remuneration Policy is in any case reviewed and approved by the general meeting every fourth year.

As set out in the Executive Remuneration Policy, and in accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors may decide to deviate from the guidelines in individual cases, provided that there are special circumstances that make such deviation necessary in order to satisfy the long-term interests of the Company and the reason for such deviation is included in the minutes of the board meeting. Deviations shall also be described in the Remuneration Report. As mentioned above, no such deviations have been made for 2022.

Total remuneration 2022 (and 2021)

The table below shows the total remuneration to the Executives for 2022 and 2021 (all numbers in NOK 1,000).

Name and position	Year	Fixed remuneration		Variable salary	Pension expenses	Total remuneration	Proportion of fixed and variable salary	
		Salary	Benefits					
Øyvind Eriksen (President and CEO)	2022 ¹⁾	18,077	28	13,468	200	31,773	57.61%	42.39%
	2021 ²⁾	17,200	26	13,079	192	30,496	57.11%	42.89%
Svein Oskar Stoknes (CFO)	2022 ¹⁾	3,544	24	3,391	199	7,158	52.63%	47.37%
	2021 ²⁾	3,431	19	5,000	190	8,641	42.13%	57.87%

1) The variable salary includes provision for calculated holiday pay to be paid out in 2023. For the CFO, the variable salary also includes estimated value of dividend bonus based on an ordinary dividend for 2022 of NOK 15 per share, plus remaining share of dividend bonus for 2021 that was not provided for as per 31 December 2021.

2) The variable salary includes provision for calculated holiday pay to be paid out in 2022. For the CFO, the variable salary also includes earned value of bonus shares delivered in 2022 and estimated value of dividend bonus based on an ordinary dividend for 2021 of NOK 14.50 per share, plus remaining share of dividend bonus for 2020 that was not provided for as per 31 December 2020.

Standard terms and remuneration components

In line with other Aker personnel, the Executives are offered standard employment contracts with terms and conditions consistent with industry standard. Both Executives' employment contracts can be terminated on three months' notice. In accordance with statutory law, the Company may request the resignation of the President and CEO at its own discretion against a severance payment equal to 3 months' salary from the expiry of the notice period. According to the employment contract with the CFO, the Company may also request the resignation of the CFO against payment of 3 months' severance payment. Any other income during the period with severance payment shall be deducted from the severance payment.

The total remuneration package for the Executives consists of a fixed salary, variable pay and other benefits such as standard employee pension and insurance coverage, in addition to share programs.

Within the framework of the agreements entered into, the remuneration to the President and CEO is recommended by the Chairman of the Board and approved by the Board of Directors on an annual basis, while the remuneration to the CFO is approved by the President

and CEO, in consultation with the Chairman, and informed to the Board of Directors on an annual basis.

Fixed salary

The *fixed* salary to the Executives shall be in line with the market level for corresponding jobs in the industry and be based on responsibilities, expertise, and performance. The level of fixed salary is reviewed regularly, usually annually to ensure that it is set at the right level. The fixed salary for the Executives is included in the table above. The base salary development for the Executives in 2022 was in line with the salary development of regular employees.

Share program

Executives may be offered to purchase shares in the Company or in affiliated companies. Shares may be offered at a price reduction, or additional shares may be awarded, in exchange for accepting a defined lock-up period on the acquired shares. The Company does not offer the Executives any share options.

In 2022, the CFO took part in the variable salary program, as detailed above, pursuant to which he received bonus shares and purchased some additional shares.

Variable salary

The Company shall have a variable salary program for the Executives to ensure alignment between performance and remuneration. The variable salary program shall promote the Company's goals and align employees' and shareholders' motivation. The intention of the variable salary is to incentivize the Executives to contribute to sound financial results for the Company and executive leadership in accordance with the Company's values and business ethics. All variable salary shall be subject to a cap.

The variable salary program applicable to employees in the Company including the CFO, has three main components. The first component is a payment of cash bonus depending on dividends on the Company's shares, calculated based on dividend per share proposed by the Board of Directors. The second component is payment of a cash bonus based on personal performance objectives during the year, including evaluation of each participant's contribution to the Company's value creation, personal achievements, and development. These variable salary elements may total up to a defined percentage of fixed salary (maximum 100 percent). Based on the Board of Directors' proposal to the annual general meeting on a dividend for 2022 of NOK 15, the employees' cash bonus depending on dividends will equal to 37 percent of the potential maximum bonus. If additional dividends based on the 2022 Annual Accounts are approved and distributed later in 2023, additional cash bonus will be paid to the employees. The total cash bonus received by the CFO is detailed in the table above.

In addition, the third component of the variable salary is a granting of bonus shares calculated based on the increase in the Company's net asset value of more than 10 percent in the relevant year. The maximum gross value that may be awarded in bonus shares is 40 percent of the fixed salary. The gross value awarded is, net after tax, converted into shares in the Company. The value of any bonus shares awarded equals the three-day average, volume-weighted share price before the award minus a deduction to consider a three-year lock-up period. For 2022, the participants in the bonus scheme including the CFO were not awarded any bonus shares. For 2021, the CFO was awarded 1,166 bonus shares (delivered in March 2022), for which the subscription price was equal to the offer price less 20 percent discount due to the three-year lock-up restrictions.

Furthermore, the employees in the Company including the CFO are given a right to buy Aker shares at a discount at the time the shares are purchased. The number of shares that can be purchased during the vesting year is calculated based on the estimated number of bonus shares the participant may theoretically receive at the end of the earning year if he/she achieves the maximum bonus. A lock-up period of three years applies from the date the shares are received. The CFO purchased 1,000 shares in 2022 under this arrangement.

The variable salary program for the President and CEO is discretionary and may total up to two-thirds of the fixed salary paid in cash. Based on an overall assessment of the responsibilities, expertise and performance by the President and CEO throughout 2022, the Board of Directors resolved to set the discretionary variable salary for the President and CEO to the maximum two-thirds of the fixed salary.

Executives may be paid additional remuneration in extraordinary circumstances, provided that such extraordinary arrangements are made only at an individual level and with the view to either recruit or retain an executive, as compensation for extraordinary work beyond individual usual duties or as part of a termination settlement. Except for a consideration of NOK 40,000 (after tax), no such additional remuneration was awarded to the Executives for 2022.

Ownership of shares

As per 31 December 2022 the President and CEO owned 219,072 shares in Aker through his wholly owned company Erøy AS. In addition, Erøy AS owns 285,714 shares in Aker Horizons ASA, 214,650 shares in Cognite AS, and 100,000 B-shares (0,2 percent) in TRG Holding AS.

The CFO owned 8,786 shares in Aker as per 31 December 2022, in addition to 26,444 shares in Aker Solutions ASA, 26,444 shares in Aker Carbon Capture ASA, 33,273 shares in Aker Horizons ASA and 1,297 shares in Akastor ASA.

Other benefits

The Executives participate in the collective pension and insurance scheme open to all employees in the Company. Pension is based on a defined contribution plan and is capped at 12G for all employees including the Executives.

None of the Executives have performance-based pension plans and there are no current loans, prepayments or other forms of credit or guarantees from the Company to the Executives. The Executives receive non-monetary benefits such as phones, broad band etc. aligned with company practice.

Comparative information on the change of remuneration and company performance

The below table shows comparative information on the change of remuneration for each executive over the five most recent financial years, in comparison with some selected company performance measures and average remuneration for all employees (excluding Executives). Total remuneration includes fixed and variable salary (including calculated holiday pay) in each year for the relevant individuals and/or all employees, however, with some of the variable salary being based upon individual achievement, a variation of number of executives and of employees over time, the information below is not directly comparable.

Annual change / NOK 1 000	2018-2017		2019-2018		2020-2019 ¹⁾		2021-2020 ¹⁾		2022-2021		For 2022 only
	Annual change	Change in %	Annual change	Change in %	Annual change	Change in %	Annual change	Change in %	Annual change	Change in %	
Øyvind Eriksen / CEO	2,423	9%	1,358	5%	-18,956	-63%	19,308	173%	1,277	4%	31,773
Svein Oskar Stoknes / CFO					-1,735	-20%	1,759	26%	-1,483	-17%	7,158
Kristian Monsen Røkke / CIO			1,479	21%	-1,964	-23%					
Frank Reite / CFO	-1,460	-14%	1,611	18%							
Company performance											
Net profit or loss (NOK mill)	208	13%	-1,588	-90%	4,624	2583%	-1,330	-28%	-1,269	-36%	2,217
NAV/per share	-	0%	111	20%	45	7%	221	31%	-39	-4%	900
Average remuneration of a full-equivalent basis of employees											
Aker ASA employees	-243	-9%	143	6%	-1,182	-43%	1,000	65%	-181	-8%	2,277

1) Due to the Covid/19 situation, Øyvind Eriksen chose to cut his salary in half for the period 01.04.2022 to 31.12.2020 and abstained from material bonus payment.

Remunerations to employees that are members of the Board of Directors

According to the Norwegian Public Limited Liability Companies Act, the Remuneration Report shall also include information about employees that are members of the Board of Directors. None of the employee representatives in the Aker Board is employed by Aker, but in various Aker companies such as Aker BP and Aker Solutions. Thus, there are no employees in Aker that receives remuneration for a board position in Aker.

The directors of the board of Aker are remunerated for their role and contribution in the Board. The fees are reviewed each year and approved by the Annual General Meeting. The employee representatives in the Aker Board have the same responsibilities as the other board directors and should therefore generally have the same compensation. However, based on an initiative from the employees, an agreement has been made between Aker ASA and employee representatives from LO and other labour organisations pursuant to which the employee representatives receive a lower compensation. The fees in the table below represents the expenses recognised in the income statement based on fees approved by the Annual General Meeting in April 2022.

Remuneration in NOK	2022	2021
Atle Tranøy	195 000	187 500
Arnfinn Stensø	195 000	187 500
Sofie Valdersnes (Employee representative since 28.04.2021)	195 000	125 000
Tommy Angeltveit (Employee representative until 28.04.2021)		62 500

Several of the employees in Aker, including the Executives, holds various board positions across the Aker group of companies. As per normal practice of Aker companies, employees, including the Executives, are not personally permitted to receive directors' fees from other companies within Aker. The directors' fees are in such cases paid directly to the company of which the relevant director is an employee. Consequently, the fee for the period from the previous annual general meeting until the 2023 annual general meeting applicable to the Executives are paid to the Company.



To the General Meeting of Aker ASA

Independent auditor's assurance report on report on salary and other remuneration to directors

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Aker ASA report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2022 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

Our Independence and Quality Management

We are independent of the company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We apply the International Standard on Quality Management (ISQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, and accordingly, maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information".



We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Further we performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 23 March 2023

PricewaterhouseCoopers AS

A handwritten signature in blue ink, appearing to read 'Thomas Fraurud', is written over a faint, light blue circular stamp or watermark.

Thomas Fraurud
State Authorised Public Accountant