

# REMUNERATION OF DIRECTORS OF AKER HORIZONS ASA

Advisory vote by the general meeting on 22 April 2022

In accordance with the Norwegian Public Limited Liability Companies Act (the "Act") section 6-16 b, the Board of Directors of Aker Horizons ASA (the "Company") has prepared a report on the salary and other remuneration of the CEO and senior executives of the Company awarded or due in 2021. This report regards remuneration of the following executive management of 2021:

- Chief Executive Officer (CEO) – position currently held by Kristian Røkke
- Chief Financial Officer (CFO) – position currently held by Nanna Tollefsen

(Hereinafter collectively referred to as the "Executive Management" or separately as each "Executive".)

## 1. Introduction, scope and purpose

This remuneration report 2021 provides an overview of remuneration of the Executive Management of the Company in 2021 in relation to the Company's existing practice on remuneration of Executive Management as the Company will adopt its first Remuneration Policy pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a in the annual general meeting to be held on 22 April 2022. This report has been prepared in accordance with the Norwegian Public Limited Liability Companies Act section 6-16 b.

The Company's Remuneration Guidelines are designed to align with the Company's overall business strategy, long-term interests and financial sustainability. The main purpose of the Company's remuneration of Executive Management is to attract and retain executives, to align interests between executives and the Company's shareholders and to encourage a strong and sustainable performance-based culture which supports the Company's overall strategic ambitions and goals over time. The total remuneration of the Executive Management is therefore constructed as a combination of fixed salary and variable compensation.

A competitive fixed salary shall be paid in order to attract and retain high-quality and experienced executives and to provide appropriate remuneration for their important role in the Company. This is required to support the recruitment and retention of executives of the caliber required to implement the Company's strategy. The variable compensation is designed to ensure alignment between performance and remuneration and increase shareholder value while retaining key employees.

In addition to remuneration to the Executive Management, section 2 of this report contains information on compensation to the board of directors of Aker Horizons for 2021.

Information about the work of the remuneration committee can be found in the Corporate Governance section on page 160-165.

## 2. Compensation to the Board of Directors

The general meeting determines the compensation to the Board of Directors based on a proposal from the Nomination Committee. At the 2022 ordinary general meeting the Nomination Committee proposes the compensation payable for the period between the 2021 ordinary general meeting and the 2022 ordinary general meeting.

No agreements exist which entitle the Directors to any extraordinary compensation, except for a consultancy agreement with Auke Lont. Unless explicitly stated below, members of the Board of Directors did not receive any other fees than those listed in the table.

The fees in the table below represent expenses recognized in the income statement based on assumptions about fees to be approved at the general assembly rather than actual payments made.

**Table 1**

Amounts in NOK	Period		2021	
			Audit Committee fees	Board fees
Øyvind Eriksen <sup>1</sup>	May-December	Chair		400,000
Kjell Inge Røkke <sup>1</sup>	May -December	Director		206,667
Lone Fønss Schrøder	May -December	Director	120,000	206,667
Lise Kingo	May -December	Director	68,667	206,667
Auke Lont <sup>2</sup>	August-December	Director		129,167
<b>Total</b>			<b>188,667</b>	<b>1,149,167</b>

1) The fees allocated to Øyvind Eriksen and Kjell Inge Røkke will, as per Aker policies, be paid to their respective employer companies.

2) Auke Lont also received NOK 1.2 million in 2021 under a consultancy agreement.

### 3. Overview of financial year 2021

Aker Horizons ASA was established in November 2020 and the legal formation of the Aker Horizons group was completed on 19 January 2021 through various internal transactions whereby Aker Capital AS, a subsidiary of Aker ASA, transferred all its shares in Aker Horizons Holding AS, and thereby Aker Carbon Capture, Aker Offshore Wind and REC Silicon ASA to Aker Horizons.

Aker Horizons completed a successful private placement and listing on Euronext Growth Oslo on 1 February, raising NOK 4.6 billion in equity, NOK 1.5 billion in a convertible bond and NOK 2.5 billion in an unsecured green bond. The Company was listed on the Oslo Stock Exchange in May and raised another NOK 1.0 billion in equity in November. Through the year, Aker Horizons has accelerated the development of its investment portfolio. Following several strategic acquisitions and business incubations, Aker Horizons' portfolio at year-end comprised Aker Carbon Capture, Aker Clean Hydrogen, Aker Offshore Wind and Mainstream Renewable Power, as well as investments in Rainpower, REC Silicon, SuperNode and strategic sites for green industrial development in Narvik.

More information about key events for the financial year 2021 and Aker Horizons' overall performance is found in the 2021 Annual Report on the Aker Horizons home page: [www.akerhorizons.com](http://www.akerhorizons.com).

The main performance objectives used in 2021 for the Executive Management's achievement of variable remuneration, which is described in further detail under section 4.3 below, are related to the following:

- Net Asset Value increase in 2021
- Industrial progress demonstrated across Aker Horizons portfolio, including contract awards, project development and launching strategic initiatives such as Aker Narvik
- Several value-enhancing transactions and partnerships, including the acquisition of Mainstream Renewable Power, partnering with Hanwha Solutions in REC Silicon and partnerships formed across the portfolio
- Implemented comprehensive sustainability program and integrated sustainability in the investment process

## 4. Remuneration awarded or due in 2021

In 2021, the remuneration to Executives consisted of a combination of fixed salary and variable pay. The Executive Management received between 40-54% of their total remuneration as variable pay (excluding extraordinary items).

A competitive remuneration contributes to attract and retain high-quality and experienced executives of the caliber required to implement the Company's strategy. The variable compensation is designed to ensure alignment between performance and remuneration and increase shareholder value while retaining key employees.

The company's Executive Management are employed by Aker Horizons Holding AS, a subsidiary of Aker Horizons ASA. Aker Horizons Holding AS was incorporated in 2020 and employment of Executive Management was effective from September 2020.

Senior executives receive no remuneration for directorships or membership of nomination committees of other Aker companies. In 2021, Aker Horizons Holding AS invoiced a total of NOK 1.5 million in respect of Kristian Røkke's directorships of other Aker companies.

**Table 2**  
**Remuneration awarded or due in 2021**

*Amounts in NOK thousand*

Name of Director, position	Year <sup>3</sup>	Fixed remuneration		Variable remuneration	Extra- ordinary items <sup>1</sup>	Total remuneration	Pension expense <sup>5</sup>	Proportion fixed vs variable remuneration <sup>6</sup>
		Base salary	Fringe benefits <sup>4</sup>					
Kristian Røkke, CEO	2021	5 559	49	3 786	14 925	<b>24 319</b>	182	60/40
	2020	1 133	4	-	-	<b>1 137</b>	59	100/0
Nanna Tollefsen, CFO <sup>2</sup>	2021	1 426	24	1 682	-	<b>3 132</b>	126	46/54
	2020	-	-	-	-	-	-	-
Ola Beinnes Fosse, CFO <sup>2</sup>	2021	683	9	-	1 866	<b>2 558</b>	68	28/72
	2020	667	4	-	-	<b>671</b>	59	100/0
Total	2021	7 669	81	5 468	16 791	<b>30 009</b>	376	
	2020	1 800	8	-	-	<b>1 808</b>	118	

1) Extraordinary items of NOK 14.9 million to Kristian Røkke was used to acquire shares in Aker Horizons Holding AS as part of the incentive program described below. Extraordinary item of NOK 1.9 million to Ola Beinnes Fosse was a discretionary payment.

2) Mr. Fosse held the position as CFO from 1 September 2020 until 30 April 2021. Ms. Tollefsen has held the position from 1 May 2021.

3) Comparative figures for 2020 reflect the period from 1 September to 31 December.

4) Fringe benefits include membership in the standard employee benefit scheme and an additional executive group life and disability insurance.

5) Main characteristics of the retirement pension plan: The executive management team participates in the standard pension and insurance schemes applicable to all employees.

6) Excluding extraordinary items.

**Table 3**

**Comparative table over the remuneration and company performance**

		2020 vs 2021 <sup>1</sup>	2021 <sup>1</sup>	2020 vs 2021 <sup>1</sup>	2021 <sup>1</sup>
<b>Leading personnel's remuneration and company performance (NOK thousand)</b>					
		Fixed remuneration		Total remuneration	
Kristian Røkke	CEO	64%	5 608	613%	24 319 <sup>4</sup>
Nanna Tollefsen	CFO	n.a.	2 541	n.a.	5 064
Ola Beinnes Fosse	CFO	3%	2 076	96%	3 942
<b>Group performance (NOK million)</b>					
Increase in Net asset value <sup>3</sup>		32%	16 923		
Net profit Aker Horizons ASA		n.a.	-177		
<b>Average remuneration of a full-time equivalent (NOK thousand)</b>					
Employees in Aker Horizons Holding AS		-1%	1 678		

- 1) 2020 and 2021 annualized
- 2) Amount excludes extraordinary variable pay in 2021
- 3) Increase in net asset value from 1 February 2021 (time of listing of Aker Horizons)
- 4) Includes extraordinary items of NOK 14.9 million to Kristian Røkke that was used to acquire shares in Aker Horizons Holding AS as part of the incentive program described below

## 4.2 Fixed remuneration

The fixed remuneration to the CEO is recommended by the chairman of the Board and approved by the Board of Directors on an annual basis. The remuneration to the remaining executive management shall be approved by the CEO, in consultation with the chairman of the Board, and informed to the Board of Directors of Aker Horizons on an annual basis.

The fixed base salaries are based on the following objective criteria:

- Scope and responsibility of the position
- Skills, experience and performance
- Salary level relative to the market

## 4.3 Variable remuneration

The variable remuneration to the CEO is recommended by the chairman of the Board and approved by the Board of Directors on an annual basis. The remuneration to the remaining executive management shall be approved by the CEO, in consultation with the chairman of the Board, and informed to the Board of Directors of Aker Horizons on an annual basis. The annual variable pay program for Executive Management is assessed against annual performance targets that signal and reward the strategic and operational results and behaviors expected for the year that contribute to the long-term, sustainable value creation for Aker Horizons.

Payment under the variable pay program is recommended by the CEO and approved by the Board on an annual basis. The payments are subject to a discretionary assessment based on the two components:

- 50% is related to delivery of certain key financial, operational, and strategic targets
- 50% is related to delivery of personal performance objectives during the year

The variable remuneration is earned over a period of one year and the maximum achievable payment is 67% of annual base salary for the CEO and 100% of annual base salary for the CFO. See 3 Overview of financial year 2021 for more details on performance objectives for 2021.

The definition of the Company objectives and fulfilment assessment is subject to the Chairman and Board of Directors' approval and subsequent discretionary assessment. For the CEO, individual objectives are approved and assessed by the Chairman. For Executives the individual objectives are set and assessed by the CEO.

In 2021, the CEO received 85% of the individual bonus potential and the CFO received 90% of the individual bonus potential, due to the combination of achieved company objectives and individual performance objectives. The fulfillment of company measures is mainly connected to the achievements described in section 2.

For further information about the remuneration awarded or due in 2021 see Table 2 below.

#### 4.4 Incentive program

In connection with Aker Horizons' admission to trading on Euronext Growth (Oslo), the Company implemented an incentive program for senior executives, which was carried out in conjunction with the private placement. Kristian Røkke and Nanna Tollefsen subscribed for shares in the Company's wholly owned subsidiary, Aker Horizons Holding AS, which may be exchanged into 952,380 and 190,476 shares respectively in Aker Horizons after expiry of a three-year lock-up period or sold to the Company for the corresponding cash value. The Company may also require such shares in Aker Horizons Holding to be swapped for shares in the Company after four years. The price of shares subscribed in Aker Horizons Holding AS pursuant to the incentive program corresponded to NOK 35 per share (the offer price in the private placement) less a 25 percent discount due to lock-up restrictions, and partly funded through a loan arrangement offered as a part of the incentive program.

Total consideration for the shares in Aker Horizons Holding AS paid by Kristian Røkke under the incentive program was NOK 25 million, of which NOK 15 million was funded by loan. In addition, Kristian Røkke received a variable payment linked to the incentive program of NOK 14.9 million which was used to pay for remaining shares in Aker Horizons Holding AS. Additional NOK 2 million was funded by Kristian Røkke directly.

Total consideration for the shares in Aker Horizons Holding AS paid by Nanna Tollefsen under the incentive program was NOK 5 million, of which NOK 3 million was funded by loan. Additional NOK 2 million was funded by Nanna Tollefsen directly.

Interest rates on the loans are equal to the prevailing interest rate for loans from an employer to employees as determined by the Norwegian Ministry of Finance ("normrente"), and the loans are due on 1 March 2024. As of 31 December 2021, the loan balance was NOK 15.2 million for Kristian Røkke and NOK 3.0 million for Nanna Tollefsen.

#### 4.5 Share based remuneration

Other than what is described under the incentive program above, the Company has not granted remuneration to the Executive Management in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the Company or in other companies within the group.

#### 4.6 Use of the right to reclaim remuneration

No remuneration has been reclaimed in 2021.

Fornebu, 21 March 2022

Board of Directors Aker Horizons ASA

Øyvind Eriksen  
Chair

Kjell Inge Røkke  
Director

Lone Fønss Schrøder  
Director

Lise Kingo  
Director

Auke Lont  
Director



To the General Meeting of Aker Horizons ASA

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

### Opinion

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We have performed an assurance engagement to obtain reasonable assurance that Aker Horizons ASA report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2021 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.

### Emphasis of matter

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We draw attention to section 1 in the remuneration report. The Company was listed on Oslo Stock Exchange after the annual General Meeting in 2021. Due to this, no remuneration policy prepared in accordance with section 6-16 a of the Norwegian Public Limited Liability Companies Act has been approved by the General Meeting in 2021. Remuneration of the directors in the financial year 2021 is based on the principles described in the remuneration report section 1. Our opinion is not modified in respect of this matter.

### Board of directors' responsibilities

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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 control

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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. Our firm applies International Standard on Quality Control 1 (ISQC 1) and accordingly maintains 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

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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 principles for remuneration of the directors in the financial year 2021. 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

#### Offices in:



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, 21 March 2022  
KPMG AS

A handwritten signature in blue ink, appearing to read 'Vegard Tangerud', written over a light blue circular stamp.

Vegard Tangerud  
*State Authorised Public Accountant*