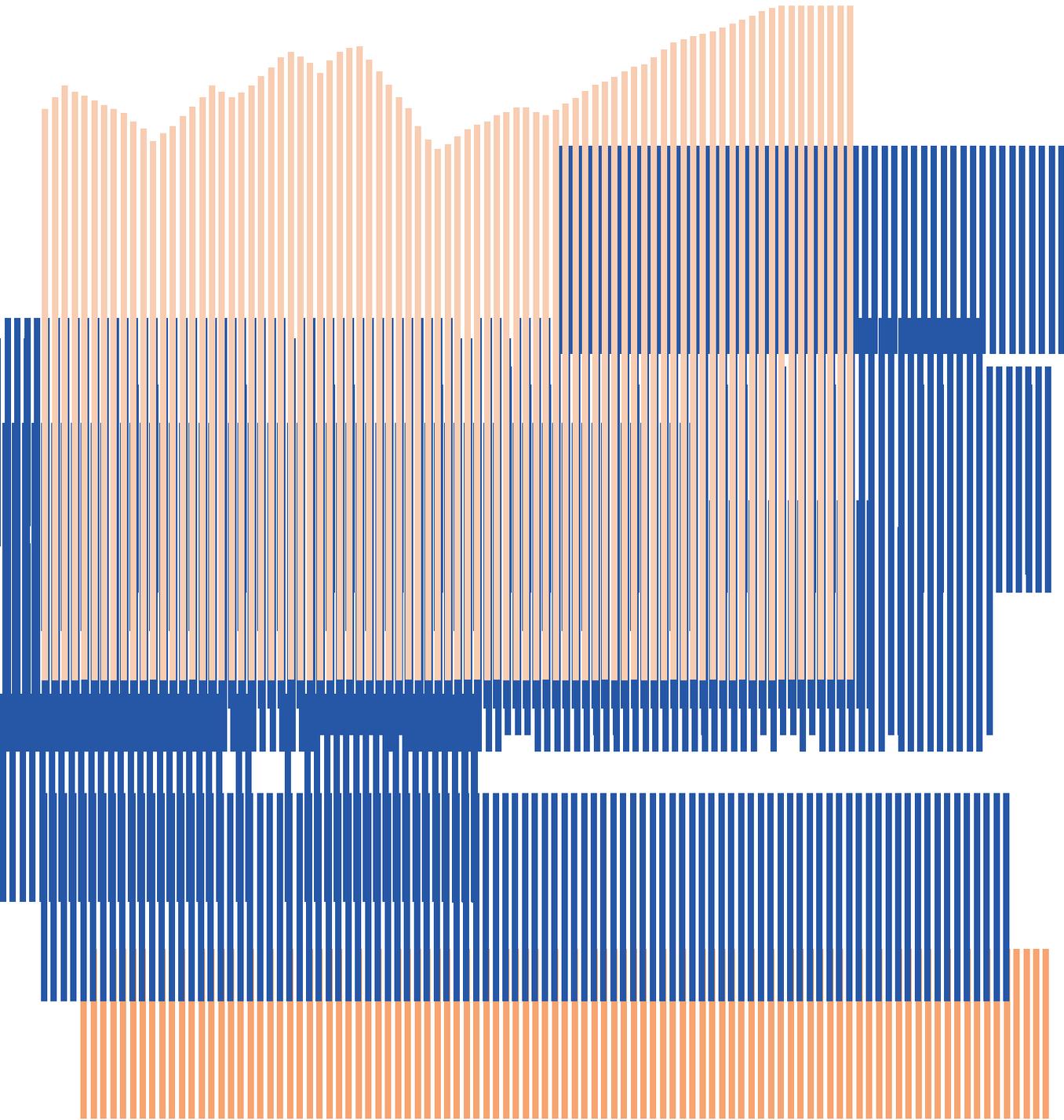


REPORT ON REMUNERATION

of senior executives



bouvet

2023

WE LEAD THE WAY AND BUILD
TOMORROW'S SOCIETY

1 Purpose

This report has been produced in accordance with the requirements of section 16, subsections 16a and 16b, of the Norwegian Public Limited Liability Companies Act and Bouvet's remuneration policy for senior executives as approved by the general meeting on 19 May 2022. The purpose of the report is to describe how the guidelines have been applied in 2023 to ensure transparency related to Bouvet's main principles for determining pay and other remuneration of senior executives and to provide insight into the actual remuneration of senior executives in Bouvet. The report also helps ensure that the remuneration arrangements align with Bouvet's values, long-term goals and results.

2 Application of the guidelines on remuneration of senior executives in 2023

Bouvet ASA observed the guidelines on remuneration of senior executives in 2023 as approved by the general meeting on 19 May 2022. Overall remuneration accorded with the guidelines on directors' fees and on the total remuneration of senior executives. The procedure for determining the remuneration of senior executives was complied with, and the main principles applicable to pay and other remuneration paid to the CEO and other members of executive management were adopted as the basis for total remuneration.

There were no non-conformances during the year. The guidelines on remuneration of senior executives are available on [bouvet.no](https://www.bouvet.no).

3 Remuneration of directors

As at 31 December 2023, the board comprised five directors: two women and three men. Directors receive annual fees. These are fixed and not profit-linked. In addition, directors are reimbursed for their travel expenses linked to board meetings in accordance with the relevant government scale. Directors receive no other remuneration from the group. Directors do not receive separate remuneration for participation in other committees.

The general meeting decides the directors' fees based on a proposal from the nomination committee. On that basis, fees were adjusted as shown in the table below.

Table 1. Directors' fees (NOK)

	FIXED ANNUAL FEE		
	2023/2024	2022/2023	INCREASE %
Chair	382 500	367 500	4.1%
Deputy chair	220 000	210 000	4.8%
Director	195 750	185 750	5.4%

The table below shows the total remuneration paid to each director in 2023.

Table 2. Remuneration of directors (NOK)

	FIXED REMUNERATION, DIRECTORS' FEES	TOTAL REMUNERATION
Pål Egil Rønn, chair	382 500	382 500
Tove Raanes, deputy chair	220 000	220 000
Egil Dahl, director	195 750	195 750
Sverre Hurum, director	195 750	195 750
Lill Hege Hals, director	195 750	195 750

Directors do not receive share options.

Table 3. Shareholdings of directors as at 31 December 2023 (number of shares)

SHARES OWNED DIRECTLY OR INDIRECTLY BY DIRECTORS	NUMBER OF SHARES			
	31 DEC. 2022	PURCHASED	SOLD	31 DEC. 2023
NAME, POSITION				
Pål Egil Rønn, chair	60 000			60 000
Tove Raanes, deputy chair	12 950	4 000		16 950
Egil Dahl, director	1 828 020			1 828 020
Sverre Hurum, director	3 579 060		-100 000	3 479 060
Lill Hege Hals, director	0			0

4 Remuneration of executive management

The remuneration package of executive management comprises:

- fixed pay
- variable remuneration, which in turn consists of:
 - profit-sharing
 - benefits-in-kind
 - pension.

In addition, senior executives may participate in the group's employee share programme on the same terms as the group's employees, managers and sales personnel, and receive bonus shares in that context.

Pay and other remuneration for senior executives is set by reference to Bouvet's overall goals of implementing its business strategy, protecting its long-term interests, and maintaining and developing its financial sustainability. To achieve these goals, Bouvet needs to recruit and retain the right employees. Bouvet's principles on pay and other remuneration for senior executives are helpful in this regard and encourage collaboration and cohesion across the group.

The table below compares the remuneration received by senior executives in 2023 with the arrangements relating to the 2022 financial year.

Table 4. Remuneration of executive management (NOK)

		VARIABLE REMUNERATION					TOTAL REMUNERA- TION	PERCENTAGE FIXED AND VARIABLE REMUNERATION	
		FIXED REMU- NERATION, FIXED PAY	PROFIT- SHARING	BONUS SHARES ¹	BENEFITS- IN-KIND	PENSION COST		% FIXED	% VARIABLE
Per Gunnar Tronsli, CEO	2023	3 726 044	1 357 675	32 311	10 353	103 149	5 229 532	71%	29%
	2022	3 441 869	1 287 248	63 369	16 823	95 063	4 904 372	70%	30%
Trude Hole, CFO, from 1 Jul 2021	2023	2 267 688	786 237	32 311	19 214	109 923	3 215 373	71%	29%
	2022	2 141 503	407 452	63 369	24 203	97 315	2 733 842	78%	22%

¹ Bonus shares are shares awarded free of charge after the share programme has run for three years.

The board sets the remuneration of the CEO in consultation with the remuneration committee, which is composed of two directors. The board adopts the guidelines on remuneration of other members of executive management in collaboration with the CEO. Remuneration is set on the basis that the total remuneration on offer must be competitive relative to comparable positions and the market, and that profit-sharing must be capped at 50% of fixed annual salary. The profit share in respect of the 2022 financial year was paid out in May 2023 to senior executives who were not under notice.

The main principles governing the setting of executive pay and other remuneration are available on [bouvet.no](https://www.bouvet.no).

4.1 Fixed pay

Fixed pay comprises the annual basic salary, which was adjusted in May 2023. Table 4 shows the fixed pay received by executive management in 2023, including holiday pay.

4.2 Variable remuneration

The group does not pay performance-based remuneration, and thus has no opportunity to claim repayment of variable remuneration.

4.2.1 Profit-sharing

The company's profit-sharing programme is cash-based and triggered for individual senior executives based on collective group goals. These goals are designed to encourage sharing and collaboration across the group and thereby to promote achievement of Bouvet's vision and the ongoing development of and delivery on the group's values, ambitions and long-term goals.

4.2.2 Benefits-in-kind

Benefits-in-kind include insurance, a mobile telephone and subscription, broadband, etc., and are provided on the same terms as for other employees. The CEO and the other members of executive management receive no other benefits-in-kind.

4.2.3 Bonus shares

Bouvet does not operate a share-based remuneration scheme for senior executives, but does have an annual employee share programme in which senior executives may participate on the same basis as other employees. The employee share programme allows employees to purchase shares and receive additional shares free of charge if they retain their purchased shares and remain employed by the group for three years.

Table 4.1. Shareholdings of senior management at at 31 December 2023 (number of shares)

SHARES OWNED DIRECTLY OR INDIRECTLY BY SENIOR MANAGEMENT	NUMBER OF SHARES			
	31 DEC. 2022	PURCHASE	SALE	31 DEC. 2023
Per Gunnar Tronsli, CEO ¹	68 260	1 230 ²		69 490
Trude Hole, CFO	24 820	1 230 ²		26 040

¹ In addition, related parties of Per Gunnar Tronsli own 11,886 shares (31 Decemeber 2022: 14,868 shares) in Bouvet ASA.

² Share purchases related to the employee share programme. 570 of 1,230 purchased shares were bonus shares.

4.3 Pension arrangements

The CEO and other members of executive management participate in a defined-contribution pension plan on the same terms as other employees, subject to a salary cap of 12G (the national insurance base amount). No agreements have been entered into on supplementary pensions for the CEO or other members of executive management.

5 Annual change in remuneration and group profit

A summary of developments in senior executive remuneration, the group's performance and employee remuneration over the five-year period from 2019 to 2023 is provided in the table below.

Table 5. Comparison of remuneration and group performance over the past five reported financial years

ANNUAL CHANGE	2019		2020		2021		2022		2023	
	TOTAL REMUNERATION	ANNUAL CHANGE	TOTAL REMUNERATION	ANNUAL CHANGE						
REMUNERATION OF SENIOR EXECUTIVES										
Sverre Hurum, CEO until 31 Dec. 2020 ¹	4 494 686	11%	4 738 191	4%						
Per Gunnar Tronsli, CEO from 1 Jan. 2021					4 056 774	N/A	4 904 372	21% ²	5 229 532	7%
Erik Stubø, CFO until 30 Jun. 2021 ²	3 626 686	6%	3 676 002	1%	3 847 009	5%				
Trude Hole, CFO from 1 Jul. 2021					2 227 665	N/A	2 733 842	23% ²	3 215 373	18% ²
Financial results (NOK 1,000)										
Operating revenue	2 132 052	15%	2 401 844	13%	2 695 124	12%	3 085 470	14%	3 525 761	14%
Operating profit (EBIT)	232 051	21%	314 559	36%	340 086	8%	401 692	18%	406 992	1%
Employees	1 557	14%	1 656	6%	1 841	11%	2 041	11%	2 311	13%
Average remuneration										
Group employees (Norway and Sweden)	876 137	3%	911 425	4%	967 222	6%	980 001	1%	955 855	-2% ³

¹ Sverre Hurum and Erik Stubø are included for comparative purposes.

² The annual changes linked to senior executives in 2022 and 2023 were impacted by changes of position and related changes in profit-sharing payments, which account for the bulk of the annual changes.

³ The difference in average pay growth for employees compared with the executive management was partly influenced by the increase in the number of employees and by an expanding proportion of new graduates among personnel in the group.

6 Declaration by the board of directors

The board has today considered and approved the executive remuneration report of Bouvet ASA related to the 2023 financial year. The executive remuneration report has been prepared in accordance with section 6, subsection 16b, of the Norwegian Public Limited Liability Companies Act and related regulations.

The executive remuneration report will be submitted to the general meeting on 22 May 2024 for final approval.

Oslo, 23 April 2024
The board of directors

Sign.

Pål Egil Rønn
Chair

Sign.

Tove Raanes
Deputy chair

Sign.

Sverre Hurum
Director

Sign.

Lill Hege Hals
Director

Sign.

Egil Christen Dahl
Director

Sign.

Per Gunnar Tronsli
CEO

UAVHENGIG REVISORS ATTESTASJONSUTTAELSE OM GODTGJØRELSERAPPORT FOR LEDEDE PERSONER

Til generalforsamlingen i Bouvet ASA

Konklusjon

Vi har utført et attestasjonsoppdrag for å oppnå betryggende sikkerhet for at Bouvet ASA sin rapport om lønn og annen godtgjørelse til ledende personer (lønnsrapporten) for regnskapsåret som ble avsluttet 31. desember 2023, er utarbeidet i samsvar med allmennaksjeloven § 6-16 b og tilhørende forskrift.

Etter vår mening er lønnsrapporten i det alt vesentlige utarbeidet i samsvar med allmennaksjeloven § 6-16 b og tilhørende forskrift.

Styrets ansvar

Styret er ansvarlig for utarbeidelsen av lønnsrapporten og for at den inneholder de opplysninger som kreves etter allmennaksjeloven § 6-16 b og tilhørende forskrift. Styret har også ansvar for slik intern kontroll som det finner nødvendig for å utarbeide en lønnsrapport som ikke inneholder vesentlig feilinformasjon, hverken som følge av misligheter eller feil.

Vår uavhengighet og kvalitetskontroll

Vi er uavhengige av selskapet i samsvar med kravene i relevante lover og forskrifter i Norge og International Code of Ethics for Professional Accountants (inkludert internasjonale uavhengighetsstandarder) utstedt av *International Ethics Standards Board for Accountants* (IESBA-reglene), og vi har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Revisjonsforetaket anvender internasjonal standard for kvalitetsstyring, som krever at revisjonsforetaket utformer, implementerer og gjennomfører et system for kvalitetsstyring som inkluderer retningslinjer eller rutiner som samsvarer med etiske krav, profesjonsstandarder og gjeldene lover, forskrifter og regulatoriske krav.

Revisors oppgaver og plikter

Vår oppgave er å gi uttrykk for en mening om lønnsrapporten inneholder de opplysninger som kreves etter allmennaksjeloven § 6-16 b og tilhørende forskrift, og at opplysningene i lønnsrapporten ikke inneholder vesentlig feilinformasjon. Vi har utført vårt arbeid i samsvar med internasjonal attestasjonsstandard (ISAE) 3000 - «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon».

Vi har gjort oss kjent med retningslinjene om fastsettelse av lønn og godtgjørelse til ledende personer som er godkjent av generalforsamlingen. Våre handlinger omfattet opparbeidelse av en forståelse av den interne kontrollen som er relevant for utarbeidelse av lønnsrapporten for å utforme kontrollhandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll. Videre utførte vi kontroller av fullstendigheten og nøyaktigheten av opplysningene i lønnsrapporten, herunder om den inneholder de opplysningene som kreves etter lov og tilhørende forskrift. Vi mener at innhentet bevis er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Oslo, 23. april 2024
ERNST & YOUNG AS

Attestasjonsuttalelsen er signert elektronisk

Leiv Aschehoug
statsautorisert revisor

