

GUIDELINES FOR REMUNERATION OF LEADING PERSONS

1. Introduction

These guidelines have been prepared in accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act.¹⁹

The guidelines describe the main principles governing salary and other remuneration for leading persons in Tekna Holding ASA and its affiliates (the "**Company**"). "Leading persons" means persons covered by section § 7-31b of the Norwegian Accounting Act²⁰, which is the members of the board of directors and executive management of the Company.

Remuneration of employee representatives at the board of directors in their capacity of employees is not covered by these guidelines.

These guidelines will be available on the Company's web pages.

2. Approval and implementation of the guidelines

The board of directors of the Company (the "**Board**") is responsible for, and has approved, these guidelines.

Any material change in the guidelines will be submitted to the general meeting for its approval. The guidelines will in any case be submitted to the general meeting for its approval every fourth year.

The Board may decide to deviate from the guidelines on a temporary basis if there are special circumstances that make such deviation necessary in order to satisfy the long-term interests of the Company. Any such deviations shall be approved by the Board, and the reasons for such deviations shall be set out in the minutes of relevant meeting of the Board. Any deviations shall be described in the remuneration report produced the following year.

3. Overall objectives

The guidelines for remuneration of leading persons have been prepared with the aim of contributing to the implementation of the Company's strategy and achieving the Company's the long-term objectives.

The overall objectives of the guidelines are to ensure that the Company is able to attract, motivate and retain the employees with the experience and skills needed to achieve the Company's objectives, carry out its strategy and maximize stakeholder value. The remuneration should not be of such a nature or size that it may negatively impact the Company's reputation.

4. Remuneration of the Board

4.1 Process

The remuneration of the members of the Board is decided by the general meeting. The remuneration will normally be approved on an annual basis by the annual general meeting.

The remuneration of the members of the Board is proposed by the Company's Board. The Company has currently not established a nomination committee. The proposal of the Board will be included in the notice of the annual general meeting or such other general meeting where the remuneration of the Board will be considered.

¹⁹ Link to the Norwegian Public Limited Liability Company: <https://lovdata.no/dokument/NL/lov/1997-06-13-45?q=asal> (only available in Norwegian).

²⁰ Link to the Norwegian Accounting Act: <https://lovdata.no/dokument/NL/lov/1998-07-17-56?q=reqnskapsloven> (only available in Norwegian).

4.2 Type of remuneration

The remuneration of the Board will consist of a fixed annual amount or a fixed amount per meeting. Members of board committees may receive additional compensation. The remuneration will be payable in cash.

The Company may reimburse travel expenses and other relevant expenses incurred by members of the Board in connection with the performance of their duties.

Members of the Board do not receive any variable or performance-based remuneration.

Members of the Board will receive stock options or other remuneration linked to the Company's shares.

Members of the Board are not members of the Company's pension schemes and do not have any rights to pension from the Company.

4.3 Agreements

The Company does not normally enter into agreements with the members of the Board in relation to their engagement as board members. The general meeting can remove any member of the Board at its discretion at any time with immediate effect by a simple majority vote. No member of the Board is entitled to any compensation upon termination of their engagement as members of the Board.

5. Remuneration of executive management

5.1 Process

The remuneration of the Chief Executive Officer is determined by the Board.

The remuneration of other members of the executive management is determined by the Chief Executive Officer on the basis of these guidelines and any budgetary limits or other relevant decisions of the Board.

5.2 Types of remuneration

5.2.1 Fixed salary

Fixed salary is set on the basis of a variety of factors including (i) the position and responsibilities of the relevant manager, (ii) the experience and skills of the relevant manager, (iii) salary levels for comparable positions in other companies and (iv) geographical location. Fixed salaries are normally adjusted on an annual basis.

5.2.2 Variable compensation

A variable compensation plan is implemented for members of the executive management. The variable compensation is payable upon achieving measurable objectives.

5.2.3 Share based compensation

The Board has resolved to propose a new simplified incentive structure for variable remuneration covering long-term share-based remuneration for the employees of the Company. The employee share option plan (the "Plan") is available to eligible individuals as determined by the Company's Board of Directors (the "Option Holders"). The Plan enables the eligible person to acquire a proprietary interest in the growth and performance of the Company and to enhance the ability of the Company to attract, retain and reward qualified individuals.

Options can be granted on an annual or ad hoc basis, with annual grants projected for 2024, 2025, and 2026, all subject to the Board's discretion. The specific terms of each grant, including the number of options, strike price, vesting date, and expiry date, will be indicated in an individual grant letter.

The vesting of options will follow the schedule set out in the individual grant letter. Option Holders may exercise their vested options during specific annual exercise periods as determined by the Board, subject to conditions relating to resignation, dismissal, and summary dismissal.

Upon exercising their options, Option Holders can choose between acquiring shares after paying the strike price or opting for a cashless transaction. The latter involves the transfer of a number of treasury shares equivalent to the NOK amount of the number of exercised options, multiplied by the difference between the Company's shares' market price and the strike price.

5.2.4 Pension rights

Company has a defined contribution pension plan for its employees. The members of the executive management are part of this pension plan in line with other employees. No member of the executive management has any individual pension rights.

5.2.5 Other benefits

The remuneration of the executive management may include other benefits such as a company car or car allowance, travel allowance, staff and health insurance and medical services. Any such benefits shall be granted on market terms and shall only constitute a limited part of the total remuneration package.

5.3 Agreements with executive management

The Company enters into customary employment agreement with its executive management. The notice period of members of the executive management varies from 4 to 8 weeks. There is a right to severance pay in place.