

Remuneration Policy of TKM Grupp AS

I. General Provisions

This Remuneration Policy has been established on the basis of § 135² of the Securities Market Act and applies to the remuneration of the members of the Management Board of TKM Grupp AS (hereinafter "TKMG").

The Remuneration Policy is primarily based on the long-term objectives of TKMG, taking into account the company's financial results as well as the legitimate interests of its investors and creditors. The purpose of the Remuneration Policy is to ensure transparent, fair, and motivating remuneration practices.

The Supervisory Board of TKMG has the authority to approve the principles of remuneration of the Management Board and to determine the amount of remuneration. The Supervisory Board also oversees compliance with these principles.

The General Meeting of TKMG shall vote on the Remuneration Policy at least once every four years. Any material amendments to the Remuneration Policy must be submitted to the General Meeting for approval. The decision of the General Meeting to approve the Remuneration Policy is advisory for the Supervisory Board. The Remuneration Policy shall be deemed approved if more than half of the votes represented at the General Meeting are cast in its favor.

II. Remuneration Principles

Remuneration is reviewed regularly at least at the beginning of each term of office, during which the compliance of the remuneration with the duties of the member of the Management Board, their contribution to the development of the company, the current economic situation of TKMG, and future trends is assessed by comparing the corresponding figures of other companies in the same economic sector.

Remuneration is determined in particular on the basis of the following principles:

- ✓ The basic remuneration of a Management Board member shall reflect the person's abilities and competencies and shall motivate them to act in the best interests of the company.
- ✓ The basic remuneration shall correspond at least to the average level paid to executives of companies operating in the same economic sector and having similar annual turnover, balance sheet volume, or number of employees.
- ✓ The basic remuneration paid to a member of the Management Board shall correlate with the average full-time remuneration of TKMG employees.
- ✓ Performance-based remuneration takes into account the financial results of the TKMG for the preceding year and the achievement of the pre-determined targets agreed with the Management Board member. It is also ensured that the ratio between basic remuneration and performance-based remuneration is reasonable in light of the Management Board member's responsibilities, and that the basic remuneration constitutes a sufficiently large portion of total remuneration to allow performance-based pay to be reduced or not paid when appropriate.
- ✓ Termination compensation for a Management Board member shall be linked to their past performance and shall not be payable if such payment would clearly prejudice the interests of the TKMG.

III. Types of Remuneration

In accordance with the Articles of Association of TKMG, the Management Board may consist of one to six members. Pursuant to the Commercial Code, the members of the Management Board of TKMG are appointed by the Supervisory Board. Members of the Management Board are selected on the basis of gender neutrality and an assessment of their actual competence. Under the Articles of Association, a member of the Management Board is appointed for a fixed term of up to three years. The extension of the term of office of a member of a Management Board shall not be decided earlier than one year before the intended expiry of the current term, nor for a period exceeding the maximum term prescribed by law or the Articles of Association.

The duties and remuneration of a Management Board member are agreed in the management board member contract concluded with them. The remuneration payable to a Management Board member may include the following components:

1. Basic remuneration

The monthly remuneration paid to a member of the Management Board, which corresponds to at least the average remuneration paid to the directors of companies belonging to the same economic sector. The basic remuneration takes into account the competence of the person and is sufficiently motivating to ensure that they act in the best interests of the company.

2. Performance pay

A member of the Management Board may be granted a performance pay by a resolution of the Supervisory Board, the amount of which depends on the financial results of TKMG and the fulfilment of objectives previously agreed with the member of the Management Board.

3. Additional benefits

Additional benefits may be agreed with the member of the Management Board in their employment contract, which may include an additional paid holiday, a company car, telephone compensation, the access to read business magazines and other publications, membership of associations and unions for executives, courses, etc.

4. Stock options

Management Board members have the right to a stock option only if the general meeting decides so.

5. Termination-of-contract compensation

A termination-of-contract compensation equal to a maximum of 6 months' average remuneration may be agreed with the member of the Management Board in their management board member contract. No termination-of-contract compensation will be paid if the member of the Management Board has, during their term of office, harmed the interests of TKMG or its subsidiaries or affiliates, or if the payment of the termination-of-contract compensation would harm the interests of TKMG and its shareholders.