

2021 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 2021. The report is presented for advisory vote by the Company's annual general meeting to be held on 22 April 2021. 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 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 Remuneration Policy include the President & CEO, Øyvind Eriksen, and the CFO of the Company, Svein Oskar Stoknes (the "Executives").

The remuneration to the Executives for 2021 is in accordance with the principles set out in Aker's Remuneration Policy; no deviations have been made from the approved principles.

The Company's 2021 Annual Accounts also provides certain information on the remuneration to the Executives in 2021, including Note 34 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.

Background/Principles/Governance

The 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 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 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 Remuneration Policy shall be presented and explained by the Board and approved by the general meeting of the Company. The Remuneration Policy is in any case reviewed and approved by the general meeting every fourth year.

As set out in the 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. Any such deviations shall be approved by the Board of Directors of Aker, and the reason for such deviations shall be 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 2021.

The key events for the financial year 2021 and Aker's overall performance is summarized in the 2021 Annual Report under item 1. The 2021 Annual Report is available at the Company's webpage <https://www.akerasa.com/en/investors/financial-reports-presentations/annual-reports>. Despite 2021 being a challenging year with global markets still being strongly affected by the global Covid-19 pandemic, Aker managed to a large extent to meet the challenges and create strong shareholder value.

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, standard employee pension and insurance coverage, a variable salary element and 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 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 below.

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 2021, the CFO took part in the variable salary program, as detailed below, 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 goal achievement, 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 2021 of NOK 14.50, the employees' cash bonus depending on dividends will equal to 46.6 percent of the potential maximum bonus. If additional dividends based on the 2021 Annual Accounts are approved and distributed later in 2022, additional cash bonus will be paid to the employees. The total cash bonus received by the CFO is detailed in the table below.

In addition, the third component of the variable salary is a granting of bonus shares calculated on the basis of 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 take into account a three-year lock-up period. For 2021, the CFO was awarded 1,166 bonus shares (delivered in March 2022), while the CFO for the previous year, 2020, was awarded 1,195 bonus shares (delivered in March 2021). For both years, 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 is 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 2021 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 2021, 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 75,000 (after tax), no such additional remuneration was awarded to the Executives for 2021.

Ownership of shares

As per 31 December 2021 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 6,620 shares in Aker as per 31 December 2021, in addition to 26,444 shares in Aker Solutions ASA, 26,444 shares in Aker Offshore Wind AS, 26,444 shares in Aker Carbon Capture ASA, 29,825 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.

Total remuneration 2021 (and 2020)

The table below shows the total remuneration to the Executives for 2021 and 2020.

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) ¹⁾	2021 ²⁾	17,200	26	13,079	192	30,496	57.11%	42.89%
	2020 ³⁾	10,930	26	47	185	11,188	99.58%	0.42%
Svein Oskar Stoknes (CFO)	2021 ²⁾	3,431	19	5,000	190	8,641	42.13%	57.87%
	2020 ³⁾	3,456	17	3,226	183	6,882	53.13%	46.87%

1) Due to the Covid-19 situation, the President and CEO chose to halve his salary in the period 01.04.2020 – 31.12.2020 and abstained from material bonus payment.

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.

3) The variable salary includes earned value of bonus shares delivered in 2021 and estimated value of dividend bonus based on ordinary dividend for 2020 of NOK 11.75 per share.

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 and earned value of bonus shares delivered in March 2022) 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	2017-2016		2018-2017		2019-2018		2020-2019		2021-2020		For 2021 only
Remuneration	Annual change	Change in %	Annual change	Change in %	Annual change	Change in %	Annual change	Change in %	Annual change	Change in %	
Øyvind Eriksen / CEO	1,143	5%	2,423	9%	1,358	5%	-18,956	-63%	19,308	173%	30,496
Svein Oskar Stoknes / CFO							-1,735	-20%	1,759	26%	8,641
Kristian Monsen Røkke / CIO					1,479	21%	-1,964	-23%			
Frank Reite / CFO	1,183	13%	-1,460	-14%	1,611	18%					
Company performance											
Net profit or loss (NOK mill)	-1,517	-49%	208	13%	-1,588	-90%	4,624	2583%	-1,330	-28%	3,473
NAV/per share	100	22%	-	0%	111	20%	45	7%	221	31%	939
Average remuneration of a full-equivalent basis of employees											
Aker ASA employees	642	29%	-243	-9%	143	6%	-1,182	-43%	1,000	65%	2,550

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.

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 2022 annual general meeting applicable to the Executives are paid to the Company.

No variable salary was recovered from any of the Executives during 2021.



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 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.

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 control

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

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, 24 March 2022
KPMG AS

A handwritten signature in blue ink, reading 'Lars Inge Pettersen'.

Lars Inge Pettersen
State Authorised Public Accountant