

# REMUNERATION REPORT

## PAY AND OTHER REMUNERATION OF SENIOR MANAGEMENT

2024

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# 1 INTRODUCTION

## 1.1 INTRODUCTION

This report describes Borregaard's remuneration of senior management during the financial year 2024. The report shall provide relevant information in accordance with the requirements of the Public Limited Liability Companies Act (§6-16 a and b) and be presented to the Annual General Meeting. The report is also available on the company's website under "Sustainability documentation".

The report covers Borregaard's Executive Management team, which in addition to the CEO, consists of eight people. The composition of the Executive Management team has remained unchanged through 2024. An overview of nomination committee and board fees (including employee-elected members) is also provided. See item 10 regarding remuneration of the Board and Nomination Committee.

## 1.2 SUMMARY OF THE FINANCIAL YEAR

Borregaard delivered good financial results in 2024. Return on capital employed (ROCE) was 17.1%, well above the minimum target level (15%) and the profit (EBITDA) increased (6%) to an all-time high for the Group as a whole. The EBITDA increased in BioSolutions, was stable in Fine Chemicals and had a decrease in BioMaterials. In 2024, the total recordable injury frequency (TRIF) was higher and the sick leave had a slight increase compared with 2023.

Furthermore, the company has delivered on important strategic measures such as a high degree of specialisation and received good ratings in sustainability valuations such as CDP (2023), EcoVadis (improved score in 2024 within Gold level) and Sustainalytics (2025).

All of these factors are important measurement parameters for Borregaard and are also included as criteria for management's remuneration.

## 1.3 CASE PROCESSING AND FOLLOW-UP OF GUIDELINES FOR MANAGEMENT REMUNERATION

The Annual General Meeting (AGM) has adopted the company's remuneration policy for senior management in accordance with laws and regulations. The guidelines have been revised and refined in recent years, and include guidelines for base salary, pension, annual bonus and long-term incentives (LTIs)/options. During the development of the guidelines, there has been a dialogue with several owner groups and their representatives.

The present guidelines were approved by the AGM on 18 April 2023 with effect from the year 2024 (attached).

Comparable remuneration data is obtained from an independent, external company and are used in the assessment of the compensation level. For the year 2024, an updated and thorough benchmark analysis was conducted which led to changes in the fixed salary for the CEO and two other executives (See Section 6, page 10). LTI/option allocations take place in accordance with a more comprehensive regulation that is included in the overall guidelines and which the board has thus been authorised by the General Meeting to implement.

It is the board's responsibility to follow up the remuneration guidelines and make decisions accordingly. The board has a separate Remuneration Committee that follows up, discusses and makes recommendations to the board in specific cases concerning the various remuneration elements.

The Nomination Committee follows up matters related to the board's fees and rules related to these. The Nomination Committee's assessments are based on available statistics for remuneration and practices in comparable listed companies in Norway. Wage inflation for Borregaard's employees is also a relevant basis for comparison for determining remuneration.

#### **1.4 THE BOARD'S FOLLOW-UP OF REMUNERATION POLICY IN 2024**

The board, including through the Remuneration Committee, has based the remuneration of senior executives on the adopted guidelines. The board has also confirmed that the exercise of share options and bonus payments are in line with the guidelines and intentions for these schemes.

The board declares that the company's remuneration guidelines have been followed through 2024.

This report was dealt with in the board meeting on March 14, 2025

## 2 TOTAL REMUNERATION OF EXECUTIVE MANAGEMENT

	Municipality of residence	Year	Fixed remuneration				Variable remuneration			Total remuneration
			Fixed salary <sup>1)</sup>	Salary paid <sup>2)</sup>	Benefits in kind <sup>3)</sup>	Pension cost <sup>4)</sup>	Bonus/STI (one year variable) <sup>5)</sup>	Share options/LTI (multi-year variable) <sup>6)</sup>	Variable remuneration in % of total remuneration	
Per A. Sørli President and CEO	Fredrikstad	2024	4 700 000	4 685 881	281 918	1 294 415	1 534 080	2 625 040	39,9 %	10 421 334
		2023	4 080 000	4 115 295	271 452	1 356 602	1 819 680	1 979 520	39,8 %	9 542 549
Tom Erik Foss-Jacobsen EVP BioSolutions	Sarpsborg	2024	2 854 400	2 877 459	240 620	454 229	1 427 200	859 104	39,0 %	5 858 612
		2023	2 700 400	2 725 939	268 974	418 145	1 350 200	742 320	38,0 %	5 505 578
Gisle Løhre Johansen EVP Speciality Cellulose and Fine Chemicals	Sarpsborg	2024	2 223 800	2 208 533	291 209	310 176	570 627	668 192	30,6 %	4 048 737
		2023	2 103 800	2 116 220	201 741	297 534	1 051 900	494 880	37,2 %	4 162 275
Ole Gunnar Jakobsen Plant Director Sarpsborg Site	Sarpsborg	2024	2 423 400	2 426 469	208 491	368 710	621 921	668 192	30,0 %	4 293 783
		2023	2 138 200	2 158 422	193 503	315 567	788 568	494 880	32,5 %	3 950 940
Per Bjarne Lyngstad CFO	Fredrikstad	2024	2 541 000	2 519 249	243 252	376 118	829 382	668 192	32,3 %	4 636 193
		2023	2 294 600	2 296 551	226 128	336 026	1 023 392	494 880	34,7 %	4 376 977
Kristin Misund SVP R&D and Business development	Sarpsborg	2024	1 984 500	2 000 528	180 799	283 752	647 741	572 736	33,1 %	3 685 556
		2023	1 877 400	1 895 161	172 461	266 814	837 320	395 904	34,6 %	3 567 660
Liv Longva SVP Strategic Sourcing	Vestby	2024	1 905 200	1 908 077	228 176	267 028	621 857	572 736	33,2 %	3 597 874
		2023	1 802 400	1 806 930	222 413	250 089	803 870	395 904	34,5 %	3 479 206
Dag Arthur Aasbø SVP Organisation and Public Affairs	Sarpsborg	2024	1 909 400	1 919 797	266 361	255 087	623 228	572 736	32,9 %	3 637 209
		2023	1 810 400	1 805 463	219 751	232 109	807 438	395 904	34,8 %	3 460 665
Sveinung Heggen General Counsel	Bærum	2024	2 588 600	2 604 852	245 514	387 559	345 319	572 736	22,1 %	4 155 980
		2023	2 449 000	2 468 312	235 028	357 937	376 656	395 904	20,2 %	3 833 837

1. Fixed salary is agreed annual salary.

2. Salary paid is actual salary paid plus paid holiday pay earned on salary the previous year.

3. Benefits in kind are taxable benefits such as car arrangement, insurance, telecommunication etc.

4. Pension cost is contribution to the defined contribution pension schemes that specify a contribution of 5% of fixed salary up to 7.1G and 20% of fixed salary above 7.1G ("G" is the basic amount in the National Insurance scheme, NOK 124,028 as of 31.12.2024 and NOK 118,620 as of 31.12.2023). Premiums for the early retirement scheme, "AFP", are not included in the pension costs. Premiums amount to 2.7% of salary between 1G and 7.1G up to and including the year the employee turns 61 years of age.

5. Bonus/STI is accrued bonus earned in the reporting year and includes holiday pay.

6. Remuneration related to share options/LTI is the value of stock options at the time of allocation and is not an actual paid remuneration.

The increase in the CEO's total remuneration from 2023 to 2024 is due to increased value of options awarded and increased fixed salary, see Section 6 page 10. This was partly offset by lower pension contributions as a previous agreement linked to early retirement ended in September 2024. The agreement consists of 60% of annual pay in addition to full pension contribution in the two-year period from 65 to 67 years.

### 3 CRITERIA RELATED TO THE ANNUAL BONUS/STI SCHEME:

The company's Short-term incentive (STI) scheme is linked to performance in relation to the financial goals of the company and economic value added. Additionally, there are personal goals related to safety, health and sustainability/ESG. There are three main criteria for annual bonuses:

**Criterion A:** ROCE for the Group as a whole.

The financial goal for the company (Group) is to have a ROCE above 15% over a business cycle. This criterion gives a bonus payment from 11% ROCE, increasing to the maximum bonus (37.5% of base salary) at 23% ROCE. The target bonus (12.5% of base salary) is given at 15% ROCE

**Criterion B:** Improvement of EBITDA within own area of responsibility.

Bonus starts when improvement is achieved compared to the previous year, increasing to a maximum bonus (30% of base salary) at 22.5% EBITDA improvement. A target bonus (10% of base salary) is awarded at an EBITDA improvement of 7.5%. For the EVPs of the business areas, the improvement target is linked to their respective business area. For the CEO and heads of group staff, the bonus is based on the Group's overall improvement.

**Criterion C:** ESG/other conditions.

There are mandatory criteria related to safety (injuries), health (sick leave) and at least one goal related to other ESG/sustainability factors.

For the CEO, the sustainability goal is linked to maintaining high scores from independent rating companies' assessment of Borregaard. These assessments include climate and environmental factors, social conditions and governance criteria.

In addition, other defined individual goals may relate to relevant factors within an individual's area of responsibility (productivity, innovation, employee development, projects). Targeted bonus is 7.5% of base salary. The maximum bonus linked to this criterion is 17.5% of base salary.

#### **Maximum total bonus**

The target bonus ("Good performance") over time for all criteria combined is set at 30% of base salary. The maximum payment for the individual areas can be summed up to 85% of base salary. However, the maximum annual Bonus/STI is capped at 50% of base salary.

## BONUS PERFORMANCE CRITERIA FOR EXECUTIVE MANAGEMENT

Name of manager	Description of performance criterias	Relative weighting of performance criterias	Measured performance before cap / max limit	Accrued bonus earned in 2024 <sup>1)</sup> after potential cap / max limit		Actual paid bonus in 2024 <sup>2)</sup>
			In percent	In percent	In NOK	In NOK
Per A. Sørlie	ROCE	44 %	19,1%	19,1%		
	EBITDA improvement Plan 1	35 %	7,0 %	7,0 %		
	ESG (health, safety, sustainability)/ Other	21 %	6,5%	6,5%		
	<b>SUM</b>		<b>32,6 %</b>	<b>32,6 %</b>	<b>1 534 080</b>	<b>1 890 154</b>
Tom Erik Foss-Jacobsen	ROCE	44 %	19,1%	17,2 %		
	EBITDA improvement	35 %	30,0 %	27,0 %		
	ESG (health, safety, sustainability)/ Other	21 %	6,5%	5,8 %		
	<b>SUM</b>		<b>55,6 %</b>	<b>50,0 %</b>	<b>1 427 200</b>	<b>1 332 138</b>
Gisle Løhre Johansen	ROCE	44 %	19,1%	19,1%		
	EBITDA improvement	35 %	0,0 %	0,0 %		
	ESG (health, safety, sustainability)/ Other	21 %	6,5%	6,5%		
	<b>SUM</b>		<b>25,6 %</b>	<b>25,6 %</b>	<b>570 627</b>	<b>1 051 169</b>
Ole Gunnar Jakobsen	ROCE	44 %	19,1%	19,1%		
	EBITDA improvement	35 %	0,0%	0,0%		
	ESG (health, safety, sustainability)/ Other	21 %	6,5%	6,5%		
	<b>SUM</b>		<b>25,6 %</b>	<b>25,6 %</b>	<b>621 921</b>	<b>804 355</b>
Per Bjarne Lyngstad	ROCE	44 %	19,1%	19,1%		
	EBITDA improvement	35 %	7,0%	7,0%		
	ESG (health, safety, sustainability)/ Other	21 %	6,5%	6,5%		
	<b>SUM</b>		<b>32,6 %</b>	<b>32,6 %</b>	<b>829 382</b>	<b>1 063 089</b>
Kistin Misund	ROCE	44 %	19,1%	19,1%		
	EBITDA improvement	35 %	7,0%	7,0%		
	ESG (health, safety, sustainability)/ Other	21 %	6,5%	6,5%		
	<b>SUM</b>		<b>32,6 %</b>	<b>32,6 %</b>	<b>647 741</b>	<b>835 655</b>
Liv Longva	ROCE	44 %	19,1%	19,1%		
	EBITDA improvement	35 %	7,0%	7,0%		
	ESG (health, safety, sustainability)/ Other	21 %	6,5%	6,5%		
	<b>SUM</b>		<b>32,6 %</b>	<b>32,6 %</b>	<b>621 857</b>	<b>834 452</b>
Dag Arthur Aasbø	ROCE	44 %	19,1%	19,1%		
	EBITDA improvement	35 %	7,0%	7,0%		
	ESG (health, safety, sustainability)/ Other	21 %	6,5%	6,5%		
	<b>SUM</b>		<b>32,6 %</b>	<b>32,6 %</b>	<b>623 228</b>	<b>820 857</b>
Sveinung Heggen	ROCE	24 %	4,7%	4,7%		
	EBITDA improvement	36 %	2,1%	2,1%		
	ESG/ Other	40 %	6,5%	6,5%		
	<b>SUM</b>		<b>13,3 %</b>	<b>13,3 %</b>	<b>345 319</b>	<b>378 394</b>

1) Earned and accrued bonus in 2024 including vacation pay.

2) Actual paid bonus in 2024 plus paid vacation pay in 2024 earned on bonus paid in 2023.

3) The General Counsel has a different annual bonus/STI scheme than the other members of the Executive Management team.

## 4 SHARE-BASED REMUNERATION

Borregaard's share-based remuneration is a long-term incentive scheme (LTI), which consists of an option or cash-based scheme, linked to developments in the share price. The allocation criteria for options are generally complementary to the criteria for the annual bonus system (Short-term incentives, STI), so that no criteria directly provide "double remuneration" through both STI and LTI.

Members of Executive Management are expected, including through the share option scheme, to build up and retain a holding of Borregaard shares corresponding to two annual base salaries for the CEO and one annual base salary for the other members.

### **Allocation criteria**

Options may be allocated to leading employees at certain position levels where the company recognises a special need to form a long-term attachment.

The CEO and other members of Executive Management have options as a part of the total compensation package with the intention that the Executive Management shall jointly deliver on the company's and the owners' long-term goals and strategy.

This presupposes that the management, jointly as a team, contributes to optimising the operation of the company as a whole and thereby creates long-term value for the company and its owners. Borregaard is by nature a company with complex and integrated businesses. The biorefinery concept, where one production system provides many products to several business areas, requires overall optimisation. Borregaard's size and structure have made it appropriate to have a large degree of matrix organisation, where coordination and management across functions is important. Thus, Borregaard's Executive Management, as a group and collegium, has a common function in contributing to the overall optimisation of the business. Furthermore, a long-term perspective is one of Borregaard's core values because the company's development depends on long lasting processes, namely innovation projects, process optimisation, market introductions of new products and investments, where gains and value realisations come after several years. This coincides well with the term of the options and the expectations that management builds up a portfolio of own shares. These conditions, and senior management's overall role in this, justify that options are a suitable and complementary compensation element in line with the owners' goals.

There are a number of restrictions in the allocations and gains criteria. The restrictions on allocations are partly related to the maximum number of options that can be granted (in total and on an annual basis) and that the value of annual option allocations at individual levels should not be more than approximately 30% of the maximum gains (2 annual base salaries for the CEO and 1 annual base salary for the others), given that the share price increases 10% annually for 4 years. Thus, the allocation size is also related to the size of the salary.

As the strike price is set 10% above the share price at the time of allocation, there is a built-in performance criterion in the scheme as the share price must actually increase by at least 10% for the options to have value.

Allocation of options in February 2024 followed criteria given by the AGM in 2023 which adjusted the criteria for allocations to include performance criteria for parts of the allocations, requiring that the company has delivered above minimum criteria for sustainability, innovation and return on capital employed. See an overview of the regulations in the appendix to this report.



# EXECUTIVE MANAGEMENT'S HOLDINGS OF STOCK OPTIONS AND SHARES

Name	Options - Allocation criteria for share options				Options - Information related to the fiscal year - 2024							Number of shares Shareholding as of 31 December **
					Begin balance		Throughout 2024			Ending balance		
	Share options granted year *	Number of granted share options	Value of share options at grant date	Strike price of the share adjusted for dividend after grant date	Number of share options held at the beginning of the year	Granted share options in 2024	Exercised share options in 2024	Gross profit on exercised share options in 2024	Number of granted, not exercised share options	Value of share options held at end of year (share price NOK 182.40)	Number of share options in vesting period	
Per A. Serlie	2024	55 000	2 625 040	195,35		55 000			55 000		55 000	
	2023	40 000	1 979 520	187,00	40 000				40 000		40 000	
	2022	30 000	1 450 020	216,75	30 000				30 000		30 000	
	2021	40 000	1 427 560	168,70	40 000				40 000	548 000		
	2020	60 000	1 597 740	87,60	60 000		-60 000	5 366 400				
<b>SUM</b>					<b>170 000</b>	<b>55 000</b>	<b>-60 000</b>	<b>5 366 400</b>	<b>165 000</b>	<b>548 000</b>	<b>125 000</b>	<b>165 351</b>
Tom Erik Foss-Jacobsen	2024	18 000	859 104	195,35		18 000			18 000		18 000	
	2023	15 000	742 320	187,00	15 000				15 000		15 000	
	2022	10 000	483 340	216,75	10 000				10 000		10 000	
	2021	15 000	535 335	168,70	15 000				15 000	205 500		
	2020	30 000	798 870	87,60	30 000		-10 000	924 900	20 000	1 896 000		
<b>SUM</b>					<b>85 000</b>	<b>18 000</b>	<b>-25 000</b>	<b>2 676 750</b>	<b>78 000</b>	<b>2 101 500</b>	<b>43 000</b>	<b>30 773</b>
Gisle Løhre Johansen	2024	14 000	668 192	195,35		14 000			14 000		14 000	
	2023	10 000	494 880	187,00	10 000				10 000		10 000	
	2022	8 000	386 672	216,75	8 000				8 000		8 000	
	2021	10 000	356 890	168,70	10 000				10 000	137 000		
	2020	20 000	532 580	87,60	14 900		-14 900	1 295 406				
<b>SUM</b>					<b>42 900</b>	<b>14 000</b>	<b>-14 900</b>	<b>1 295 406</b>	<b>42 000</b>	<b>137 000</b>	<b>32 000</b>	<b>21 974</b>
Ole Gunnar Jakobsen	2024	14 000	668 192	195,35		14 000			14 000		14 000	
	2023	10 000	494 880	187,00	10 000				10 000		10 000	
	2022	8 000	386 672	216,75	8 000				8 000		8 000	
	2021	10 000	356 890	168,70	10 000				10 000	137 000		
	2020	20 000	532 580	87,60	20 000		-20 000	2 263 000				
<b>SUM</b>					<b>49 550</b>	<b>14 000</b>	<b>-21 550</b>	<b>2 444 025</b>	<b>42 000</b>	<b>137 000</b>	<b>32 000</b>	<b>33 521</b>
Per Bjarne Lyngstad	2024	14 000	668 192	195,35		14 000			14 000		14 000	
	2023	10 000	494 880	187,00	10 000				10 000		10 000	
	2022	8 000	386 672	216,75	8 000				8 000		8 000	
	2021	10 000	356 890	168,70	10 000				10 000	137 000		
	2020	20 000	532 580	87,60	20 000		-20 000	2 083 200				
<b>SUM</b>					<b>48 000</b>	<b>14 000</b>	<b>-20 000</b>	<b>2 083 200</b>	<b>42 000</b>	<b>137 000</b>	<b>42 000</b>	<b>61 954</b>
Kristin Misund	2024	12 000	572 736	195,35		12 000			12 000		12 000	
	2023	8 000	395 904	187,00	8 000				8 000		8 000	
	2022	6 500	314 171	216,75	6 500				6 500		6 500	
	2021	8 000	285 512	168,70	8 000				8 000	109 600		
	2020	15 000	399 435	87,60	15 000		-15 000	1 581 900				
<b>SUM</b>					<b>37 500</b>	<b>12 000</b>	<b>-15 000</b>	<b>1 581 900</b>	<b>34 500</b>	<b>109 600</b>	<b>26 500</b>	<b>70 223</b>
Liv Longva	2024	12 000	572 736	195,35		12 000			12 000		12 000	
	2023	8 000	395 904	187,00	8 000				8 000		8 000	
	2022	6 500	314 171	216,75	6 500				6 500		6 500	
	2021	8 000	285 512	168,70	8 000				8 000	109 600		
	2020	15 000	399 435	87,60	15 000		-15 000	1 614 000				
<b>SUM</b>					<b>37 500</b>	<b>12 000</b>	<b>-15 000</b>	<b>1 614 000</b>	<b>34 500</b>	<b>109 600</b>	<b>26 500</b>	<b>12 437</b>
Dag Arthur Aasbø	2024	12 000	572 736	195,35		12 000			12 000		12 000	
	2023	8 000	395 904	187,00	8 000				8 000		8 000	
	2022	6 500	314 171	216,75	6 500				6 500		6 500	
	2021	8 000	285 512	168,70	8 000				8 000	109 600		
	2020	15 000	399 435	87,60	15 000		-15 000	1 562 400				
<b>SUM</b>					<b>37 500</b>	<b>12 000</b>	<b>-15 000</b>	<b>1 562 400</b>	<b>34 500</b>	<b>109 600</b>	<b>26 500</b>	<b>56 254</b>
Sveinung Heggen	2024	12 000	572 736	195,35		12 000			12 000		12 000	
	2023	8 000	395 904	187,00	8 000				8 000		8 000	
	2022	6 500	314 171	216,75	6 500				6 500		6 500	
	2021	8 000	285 512	168,70	8 000				8 000	109 600		
	2020	15 000	399 435	87,60	15 000		-15 000	1 670 400				
<b>SUM</b>					<b>37 500</b>	<b>12 000</b>	<b>-15 000</b>	<b>1 670 400</b>	<b>34 500</b>	<b>109 600</b>	<b>26 500</b>	<b>26 362</b>

\*Shareholdings include shares owned by related parties.



## DURATION OF OPTION PROGRAMMES

Granted year	Grant date	Vesting period	Exercise period	Expiry date
2024	27.02.2024	27.02.2024-27.02.2027	27.02.2027-27.02.2029	27.02.2029
2023	01.03.2023	01.03.2023-01.03.2026	01.03.2026-01.03.2028	01.03.2028
2022	17.02.2022	17.02.2022-17.02.2025	17.02.2025-17.02.2027	17.02.2027
2021	16.02.2021	16.02.2021-16.02.2024	16.02.2024-16.02.2026	16.02.2026
2020	13.02.2020	13.02.2020-13.02.2023	13.02.2023-13.02.2025	13.02.2025
2019	06.02.2019	06.02.2019-06.02.2022	06.02.2022-06.02.2024	06.02.2024

## 5 THE COMPANY'S RIGHT TO RECOVER VARIABLE REMUNERATION

The regulations for the annual bonus programmes for senior management stipulate that if during a period of three years after the annual bonus has been paid out, it turns out that the basis for the bonus calculation was incorrect, the company has the right to make corrections in the form of reduced future bonus payments.

The corrections shall be reviewed by the Group's auditor.

There have been no such circumstances or cases in 2024.

## 6 INFORMATION ON HOW THE REMUNERATION COMPLIES WITH THE REMUNERATION GUIDELINES AND HOW PERFORMANCE CRITERIA WERE USED

The remuneration paid to senior management is in line with the guidelines adopted by the Annual General Meeting in 2023:

**Base salary** is based on the content of the position and is dimensioned in line with benchmark surveys (up to the median). For the year 2024, an updated and thorough benchmark analysis was conducted, which led to an adjustment of the CEO's fixed salary above the general salary increase in the company. After the

adjustment, the CEO's fixed salary is still slightly below the median for comparable positions. The benchmark analysis also led to similar changes in the fixed salary for two other executives (Plant director and CFO). For the other member of the Executive Management, the executive salary adjustment followed the general salary development in the company.

**The Bonus/STI** criteria are strongly based on performance criteria that are consistent with the company's long-term goals and results; ROCE, profit improvement compared to the previous year for the area for which the manager is responsible for, as well as ESG/other criteria that correspond to the company's stated goals and strategies. See further details under section 3.

The scheme has been compared through a benchmark and shows that the company's STI schemes are on a par with comparable companies.

**The Options/LTI** criteria are long-term in nature and require value development of the company before the options pay off. No gain is achieved until the share price has increased by 10% and the options can only be exercised after 3 years, but with the option to wait up to 5 years from allocation. Options can be allocated to the Executive Management team with the intention that the team shall jointly deliver on the company's and the owners' long-term goals and strategy. Up to half of the frame (option value of 15% of maximum annual gain) is given on the condition that minimum performance results have been achieved related to factors (profitability, sustainability and innovation) that are important for the company's results, strategy and development. In addition, up to half of the frame (option value of 15% of maximum annual gain) is a fixed part of the LTI and part of the overall remuneration package.

The scheme emphasises compliance with ownership interests in the company, both in connection with results, the share price, but also in that half of the gain after tax must be used to purchase shares in the company, until the holding reaches 2 annual base salaries for the CEO and 1 annual base salary for the rest of senior management.

Section 4 shows how a long-term incentive scheme with a 3-8-year horizon (3-5 years' vesting period followed by share purchases with a 3-year commitment) supports the long-term value creation processes in Borregaard (innovation, market introduction, investment programmes).

It is expected that the current LTI scheme is in line with benchmarks.

## 7 EXCEPTIONS AND DEVIATIONS FROM THE REMUNERATION POLICY AND THE PROCEDURE FOR IMPLEMENTATION

The guidelines have been followed and there have been no exceptions regarding remuneration of senior management.

# 8 ANNUAL CHANGES IN REMUNERATION AND THE COMPANY'S PROFIT

	Actual 2019	Actual 2020	2020 vs 2019 in percent	Actual 2021	2021 vs 2020 in percent	Actual 2022	2022 vs 2021 in percent	Actual 2023	2023 vs 2022 in percent	Actual 2024	2024 vs 2023 in percent	Actual 2023 without pension/LTI/Benefit	Actual 2024 without pension/LTI/Benefit	2024 vs 2023 in percent
Per A. Sørlie	6 563 022	7 435 825	13,3 %	8 218 786	10,5 %	8 451 927	2,8 %	9 542 549	12,9 %	10 421 334	9,2 %	5 934 975	6 219 961	4,80 %
Tom Erik Foss-Jacobsen	3 523 834	4 142 668	17,6 %	4 995 206	20,6 %	4 941 418	-1,1 %	5 505 578	11,4 %	5 858 612	6,4 %	4 076 139	4 304 659	5,61 %
Gisle Løhre Johansen	2 916 612	3 764 010	29,1 %	3 358 233	-10,8 %	3 901 877	16,2 %	4 162 275	6,7 %	4 048 737	-2,7 %	3 168 120	2 779 160	-12,28 %
Ole Gunnar Jakobsen	2 901 791	3 513 478	21,1 %	3 686 035	4,9 %	4 012 403	8,9 %	3 950 940	-1,5 %	4 293 783	8,7 %	2 946 990	3 048 390	3,44 %
Per Bjarne Lyngstad	3 026 657	3 441 240	13,7 %	3 720 813	8,1 %	4 184 887	12,5 %	4 376 977	4,6 %	4 636 193	5,9 %	3 319 943	3 348 631	0,86 %
Kristin Misund	2 021 546	3 067 239	51,7 %	3 398 413	10,8 %	3 505 011	3,1 %	3 567 660	1,8 %	3 685 556	3,3 %	2 732 481	2 648 269	-3,08 %
Liv Longva	1 667 353	2 544 587	52,6 %	3 193 782	25,5 %	3 339 262	4,6 %	3 479 206	4,2 %	3 597 874	3,4 %	2 610 800	2 529 934	-3,10 %
Dag Arthur Aasbø	2 530 695	2 877 661	13,7 %	3 194 136	11,0 %	3 325 497	4,1 %	3 460 665	4,1 %	3 637 209	5,1 %	2 612 901	2 543 025	-2,67 %
Sveinung Heggen	3 285 691	3 511 315	6,9 %	3 600 781	2,5 %	3 747 608	4,1 %	3 833 837	2,3 %	4 155 980	8,4 %	2 844 968	2 950 171	3,70 %
<b>Borregaard Group results</b>														
Sales revenues (in NOK thousand)	4 951 000	5 227 000	5,6 %	5 715 000	9,3 %	6 776 000	18,6 %	7 024 000	3,7 %	7 502 000	6,8 %	7 024 000	7 502 000	6,8 %
Profit before tax, depreciation, amortization and other income and expenses (in NOK thousand)	1 007 000	1 132 000	12,4 %	1 372 000	21,2 %	1 643 000	19,8 %	1 781 000	8,4 %	1 874 000	5,2 %	1 781 000	1 874 000	5,2 %
Average number of man-years (excluding executive management)	1 097	1 074	-2,1 %	1 053	-2,0 %	1 073	1,9 %	1 107	3,2 %	1 126	1,7 %	1 107	1 126	1,7 %
Average remuneration pr man-years, without pension and LTI (excluding executive management)	740 264	800 140	8,1 %	821 290	2,6 %	864 029	5,2 %	936 543	8,4 %	985 460	5,2 %	936 543	985 460	5,2 %

The actual remuneration column for the management includes pension costs, benefits and value of options/LTI, which not are included in the corresponding column for the employees' average pay. The increase in the CEO's total remuneration from 2023 to 2024 is due to increased value of options awarded and increased fixed salary, see Section 6 page 10. This was partly offset by lower pension contributions due to a former compensation agreement linked to early termination of employment before the normal retirement age, ended in September 2024.

The increase in average remuneration from 2023 to 2024 for all employees (excluding Group Executive Management) was 5.2%.

In order to compare the same compensation elements between all employees and the management, columns have been created (2023 and 2024) where fixed salary and bonus/STI are summed up (i.e. pension/LTI/benefits in kind are not included).

## 9 INFORMATION REGARDING SHAREHOLDER VOTES

Borregaard's guidelines for management remuneration were last revised and presented to the Annual General Meeting in April 2023 and have been effective from 2024. The guidelines were approved by 97% of the votes cast.

# 10 REMUNERATION OF THE BOARD OF DIRECTORS AND THE NOMINATION COMMITTEE

The following fee structure and rates were approved at the AGM on 11 April 2024 and apply until the next AGM in 2025:

## Remuneration – Board of Directors

Chair	NOK 695,000 (NOK 646,700 last period)
Board member, shareholder-elected	NOK 387,000 (NOK 365,100 last period)
Board member, employee-elected	NOK 314,000 (NOK 314,000 last period)
Observer (employee-elected) **	NOK 105,000 (NOK 105,000 last period)
Deputy for observer***	NOK 8,100 per meeting (NOK 8,100 last period)
Chair of the audit and sustainability committee	NOK 112,000 (NOK 104,300 last period)
Member of the audit and sustainability committee*	NOK 73,000 (NOK 68,900 last period)
Chair of the remuneration committee	NOK 66,000 (NOK 61,600 last period)
Member of the remuneration committee*	NOK 50,900 (NOK 48,000 last period)

It is recommended that remuneration is paid in rates throughout the period.

\* Remuneration for an employee-elected board member also covers participation in board committees.

\*\* An observer is also a permanent deputy for an employee-elected board member and remuneration for an observer also covers any function as an acting board member.

\*\*\* The same remuneration rate also applies in a situation where a deputy for an observer acts as a board member because both the employee-elected board member and the observer are absent.

## Requirement to purchase shares for part of the remuneration

- The Board's shareholder-elected members must use 20% of the gross board remuneration (excl. remuneration for committee work) to purchase shares in the company until their shareholding (including their personal close associates/companies under their control) corresponds to 1 year's gross board remuneration (excluding remuneration for committee work).
- The purchase of shares shall take place in accordance with applicable statutes and the Regulations for Primary Insiders at Borregaard and the company's Instructions for Inside Information.
- It is recommended that purchases should be made during the first week following the publication of quarterly figures. The purchase may be distributed over time, but must be carried out no later than by the end of the year and involve at least 20% of the gross remuneration for the calendar year in question.
- The shares must be retained for as long as the board member serves on the board. A shareholding exceeding one year's board remuneration is not covered by this requirement.
- The nomination committee shall monitor compliance with the share purchase scheme, and this will be a part of the committee's assessment of candidates for election to subsequent periods.

## REMUNERATION OF THE BOARD OF DIRECTORS

Board members	Year	Fixed board remuneration	Chair Audit & Sustainability Committee	Member Audit & Sustainability Committee	Chair Compensation Committee	Member Compensation Committee	Total board remuneration decided by AGM	Actual board remuneration paid	Number of shares at year-end
<b>Shareholder-elected Board members</b>									
Helge Aasen, Chair Board	2024	695 000			66 000		761 000	747 825	4 500
	2023	646 700			61 600		708 300	700 975	4 500
Terje Andersen	2024	387 000	112 000				499 000	491 600	4 371
	2023	365 100	104 300				469 400	464 550	4 371
Tove Andersen	2024	387 000		73 000			460 000	453 500	9 100
	2023	365 100		68 900			434 000	429 500	9 100
Margrethe Hauge	2024	387 000				50 900	437 900	431 700	4 077
	2023	365 100				48 000	413 100	408 825	4 077
John Arne Ulvan	2024	387 000		73 000			460 000	453 300	3 500
	2023	365 100		68 900			434 000	429 500	3 500
<b>Employee-elected Board members</b>									
Ragnhild Anker Eide	2024	314 000					314 000	314 000	3 850
	2023	314 000					314 000	314 000	3 850
Arundel Kristiansen	2024	314 000					314 000	314 000	1 447
	2023	314 000					314 000	314 000	906
<b>Employee-elected Board observers</b>									
Bente Seljebakken Klausen	2024	105 000					105 000	105 000	1 861
	2023	105 000					105 000	105 000	1 735
Roy Kåre Appelgren	2024	105 000					105 000	105 000	2 800
	2023	105 000					105 000	105 000	2 259

## Remuneration - Nomination committee

Chair of the Nomination Committee: NOK 73,800 (NOK 68,900 last term) + NOK 11,800 (NOK 11,000 last term) per meeting beyond 4 full meetings.

Member of the Nomination Committee: NOK 51,400 (NOK 48,500 last term) + NOK 9,600 (NOK 9,000 last term) per meeting beyond 4 full meetings.

The Nomination Committee has applied a strict practice when calculating the number of meetings. The number consists of meetings convened and held with the entire committee present. Conversations, correspondence and meetings conducted by the Chair or individual members as part of the committee's work are not considered as full meetings.

For the period from the 2024 AGM to the 2025 AGM, committee work did not exceed 4 full meetings.

Actual remuneration paid for the year will be somewhat below the fee adopted by the AGM, as part of the fee consists of the fee rate from the previous AGM period.

Nomination Committee	Year	Remuneration decided by AGM	Actual remuneration paid for meetings beyond 4	Actual remuneration paid
Mimi Kristine Berdal Chair	2024	73 800	0	72 575
	2023	68 900	0	68 175
Erik Must	2024	51 400	0	50 675
	2023	48 500	0	48 000
Rune Selmar	2024	51 400	0	50 675
	2023	48 500	0	48 000
Atle Hauge	2024	51 400	0	50 675
	2023	48 500	0	48 000

APPENDIX

# THE COMPANY'S REMUNERATION POLICY AND SHARE-RELATED REMUNERATION, ADOPTED AT THE ANNUAL GENERAL MEETING ON 18 APRIL 2023

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## Guidelines for determining pay and other remuneration to senior management

### The company's general guidelines for policies on remuneration and associated conditions:

- Overall, the conditions shall be competitive and suitable for the company's need to attract and retain employees.
- Remuneration schemes shall contribute to consistency between the company's and the owners' goals and results and the various elements of the individual terms and conditions. The criteria for the various elements of the remuneration schemes must be complementary.
- The schemes must be simple, long-term and sufficiently flexible.

In the guidelines for annual bonuses and the option scheme, criteria that correspond to the communicated financial and long-term objectives and strategies for the company have been selected. There are also limitations in the schemes to ensure that payments are at a reasonable level, also when taking into consideration the financial sustainability of the company.

The schemes shall also be designed to motivate and attract the expertise required by the company. The remuneration schemes include balanced criteria to ensure that employees contribute to delivery of good results at company level, while also focusing on matters within their individual areas of responsibility.

### Follow-up and changes to the guidelines

It is the Annual General Meeting that adopts the remuneration policy, following a recommendation from the board. The board has a separate compensation committee that follows up the individual schemes and guidelines. The compensation committee presents its recommendations to the board for consideration. In specific cases, such as when recruiting new senior managers, it may be appropriate to deviate from the guidelines. In such cases, the compensation committee and the board must justify the changes and they must be documented and mentioned in the report presented to the Annual General Meeting.

## THE MAIN ELEMENTS OF THE REMUNERATION SCHEMES

**Base salary** - The level should be close to the median for comparable companies and positions. Base salary is determined based on the responsibility, complexity, expertise requirements and scope associated with the role.

**Pension** - Based on the established defined contribution pension schemes, with the intention that the relative pension contributions, including the Norwegian National Insurance Scheme, are independent of income level. The defined contribution pension schemes specify a contribution of 5% of fixed salary up to 7.1G and 20% of salary above 7.1G.

**Annual bonus scheme** - Based on pre-defined criteria that are based on positive results and progress.

The criteria include return on capital employed (ROCE) for the Group, economic value added (EBITDA) for the area in question, safety and sick leave for the Group, as well as personal targets, including criteria related to sustainability and growth/improvement. The target bonus level for delivery of “good performance” is approximately 30%. The maximum annual bonus is 50% of annual base salary. The criteria and calculation basis are reviewed annually by the board of directors’ compensation committee and adopted by the board. If errors have occurred for bonuses paid during the past three years, the company has the right to correct this in future bonus payments.

**Long-term incentive scheme** - Option or cash-based scheme linked to movements in the share price. The scheme primarily has complementary objectives and criteria to the annual bonus scheme.

**Other benefits** – The company’s management employees also have access to a car scheme (company car/mileage), a free mobile phone and newspapers, as well as access to insurance schemes available to all employees in Borregaard’s Norwegian operations.

**Other matters** - Management employees are subject to the same retirement age as other employees in line with Norwegian laws and regulations (flexible between 62 and 70 years of age). There is a mutual notice period of six months for executive management employees, without severance pay. A separate agreement with somewhat deviating terms applies to the CEO; the maximum retirement age is two years lower (68 years of age) with associated pension compensation, a mutual notice period of nine months and six months’ severance pay. (See note 9 of the Annual Report for details).

## **FURTHER INFORMATION ABOUT THE GUIDELINES FOR BORREGAARD’S SHARE-RELATED OPTION SCHEME**

### **General information about the scheme**

Borregaard’s long-term incentive (LTI) scheme is an option scheme related to the share price and forms part of an overall remuneration package for senior management. The option scheme implies that employees in the scheme can obtain share options that entitle them to purchase a defined number of shares at a given value for a fixed period of time. When options are exercised, the sale of shares will realise a gain. In order to adapt the scheme to its objectives, the allocations and potential maximum gains are subject to a number of restrictions.

The board will consider on an annual basis whether to allocate options and can provide recommendations for such allocation within the framework of these guidelines. The board can decide whether the options will be physical or synthetic. The board and its compensation committee will ensure that the allocation of options and the administration of the scheme comply with the intentions. The strike price has been set at 10% above the share price on the date of allocation.

## **The purpose of the scheme**

There are two main reasons behind the scheme:

- Strengthening the ownership perspective and supporting the company's long-term objectives in that the development of shareholder value (share price) and investment in shares are the criteria for this remuneration.
- Providing senior managers and key employees with an incentive to make a long-term commitment to the company.

The allocation criteria for options (long-term incentives, LTI) are to a considerable extent complementary to the criteria for the annual bonus scheme (short-term incentives, STI).

Members of the executive management team are expected, including through the share option scheme, to build up and retain a holding of Borregaard shares corresponding to two annual base salaries for the CEO and one annual base salary for the other members.

## **Restrictions on allocations**

- The total annual allocation of new options may be no more than 0.8% of the company's shares. The total number of outstanding options may be no more than 2.0% of the company's shares.
- The number of options allocated shall be dimensioned so that the value of the options at the time of allocation, calculated according to the Black Scholes model, may amount to no more than 30% of the maximum gain.

## **Allocation criteria**

Options can be allocated to two groups of senior personnel at certain job levels who have achieved good results and where the company sees a particular need to ensure that they make a long-term commitment to the company:

### ***1. The CEO and other members of the executive management team***

Members of the executive management team have options with the intention that the executive management team shall jointly deliver on the company's and the owners' long-term goals and strategy.

- Up to half of the frame (option value of 15% of maximum annual gain) is a fixed part of the LTI and part of the overall remuneration package.
- Up to half of the frame (option value of 15% of maximum annual gain) is given on the condition that minimum results have been achieved related to factors that are important for the company's results, strategy and development.

- Financial targets: minimum 10% ROCE
  - Sustainability/ESG: Results among the top 10% in at least two recognized 3rd party assessments (e.g. CDP and Ecovadis)
  - Innovation rate (proportion of sales from new products) of at least 10% on average over the last two years
  - If any of the performance-based criteria are not met, the award is reduced by 1/3 for each of the areas ROCE, sustainability/ESG and innovation.
- The scheme/rights are only valid as long as the option holder is employed (not given notice/resigned) in the Group. Exceptions apply when the person concerned is retired and does not move to another permanent position.

## **2. Management and key personnel/specialists in the business areas and corporate staff**

Candidates from this group may be awarded options based on the following criteria:

- The employee has, in line with the company's culture and values, over time, delivered positive results within at least two of the following areas, anchored in the company's long-term objectives and strategy:
  - Organic growth/specialisation
  - Continuous improvement
  - Innovation
  - Sustainability/ESG
  - Development of talent/managers
- The employee/position is particularly important/critical for achievement of the company's goals. The employee is considered difficult to replace, and there may be a risk that he/she will leave the company.
- The scheme does not automatically follow a particular position, and one or more allocations do not entitle the holder to subsequent allocations.
- The scheme/rights are only valid as long as the option holder is employed (not given notice/resigned) in the Group.

### **Restrictions on gains**

- The options have a strike price 10% above the market price of the shares on the allocation date, which in itself constitutes a result criterion and requires a (substantial) increase in the share price before the options gain value. The strike price is adjusted for dividends and other factors relevant to share capital (e.g. buy-backs, write-downs and new share issues).
- The total pre-tax gain per calendar year from exercise of options may not exceed two annual base salaries for the CEO and one annual base salary for other employees.

**Time limits**

The options may not be exercised earlier than three years after their allocation, and must be exercised within two years of the first opportunity.

**Requirement to purchase shares**

Employees must use at least 25% of the gain before tax to purchase Borregaard shares, with a lock-in period of three years.

This requirement will remain in place for senior management until a shareholding equivalent to two annual base salaries for the CEO and one annual base salary for the other members has been achieved.