

# GUIDELINES FOR REMUNERATION OF EXECUTIVE PERSONNEL IN SIKRI HOLDING ASA

*(Subject to the approval by the general meeting on 31 May 2022, effective from the first day of listing of the Company's shares on Oslo Børs)*

## 1 BACKGROUND AND STRATEGY

### 1.1 Introduction

These guidelines (the **Guidelines**) govern the determination of salary and other remuneration of the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and other senior executives of the management (together the **Senior Executives**)<sup>1</sup> in Sikri Holding ASA (the **Company** or **Sikri**, and the Company together with its subsidiaries are jointly referred to as the **Group**).

The principles presented in the Guidelines provide the framework for the remuneration of Senior Executives in Sikri. The remuneration payable to the Senior Executives is a key instrument for harmonizing the Company's interests with the interests of the Senior Executives. The main purposes of the Guidelines are to allow shareholders to influence the principles for determination of salary and other remuneration to Senior Executives, in order to create a remuneration culture that promotes and contributes to achieve the Company's business strategy and long-term interests and financial sustainability.

The Guidelines have been prepared in accordance with the provisions set out in the Norwegian Public Limited Liability Companies Act section 6-16a and the Regulation on guidelines and report on remuneration payable to executive personnel.

### 1.2 Business strategy, long-term interests and financial sustainability

The Company's business is specializing in software services and property technology and data economics. The Group's goal is to create value for customers through making processes more effective and efficient, and create a more transparent society through data collection, sharing, usage and analysis. The Group's customer base spans from public sector to private businesses within real estate, banking, insurance, property developers, media companies, builders, property owners, taxation companies, engineers, power companies and building materials production, as well as consumers and citizens.

In order to achieve these goals, the Company is of the view that it must be able to attract and retain Senior Executives with relevant experience, expertise and advanced leadership skills.

The overall ambition with these Guidelines is to ensure that the Company has a remuneration policy that enables the Company to recruit and retain highly qualified personnel, so that Company's business strategy and long-term interests and long-term growth in shareholder value can be achieved.

## 2 PRINCIPLES OF THE REMUNERATION POLICY FOR SENIOR EXECUTIVES

### 2.1 Main principles for the stipulation of remuneration to Senior Executives

The remuneration to the Senior Executives shall be determined on the basis of the following main principles:

- The executive management shall be offered competitive salary and other benefits in line with similar positions in comparable companies.
- The compensation arrangements should be easy to manage and understand, long-term and possess flexibility.
- The total compensation arrangement should be linked to the Company's earnings and performance, and to the individual elements of the personal terms.

The total remuneration package for Senior Executives may consist of a fixed base salary, pension and insurance coverage, variable salary and other benefits. The variable salaries shall be suitable to motivate, retain and reward individuals, and shall be based on responsibilities, expertise and performance.

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<sup>1</sup> The Guidelines shall pursuant to the Norwegian Public Limited Companies Act section 6-16a also include employees who are members of the board of directors. The Company does not have employee elected board members.

## **2.2 Base salary**

Senior Executives are offered a fixed base salary at a level considered competitive and comparable to similar positions and companies. The level of fixed salary is to be reviewed regularly, usually annually. The fixed base salary shall constitute the main component of the Senior Executives' compensation.

## **2.3 Pension and insurance**

Senior Executives are included in the Company's standard pension and insurance schemes on the same terms and conditions as other employees.

## **2.4 Other benefits**

Senior Executives may be offered other benefits that are common for comparable positions, such as telephone service, home PC, free broadband service and newspapers. There are no special restrictions on the type of other benefits that can be agreed on.

## **2.5 Variable remuneration**

In order to implement the Group's business strategy, long-term interests and financial sustainability, the Senior Executives may receive the following variable remuneration:

### **2.5.1 Bonus arrangements (short-term incentive)**

Senior Executives may be offered performance-based bonus arrangements which is based on the Company's financial and operational results as well as personal goals. The criteria for any performance-based bonus shall be determined by the board of directors and shall be linked to measurable factors.

Whether the criteria for bonus payment for Senior Executives have been fulfilled for any given year, shall be determined by the board of directors during the first quarter of the subsequent year on the basis of the pre-determined criteria. To determine if the goals have been met, a quantitative assessment is made of the quantitative goals, while individual assessments are made for the qualitative goals. The Company may not require repayment of variable remuneration, except in the event of obvious errors in the calculation or the payment process.

As of the date of these Guidelines, the CEO and CFO of the Company have performance-based variable remunerations in addition to their basic salary, which constitutes 3 months' salary. The amount of bonus is determined upon meeting certain pre-defined financial targets for the Company set by the board of directors. The criteria for this bonus is a combination of quantitative and qualitative targets determined by the board of directors.

The remaining Senior Executives have separate bonus agreements.. The bonus is calculated on the basis of achievement of budgeted Group income and EBITDA, and other quantitative and qualitative criteria that are determined on an annual basis. The annual bonus is capped at the equivalent of 2 or 3 months' salary.

### **2.5.2 Share-based compensation (long-term incentive)**

In order to align the interest of the Company's key personnel by those of the Company, rights to shares in the Company (options) may be granted as a part of the total remuneration package for Senior Executives and other key personnel. The main purposes of granting options are:

- To ensure that that Senior Executives and key personnel have access to a compensation scheme that contributes to a long-term employment relationship in the Company
- To contribute to the expectation that Senior Executives and key personnel who hold a portfolio of the Company's shares can make a significant contribution to the total compensation
- To create a common ownership perspective between shareholders and key personnel when the value development in the Company is an essential part of total compensation

Share options may be allocated to Senior Executives and key personnel at selected levels of positions where the goal is a long-term connection of key resources in accordance with the following requirements:

- The employee is of superior importance for the achievement of goals in relation to the Company's strategic and operational activities
- The employee possesses an important role in representing the Company's culture and value base
- The employee is difficult to replace and is an attractive resource for other companies

As of the date of these Guidelines, the Company has the following three option programs in place:

## 2020 Option Program

On 30 December 2020 the Group established a share option program for management and key employees of the Group (**2020 Option Program**). The program comprises 444,227 share options of which the board of directors can grant 148,039 share options annually over a three year period. The exercise price for the share options will be set by the board of directors and be based on the market value of the Company's shares and is subject to an 10% annual increase. Each grant of share options will vest with 1/3 each 1 January over a three year period and can thereafter be exercised during a period ending 31 December in the second year after the last 1/3 of the options are vested. Share options that are not exercised within the exercise period will laps and be of no value to the option holder. Further, the Company has the right to settle any vested share option in cash in the event of certain circumstances, such as in the event of a take-over.

Under the 2020 Option Program, 148,039 share options were granted on 30 December 2020 (2020 Grant), and 148,039 share options were granted on 29 December 2021 (2021 Grant).

## 2021 Option Program

Further, following the acquisition of Ambita AS (**Ambita**), the board of directors granted additional 104,990 share options to key employees in the Ambita group in 2021, under the same terms as the 2020 Option Program. These options are in addition to the options that may be awarded under the 2020 Option Program and the Chairman Option Program.

As of the date of these Guidelines a total of 426,477 share options have been granted under the 2020 Option Program, the Chairman Option Program and the 2021 Option Program

The board and the remuneration committee will ensure that the grant and management of share options are in accordance with the intentions and guidelines.

More information regarding the total number of options granted may be found in the Company's annual report on the Company's website [www.sikriholding.com/investor-relations](http://www.sikriholding.com/investor-relations).

### **2.6 Employee share purchase program (ESPP)**

The Company has established share purchase programs for the Group's employees and board members. Senior Executives will also be given the opportunity to participate, on the same terms and conditions as the other employees of the Group, in any general share saving or employee share purchase programs of the Group, to the extent such are being established by the Group.

As of the date of these Guidelines, the Company has in place an employee share purchase program for 2020 and 2021. In addition the Company is in the process of completing an employee share purchase program for 2022.

### **2.7 Conditions for dismissal and severance schemes**

The CEO has an agreement with a 12 months' notice period in case of termination, during which the CEO receives full compensation.

Agreements may be signed regarding severance pay for other Senior Executives in order to ensure that the selection of management accords with the Company's requirements. Possible severance agreements are drawn up in a way which is acceptable both internally and externally. In addition to pay and other benefits during the period of notice, such arrangements must not confer the right to severance pay for a period exceeding 12 months.

### **2.8 Senior Executives in other jurisdictions than Norway**

Senior Executives whose employment arrangements are entirely or partly regulated by rules other than Norwegian rules may receive a level of remuneration or remuneration components that deviate from these Guidelines. However, the total remuneration shall be relevant to support the Company's business strategy, long-term interests and sustainability, and the terms shall be adapted to binding legislation, regulations and practice in the market concerned.

## **3 DEVIATION FROM THESE GUIDELINES**

### **3.1 Decision making process**

These guidelines were resolved by the Company's board of directors on 24 May 2022, and were subsequently submitted for final approval by the Company's annual general meeting on 31 May 2022.

The board will established a remuneration committee. The duties of the remuneration committee include the responsibility to prepare the board's resolution and proposed new Guidelines to be

approved by the general meeting. The remuneration committee also prepares the boards assessments of matters concerning remuneration, including deviations from these Guidelines.

### **3.2 Deviation from the Guidelines**

The board of directors may temporarily deviate entirely or partly from the Guidelines in order to satisfy the long-term interests of the Company, financial sustainability and sustainability in the following circumstances: upon changes of the Senior Executives, upon changes to the Company's group structure, organization, ownership or business, upon material changes to the Company's strategy, upon changes in relevant laws, rules or regulations or upon other exceptional circumstances where the deviation may be required to serve the long-term interests and sustainability of the Company as a whole or to assure its viability.

Any deviation from the Guidelines shall be approved by the board of directors and reported in the remuneration report for the relevant year. If deviation has continued so that it cannot be deemed temporary, the board shall update these Guidelines to be presented at the next possible general meeting.

### **3.3 Amendments of the Guidelines**

These Guidelines shall be presented to and be approved by the general meeting upon any material change and at least every fourth year. Immaterial amendments to the Guidelines may be made by the board of directors, without the general meeting's approval.

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