

1 GUIDELINES FOR SALARY AND OTHER REMUNERATION TO LEADING PERSONNEL IN AUSTEVOLL SEAFOOD ASA

Introduction

These guidelines (the "**Guidelines**") govern the determination of remuneration to leading personnel in Austevoll Seafood ASA ("**AUSS**" or the "**Company**"). The guidelines were reviewed and approved by the Board of Directors at the board meeting 21 April 2021 and approved at the Company's General Meeting [27 May 2021].

Remuneration to members of the company's management is vital for harmonising the Company's interests with the interests of the leading personnel. The main purpose of these Guidelines is to allow shareholders to influence the parameters of the salary and other kinds of remuneration, creating a culture for remuneration that promotes the Company's long-term interests, business strategy while ensuring shareholders influence and the Company's financial sustainability.

The Guidelines have been prepared in accordance with the provisions of [Section 6-16 a, of the Public Limited Companies Act](#), supplemented by the [Regulations concerning guidelines and reports on remuneration for leading personnel](#).

The Guidelines are of a guiding nature for the Board of Directors. If the Board of Directors deviates from the Guidelines in an agreement, a justification shall be given in the relevant board meeting minutes. It is a prerequisite for this that the Guidelines set out the procedural conditions for deviating from the Guidelines and which parts of the Guidelines it is permissible for the Board to deviate from.

Scope

Business strategy, long-term interests and financial sustainability

The Company's vision is to be a "Passionate owner of globally leading seafood companies", and the business strategy for the Company is long-term value creation via sustainable, competent use of freshwater resources and the oceans, in thriving local communities. It is suitable for the purpose that the long-term focus also is reflected in the Company's financial sustainability.

The value chain in the Company's portfolio companies "originates" from sustainable use of the sea, and the Group is a world leader within the production of Atlantic salmon and trout, and also whitefish, covering the entire value chain from egg and catches to final product to consumer. The Company's pelagic operations comprise fisheries, production of fishmeal and fish oil, and production of pelagic products for human consumption. The Group's growth has been and shall continue to be both financially and climate/environmentally sustainable. Sustainable growth places stringent requirements on the Company and the Group within finance, corporate governance, climate and environment, in addition to social issues. In its sustainability reports, the Company has therefore focused on four main areas: *Protect our Oceans, Improve our Climate, Strengthen our Communities and, not least, Empower our People*.

To successfully implement the Company's strategy and safeguard the long-term interests of the Company, the Company needs to be able to recruit, develop and retain leading personnel with relevant experience, expertise and advanced leadership skills. Remuneration of leading personnel is an important instrument for harmonising the interests of the Company and the Group with the interests of leading personnel. The shareholders are therefore allowed influence over remuneration to leading personnel through disclosure and approval of these Guidelines.

The main principle for stipulation of remuneration terms for leading personnel in the Company is that leading personnel shall be offered competitive terms and conditions, with salaries, other benefits, bonus and pension arrangements being appraised together. At the same time, this does not necessarily imply that remuneration shall be market leading. The Company offers a level of remuneration which reflects a comparable level with similar companies and considering the Company's requirements for highly qualified personnel at all levels.

The Company's remuneration shall stimulate goal achievement and at the same time promote good risk management, counteract high risk taking and help prevent any potential conflicts of interest. In general, the remuneration scheme shall be based on equal pay for male and female employees for equal work and work of equal value.

The main principles are deemed appropriate with a view to contributing to the Company's business strategy, long-term interests and financial sustainability – where the focus on a long-term perspective is crucial. In order to fulfil these principles, it is seen as essential to offer competitive remuneration to be able to retain and if necessary, recruit leading personnel.

The Company's leading personnel

These Guidelines apply to leading personnel in the Company as defined in the Public Limited Companies Act, section 6-16 a. The Company considers this to be the Corporate Management team and the Board of Directors. The Corporate Management team in the Company consist of the Chief Executive Officer and the Chief Financial Officer (senior executives).

Remuneration of other employees in the Company who are not leading personnel is not covered by these Guidelines.

Remuneration of the Board of Directors

Remuneration of the Board of Directors is recommended by the Company's Nomination Committee and adopted by the General Meeting in accordance with the Public Limited Companies Act, section 6-10. The Board of Directors has no share options.

No remuneration is paid to the current Chairman of the Board that represents a duty to report. The Company is invoiced for the services of the Chairman and for consultancy fees by the Group's leading company, Laco AS, where the Chairman of the Board is an employee.

Fixed remuneration of senior executives

The Company's fixed remuneration

The base salary is normally the main element of the remuneration of senior executives. The base salary is determined on the basis of the responsibility, complexity, required competences and seniority of the position.

The remuneration of senior executives shall inspire high performance and shall be structured to motivate extra efforts towards continuous improvement of operations and the Company's performance. Senior executives may therefore receive remuneration in addition to base salary in the form of bonuses. The bonus scheme may amount to a maximum of one year's salary. For further information, see below under the section "Variable remuneration".

Senior executives are members of the Company's occupational pension scheme, which satisfies the requirements in the Act relating to mandatory occupational pensions (Norwegian: OTP). The Company has a defined contribution pension scheme. The premium payment is limited to maximum 12 G (G =national insurance base amount) for each year. Senior executives do not have separate agreements that include early retirement schemes or additional pension.

Additionally, the Company covers insurance premiums equally for senior executives and other employees. The Company covers insurance premiums for health insurance, occupational injury insurance, travel insurance as well as travel accident insurance and group life assurance. There are no separate agreements for senior executives in this area.

The senior executives have a free vehicle, free newspapers and a free work phone, but do not receive payments in kind beyond that.

Senior executives who are dismissed have no agreement regarding severance pay. For further information, see below under the section "duration and process".

Salary and terms of employment

The Company would like to maintain the current scheme for remuneration and terms of employment for senior executives. This is considered when preparing the Guidelines, and thus the Guidelines far along describes the current and applicable scheme for remuneration and terms of employment for senior executives.

Variable remuneration

The Company's variable remuneration

The Company's senior executives receive variable remuneration in the form of bonuses. The Company does not have any remuneration connected to the value of shares or allocation of options for the purchase of shares in the Company or any other company in the Group.

Criteria for variable remuneration

A discretionary bonus may be paid to senior executives. The discretionary bonuses are determined approximately and yearly, and are based on a total assessment of the following criteria: performance or goal achievement related to the Company's business strategy or financial results, goal achievement related the Company's four main areas within sustainability, and contribution to business development and strategic processes in the Group's companies.

As the criteria are incentivizing to reach the Company's overall goals as well as increasing the annual result in the group and contribute to extraordinary contribution, these criteria are considered appropriate for the Company's business strategy, long term interests and financial sustainability.

Fulfilment of criteria for variable remuneration

Bonus payments to the Chief Executive Officer are determined by the Chairman of the Board in consultation with the Board of Directors. Bonus payments to other senior executives shall be determined by the Chief Executive Officer together with the Chairman of the Board. The Board of Directors shall be subsequently notified of the stipulation of bonus payments.

Regarding discretionary bonus payments, it is desirable that the methodological approach is an overall and discretionary assessment of performance, based on the criteria mentioned above.

Repayment of variable remuneration

The Company has no scheme for repayment of variable remuneration. The Company has a long-term strategy and claims of repayment is not possible.

Duration and process

Duration of agreements that provide senior executives remuneration from The Company

Senior executives are members of a collective defined contribution pension scheme, where the premium payment is limited to maximum 12 G (G =national insurance base amount) for each year. The retirement age is stipulated as 70 years.

Senior executives who are dismissed have no agreement regarding severance pay, with the exception of salary during the term of notice, in accordance with the provisions of the Working Environment Act.

There are no special insurance agreements for senior executives. Reference is made to the section "fixed remuneration" for information on general insurance arrangement.

Decision-making process

The Guidelines are reviewed and approved by the Board of Directors. The Guidelines are subsequently submitted to the General Meeting for adoption.

The Guidelines far along reflects the applicable arrangement for remuneration to senior executives, which means that the majority of the Guidelines already are well-implemented in the Company's system and routines. However, the Company will ensure that the Guidelines are implemented in a prudent manner to the extent adjustments are needed.

Remuneration is not processed by a committee.

Annual Remuneration Report

For each financial year, the Board of Directors shall ensure that a remuneration report is prepared, providing a total overview of paid and outstanding salaries and remuneration covered by these Guidelines. The auditor shall control that the remuneration report contains the information required in accordance with applicable regulations before it is submitted to the General Meeting. The General Meeting shall hold an advisory vote for the remuneration report. The report issued in the following year shall explain how the result of the previous vote by the General Meeting has been taken into account.

Deviation from and changes of the Guidelines

Deviating from the Guidelines

Under extraordinary or necessary circumstances, the Board of Directors shall have the opportunity to deviate from the Guidelines if required by a specific situation. Deviation may be required in order to recruit or retain a senior executive. It is the Board's discretion to decide whether there is an extraordinary or necessary situation requiring deviation from the Guidelines. When making such an assessment, the Board shall ensure that the deviation is in the Company's or the Group's interests. The Board may, in such a situation, deviate from any of the provisions herein. However, the Board of Directors may not deviate from the Guidelines regarding remuneration of the Board of Directors. Such deviations must be proposed and presented to the General Meeting for a general vote.

If the Board decides to deviate from the Guidelines, the reasoning behind such a decision shall be presented in the minutes of the board meeting and stated in the annual remuneration report submitted to the General Meeting for an advisory vote the following year.

Changing the Guidelines

Any proposed adjustments to the Guidelines will be presented to the General Meeting for re-approval. In the event of any changes, the Company shall take into account the shareholders' views and the General Meeting's vote on the Guidelines.

The Guidelines shall be submitted to the General Meeting for approval every four years.

Disclosure

These Guidelines shall be dated on the day the General Meeting adopted the Guidelines and shall be available on the Company's website together with the result of the General Meeting's vote.

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