

REPORT ON SALARY AND OTHER REMUNERATION OF SENIOR EXECUTIVES IN AUSTEVOLL SEAFOOD ASA FOR THE FINANCIAL YEAR 2024

1 INTRODUCTION

1.1 Background

This report on salary and other remuneration of senior executives in Austevoll Seafood ASA (AUSS or the "Company") is based on the guidelines for salary and other remuneration of senior executives in the Company approved by the Company's Annual General Meeting on 27 May 2021 (the "Guidelines").

The report is based on the requirements set out in the Norwegian Public Limited Liability Companies Act (the "Companies Act"), cf. Section 6-16 b, supplemented by the Regulation on guidelines and report on remuneration of senior executives dated 11 December 2020 (the "Regulation"). The report has been prepared in accordance with the European Commission's template for reporting directors' remuneration.¹

1.2 General overview of the financial year 2024

1.2.1 Highlights summary

Over time, the Board of Directors and management have focused on building a strong Group and ensuring that the portfolio companies have organisations that are ready to solve challenges under difficult and changeable conditions. The management and Group employees are doing what they can in their daily activities to ensure the Group fulfils its underlying social responsibility by keeping the respective value chains and hence food deliveries cost-effective and operational even in challenging times.

After a difficult year for parts of the Group in 2023, 2024 brought significant improvements. Activities within aquaculture (LSG) have been through a challenging period in recent years. A number of improvement measures have therefore been implemented, including measures linked to genetics and smolt production, and investments in shielding technology in the form of submersible and semi-closed cages in the sea. This type of innovative technology is not risk-free, and the learning curve is steep, but experiences with the shielding technology to date have been positive. The biological development in 2024 showed a significant improvement compared with 2023, with LSG's harvest volume for salmon and trout up 7% year on year. Lerøy Seafood Group ASA (LSG) finished 2024 with biomass representing almost full licence utilisation. Long lead times in aquaculture mean that the effects of the measures implemented will only be reflected in performance from 2025 onwards. Activities in Peru faced an extremely challenging year in 2023, being severely affected by extremely limited fishery when the first fishing season was cancelled because of the weather phenomenon El Niño. It is therefore extremely pleasing that a normal year of operations in 2024 has delivered an earnings improvement (EBITDA) of NOK 1 billion on the "non-year" of 2023.

1.2.2 The Company's performance in 2024

Group revenue was NOK 36,645 million in 2024, compared with NOK 33,774 million in 2023. Operating profit before revenue from associates was NOK 4,954 million, against NOK 3,076 million in 2023.

The increase in revenue comes mainly from the gain on sale of shares (MNOK 1,280) and from the Group's activities in Peru. Fisheries in Peru normalised in 2024 with two good fishing seasons, in contrast to 2023 when the first fishing season was cancelled and the quota for the second season was set at a historically low level.

The largest associates are Pelagia and Norskott Havbruk AS (owner of the Scottish fish farming company Scottish Sea Farms Ltd). Income from associates in 2024 totalled NOK 374 million (2023: NOK 285 million). After an extremely challenging 2023, it is pleasing to see, as expected, the very good development in Norskott Havbruk (Scottish Sea Farms), both operational and financial. Pelagia is sustaining its successful operations, but the decrease in quotas for important species used in consumer products is challenging and means lower capacity utilisation for the company's factories through the year.

Profit before tax in 2024 was NOK 5,022 million (2023: NOK 2,845 million).

¹ https://commission.europa.eu/document/download/982e7045-7830-43c8-b98e-a7ff83cf38a2_en?filename=rrg_draft_21012019.pdf

In May 2023, the Storting voted to introduce resource rent tax on aquaculture (sea-based production) with retroactive effect from 1 January 2023. The Group's tax estimates in 2023 were therefore severely impacted by the implementation effects of resource rent tax on biomass in the sea at 1 January 2023, which amounted to a negative figure of MNOK 1,809. To achieve tax symmetry, the Group is of the opinion that expenses linked to the opening biomass balance at the time the resource rent tax regime was implemented must be part of the tax base in the regime. The Group has therefore changed its historical return for some of the portfolio companies. For the resource rent tax, this will entail symmetry between revenue and expenses, and the Group has claimed a deduction for expenses related to the fish it has sold under the resource rent tax regime. It is stressed that the uncertainty linked to tax estimates is significantly higher than normal as a result of the authorities imposing this surtax on Norwegian aquaculture.

Net profit after tax in 2024 was NOK 4,890 million, compared with NOK 344 million in 2023.

The initiated project related to the Task Force on Climate Related Financial Disclosure (TCFD) climate reporting for the portfolio companies, and the parent company, was completed in 2024, and AUSS's TCFD report was published on the parent company's website www.auss.no.

The company also reported to Carbon Disclosure Project (CDP) in 2024, achieving a score of B. This is an improvement on its score of B- in 2023.

Selected key figures for Austevoll Seafood Group:

(Amounts in MNOK if not other stated)	Note	2023	2023	2022	2021	2020	2019
Revenue		36,645	33,774	31,150	26,663	22,447	23,342
EBITDA	1	7,074	5,127	5,782	4,810	3,675	4,261
EBIT	1	4,954	3,076	4,051	3,218	2,159	2,924
Operating profit	2	5,291	3,153	5,240	4,332	1,205	2,617
Net income from associated companies		374	285	494	393	250	451
Operating profit incl. net income from associated companies		5,665	3,438	5,734	4,725	1,455	3,068
Net profit before tax		5,022	2,845	5,428	4,376	1,027	2,756
Tax cost		-133	-2,501	-1,143	-940	-204	-559
Net profit after tax		4,890	344	4,285	3,436	823	2,197
Profit to AUSS shareholders		2,746	292	2,490	1,981	494	1,255
Earnings per share (NOK)	4	13.6	1.5	12.34	9.82	2.45	6.22
Return on equity	5	17.2 %	1.2 %	16.1 %	14.3 %	3.6 %	9.6 %

1) Before fair value adjustment related to biological assets

2) After fair value adjustment related to biological assets

3) Resource rent tax on aquaculture in Norway was approved by the Storting in May 2023 with effect from 01.01.2023, and the implementation effect had a substantial impact on tax cost in 2023, the implementation effect has been reversed for two companies in 2024

4) Net profit after tax to AUSS shareholders/average number of shares

5) Net profit after tax expressed as percentage of average equity

2 REMUNERATION OF SENIOR EXECUTIVES IN 2024

2.1 Total remuneration of senior executives

The table below shows the total remuneration split into each salary component received, or to be received, by the Company's senior executives for financial year 2024. Note that annual variable remuneration relates to the previous year, meaning that the variable remuneration paid out in 2024 relates to financial year 2023. At the date of this report, bonuses related to financial year 2024 had not been determined, but will be set in line with the process in previous years.

Name and position (amounts in NOK 1,000)	Year	Fixed remuneration		Variable salary	Pension-expenses	Total remuneration	Proportion of fixed and variable salary	
		Fixed salary	Benefits				Fixed salary	Variable
Arne Møgster (CEO)	2024	3,952	225	3,700	209	8,088	54 %	46 %
	2023	3,909	229	3,500	118	7,757	55 %	45 %
Britt Kathrine Drivenes (CFO)	2024	3,046	191	1,300	206	4,743	73 %	27 %
	2023	3,057	195	1,200	120	4,573	74 %	26 %

1) Benefits consists of company car, insurances, subscriptions, and customary benefits

2) Variable salary (bonus) related to previous year, meaning bonus paid in 2024 are related to the year 2023

2.2 Use of the right to reclaim variable remuneration

The company has no scheme for reclaiming variable remuneration.

3 COMPLIANCE WITH THE GUIDELINES

3.1 Information on how the remuneration complies with the Guidelines

AUSS is a holding company exercising active ownership in its portfolio companies. The Company's vision is to be a "passionate owner of globally leading seafood companies", and its business strategy is creating lasting values through sustainable and expert use of both freshwater resources and the ocean, in thriving communities.

The main principles for the Group's policy on remuneration of senior executives are to offer competitive terms and conditions including salary, payment in kind, bonuses and pension schemes. This does not necessarily imply that the remuneration is to be market leading. The Company is to offer remuneration that is on a par with comparable companies and businesses, and that also considers the need for qualified staff in all parts of the business.

Criteria for variable remuneration

A discretionary bonus may be paid to senior executives. The bonus is determined each year based on an overall discretionary assessment of the following criteria: performance or target achievement linked to the Company's business strategy or financial results; target achievement linked to the Company's four main areas within sustainability; and contribution to business development and strategy processes in the Group's companies. As long as the criteria incentivise individuals to achieve the Company's targets, generate higher profits for the Group and demonstrate extraordinary performance, the discretionary bonus is considered an expedient means of contributing to the Company's business strategy, long-term interests and financial capacity.

Fulfilment of criteria for variable remuneration

The bonus for the CEO is set by the Chair of the Board after clarification with the Board of Directors. The bonus for other senior executives is set by the CEO in consultation with the Chair of the Board. The Board is advised of the outcome once the process is complete. The methodical approach to setting the bonus should ideally be an overall discretionary assessment of performance, based on the criteria detailed above.

The variable remuneration paid in 2024 was based on discretionary remuneration and in line with the Guidelines and previous assessments related to such payments.

3.2 Information on derogations and deviations from the Guidelines and from the procedure for their implementation

The Guidelines were approved by the Company's Annual General Meeting on 27 May 2021, and no changes to the Guidelines have been proposed as of the date of this report.

The table below contains information on the annual change in remuneration of senior executives at individual level and information on the Company's performance. The Company has three employees in total, including the senior executives. For this reason, average remuneration on a full-time equivalent basis of employees of the Company other than senior executives over the last five financial years is not included, as this information would breach confidentiality requirements.

Annual change in remuneration for Executive Management

Name	Position	2024	2023	2022	2021	2020
Arne Møgster	CEO	4 %	4 %	6 %	3 %	-1 %
Britt Kathrine Drivenes	CFO	4 %	4 %	9 %	-1 %	-1 %
Key figures						
EBIT before biomass adjustment	(MNOK)	4,954	3,076	4,051	3,218	2,159
Annual change	(%)	61 %	-24 %	26 %	49 %	-26 %
Earnings per share	(NOK)	13.60	1.45	12.34	9.82	2.45
Annual change	(%)	838 %	-88 %	26 %	301 %	-61 %

There have been no deviations from the Guidelines regarding remuneration of senior executives in 2024.

Remuneration of the Board of Directors

The Nomination Committee makes a recommendation on remuneration of the Board of Directors for approval by the Company's Annual General Meeting.

		Note	2024*			2023*		
			Board-fee	Audit and ESG Committee	Total	Board-fee	Audit and ESG Committee	Total
(NOK 1,000)								
Helge Singelstad	Chair	1	513		513	425		425
Hege Charlotte Bakken	Deputy Chair	2	358	100	458	300	100	400
Helge Møgster	Board member		358		358	300		300
Lill Maren Møgster	Board member		358	70	428	300	70	370
Siren Grønhaug	Board member		358	70	428	300	70	370
Erik Drønen Melingen	Board member		358		358	300		300
Hege Solbakken	Board member		358		358	300		300
Petter Dragesund	Board member		358		358	300		300

* Approved Directors fee at the shareholders meeting for the period until next Shareholders meeting

- 1) The annual Directors's fee is not paid as taxable remuneration. Austevoll Seafood ASA is invoiced for the Chair's services and consultancy fee by Laco AS
- 2) Chairperson of the company's Audit and ESG Committee

Annual change in remuneration for the Board of Directors

		Note	2024	2023	2022	2021	2020	2019
(%)								
Helge Singelstad	Chair	1	21 %	0 %	13 %	0 %	0 %	0 %
Hege Charlotte Bakken	Deputy Chair	2	15 %	0 %	14 %	40 %	0 %	0 %
Helge Møgster	Board member		19 %	0 %	20 %	0 %	0 %	0 %
Lill Maren Møgster	Board member	3	16 %	0 %	16 %	0 %	7 %	0 %
Siren Grønhaug	Board member	4	16 %	0 %	23 %	20 %	0 %	0 %
Erik Drønen Melingen	Board member		19 %	0 %	20 %	0 %	0 %	0 %
Hege Solbakken	Board member	5	19 %	0 %	20 %	0 %		
Oddvar Skjegstad	Board member	6				0 %	17 %	0 %
Petter Dragesund	Board member	7	19 %	0 %	0 %			

- 1) The annual Directors's fee is not paid as taxable remuneration. Austevoll Seafood ASA is invoiced for the Chair's services and consultancy fee by Laco AS
- 2) Chairperson of the company's Audit and ESG Committee
- 3) Member of Audit and ESG Committee
- 4) Member of ESG Committee since 2021
- 5) Elected in May 2021 (annualized change for 2021)
- 6) Chairperson of the Audit Committee until May 2021
- 7) Elected in May 2022 (annualized change for 2022 and 2023)

Remuneration of the Chair of the Board is not paid as taxable remuneration. Austevoll Seafood ASA is invoiced for the Chair's services and for consultancy fees by the Group's ultimate parent, Laco AS, by which company the Chair is employed. The following table shows the breakdown into board fee and consultancy services that the working Chair of the Board invoiced for 2024 and 2023.

(NOK 1,000)	Note	2024	2023
Invoiced Chair's remuneration	1	513	425
Invoiced for the Chair's services and consultancy fee		3,236	3,495
Total invoiced Chair's remuneration, services and consultancy fee		3,749	3,920

1) The annual Directors's fee is not paid as taxable remuneration. Austevoll Seafood ASA is invoiced for the Chair's services and consultancy fee by Laco AS

Annual change

(%)	Note	2024	2023	2022	2021	2020
Invoiced Chair's remuneration	1	21 %	0 %	13 %	0 %	0 %
Invoiced for the Chair's services and consultancy fee		-7 %	-7 %	24 %	-10 %	25 %

1) The annual Directors's fee is not paid as taxable remuneration. Austevoll Seafood ASA is invoiced for the Chair's services and consultancy fee by Laco AS

4 INFORMATION ON SHAREHOLDER VOTE

Pursuant to Section 6-16 b (3) of the Companies Act, this report must include a description of the outcome of the Annual General Meeting's advisory vote on the Report on salary and other remuneration of senior executives for the past year.

Information on shareholders vote	For	Against	Waiver
Report on salary and other remuneration of senior executives	80.7 %	19.3 %	0.0 %

Storebø, 30 April 2025

Helge Singelstad (s)

Hege Charlotte Bakken (s)

Helge Møgster (s)

Lill Maren Møgster (s)

Siren M. Grønhaug (s)

Eirik Drønen Melingen (s)

Hege Solbakken (s)

Petter Dragesund (s)



To the General Meeting of Austevoll Seafood 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 Austevoll Seafood ASA report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2024 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 Management

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. We apply the International Standard on Quality Management (ISQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, and accordingly, maintain 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.

Bergen, 30 April 2025

PricewaterhouseCoopers AS

Sturle Døsen

State Authorised Public Accountant

PricewaterhouseCoopers AS, Torgallmenningen 14, 5014 Bergen, P.O. Box 3984 - Sandviken, NO-5835 Bergen
T: 02316, org. no.: 987 009 713 MVA, www.pwc.no

Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap