

endúr[®]

Remuneration Report 2023

24 April 2024

INTRODUCTION

PURPOSE AND OBJECTIVE

This report comprise salary and other remuneration for leading employees of Endúr ASA ("Endúr" or the "Company") for the financial year 2023.

The purpose of Endúrs executive remuneration approach is to encourage a strong and sustainable performance-based culture, which supports growth in shareholder value and delivery according to the company's strategy. The remuneration report (the "Report") is made according to the requirements in section 6-16a and 6-16b of the Norwegian Public Limited Liability Companies Act and Endúrs' Executive Remuneration Policy approved by the General Meeting 23 May 2023. The report describes how the policy has been applied during 2023. The report was approved by the Board of Directors on 24 April 2024, and is presented for advisory voting by the annual General Meeting 23 May 2024. The report will be available on endur.no.

The objective of the Report is to ensure transparency of the Endúr's remuneration policy and the remuneration of the executive personnel during the financial year.

APPLICATION OF THE REMUNERATION POLICY IN 2023

Endúr has applied the remuneration policy throughout 2023 as approved by the General Meeting. No deviations from the policy have been made by the Board of Directors. The company has not claimed back any paid remuneration to executives during the year.

INFORMATION ON SHAREHOLDER VOTE ON THE PREVIOUS REMUNERATION REPORT

The advisory resolution on the May 2023 Annual General Meeting was passed without any remarks for changes in the Remuneration report for 2022. The advisory resolution was passed with 10 994 774 votes in favour, and 17 500 votes against. 0 abstained from voting.

THE FINANCIAL YEAR 2023

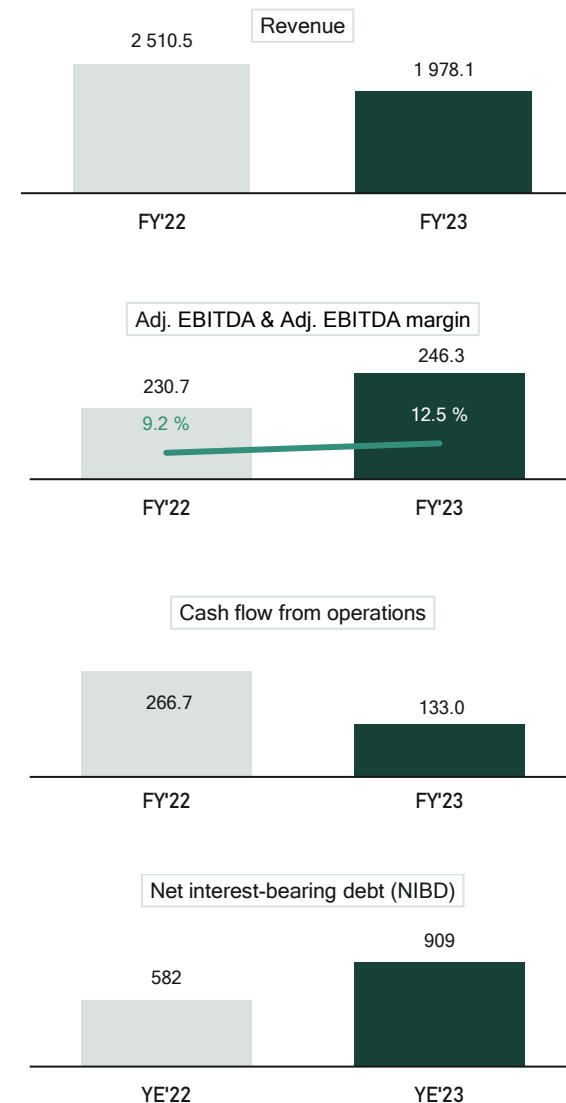
HIGHLIGHTS

- The Group showed sustained EBITDA and improved margins, despite lower aggregate revenue after the finalization of Salmon Evolution phase 1, with revenue and adj. EBITDA of NOK 2.0 billion and NOK 248.2 million (12.5 %), compared to NOK 2.5 billion and NOK 231 (9.2 %) in 2022.
- In March, The Group successfully refinanced its bond loan of net NOK 810 million with bank loan facilities of NOK 550 million in term loans and a NOK 150 million credit facility, providing reduced leverage and lower interest rate margins and financial expenses going forward.
- Endúr ASA's wholly owned subsidiary Artec Aqua AS was awarded the contract to deliver the process facility for Salmon Evolution's phase 2 of the land-based grow-out salmon farming facility at Indre Harøy, Norway.
- The Group acquired Svenska Tungdykargruppen AB (Q3 2023) through the Swedish subsidiary Marcon-Gruppen I Sverige AB and Repstad Anlegg AS (Q4 2023), broadening The Group's footprint within the highly profitable Marine Infrastructure segment and will facilitate for increased growth for coming years
- Earnings before tax ended at NOK -33.5 million, heavily impacted by financial expense one-offs related to the above-mentioned redemption of The Group's bond loan.
- Both The Group's Aquaculture Solutions segment and Marine Infrastructure segment has an attractive outlook – the latter through high demand, backlog coverage and bid activity, and the former experiencing increased demand after the market's absorption of the proposed taxation of economic rent and as inflation and interest rates are expected to stabilize.

LEADING PERSONNEL AND CHANGES DURING THE YEAR

Endúr's leading personnel comprise the Company's chief executive officer, Jeppe Raaholt, the Company's chief financial officer, Einar Olsen and the members of the Board of Directors of the Company.

There have been no changes to leading personnel during the year.



REMUNERATION OF THE BOARD OF DIRECTORS

Endúr's Board of Directors at YE 2023 had five directors, hereof five shareholder-elected. The shareholder elected directors are serving for the period 2023-2024 and 2023-2025 based on the recommendations of the Nomination committee on the Annual General Meeting held 23 May 2023. Fees to the board of directors are approved by the Annual General Meeting, based on the Nomination committee's recommendations. The Board held 22 meetings in 2023 with an average attendance rate of 95 percent. In addition, certain matters were processed by way of circulation of documents. The Audit committee held 5 meetings in 2023. Per YE 2023 the audit committee is comprised of Pål Reiulf Olsen (chairperson of the Board, Audit and Remuneration Committee) and Kristine Landmark (Member of the Board).

The Remuneration Committee was formed in 2021 and held 5 meetings in 2023. Per YE 2023 the committee consisted of Pål Reiulf Olsen and Hedvig Bugge Reiersen (Member of the Board). Per YE 2023 the members of the Nomination committee were Espen Ommedal (Leader), Henning Nordgulen and Arne Henning Markhus.

The members of Endúr's Board of Directors are remunerated for their role and contribution in the Board. The fees detailed in this report represent what is recognized as expenses in the income statement as approved by the General Meeting. The directors did not receive any other fees or remuneration, save for chairperson Pål Reiulf Olsen who has delivered some management consultant hours in 2022 and 2023 for Endúr. No agreements exist which entitle the directors to any extraordinary compensation, save for the share option program adopted in 2022 and 2023, for executive employees, which includes the chairperson of Endúr.

Annual Fees (NOK)	Role	Until 2023 General Meeting	Until 2024 General Meeting
Board	Chair	500 000	550 000
	Member	300 000	330 000
Audit Committee	Chair	75 000	82 500
	Member	60 000	66 000
Remuneration Committee	Chair	50 000	55 000
	Member	30 000	33 000
Nomination Committee	Chair	35 000	40 000
	Member	25 000	27 500

Table 1 – Board and committee fees as resolved by Company General Meetings

REMUNERATION OF THE BOARD OF DIRECTORS

Directors at year end 2023	Board Role	Elected	Committee role	Financial year	Fixed remuneration			Variable remuneration		Total remuneration	Proportion of variable remuneration
					Board Fees	Committee fees	Other fees ¹⁾	Bonus	Other		
Pål Reiulf Olsen	Chairperson	21 May 2021	Audit and remuneration committee, chair	2023	529 167	132 292	45 993			707 451	0 %
				2022	500 000	125 000	183 450			808 450	0 %
Bjørn Finnøy	Director	10 March 2021		2023	317 500					317 500	0 %
				2022	300 000					300 000	0 %
Hedvig Bugge Reiersen	Director	10 March 2021	Remuneration committee	2023	317 500	31 750				349 250	0 %
				2022	300 000	30 000				330 000	0 %
Kristine Landmark	Director	21 May 2021	Audit committee	2023	317 500	63 500				381 000	0 %
				2022	300 000	60 000				360 000	0 %
Pål Skjeggestad	Director	23 May 2023		2023	192 500					192 500	0 %
				2022	n.a.					n.a.	n.a.
Others having served in 2023											
Jörn Ryberg	Director	21 May 2021- 23 May 2023		2023	125 000					125 000	0 %
				2022	300 000					300 000	0 %

Table 2 - Details the board fees expensed by Endur in 2023 and 2022. Board fees are paid to the directors at the end of the serving year in May in relation to the General meeting.

¹⁾ Olsen has delivered management consulting services to the group, remuneration based on hours delivered

CHANGE IN BOARD REMUNERATION; 2019-2023

Directors at year end 2022	Board Role	Elected	Committee role	2019 vs. 2018	2020 vs. 2019	2021 vs. 2020	2022 vs. 2021	2023 vs. 2022
Pål Reiulf Olsen	Chairperson	21 May 2021	Audit and remuneration committee, chair	na.	na.	na.	-55 %	-10 %
Bjørn Finnøy	Director	10 March 2021		na.	na.	na.	0 %	10 %
Hedvig Bugge Reiersen	Director	10 March 2021	Remuneration committee	na.	na.	na.	0 %	10 %
Kristine Landmark	Director	21 May 2021	Audit committee	na.	na.	na.	0 %	10 %
Pål Skjæggestad	Director	23 May 2023		na.	na.	na.	na	na
Others having served in 2022								
Jörn Ryberg	Director	21 May 2021- 23 May 2023		na.	na.	na.	0 %	na.

Table 3 - Change of the Board members' remuneration during the last 5 years. Board fees are annualized in the year the mandate began to allow a meaningful comparison. Of the directors comprising Endúr ASA's board during 2023, none have served prior to 2021. There has been a 10 % increase in board fees from 2022 to 2023 and no change in board fees from 2021 to 2022. Other changes in percentage change are related to other fees.

REMUNERATION OF SENIOR EXECUTIVES

The purpose of the company's remuneration policy for the senior executives is to contribute to the company's business strategy, long-term interests, and sustainability of the company. Further, Endúr's remuneration policy shall encourage a strong and sustainable performance-based culture, growth, shareholder value over time and responsible business practices aligned with the company's values. The total remuneration level shall be in line with the relevant market level for peers within the industry but shall not be market leading. Executive remuneration consists of the following elements:

- Fixed remuneration (base salary)
- Variable pay, incl. share option program
- Benefits

ENDÚR'S SENIOR EXECUTIVES

The following persons comprise the Company's senior executives at year end 2023:

- Jeppe Raaholt, CEO of Endúr
- Einar Olsen, CFO of Endúr

FIXED REMUNERATION IN 2023

Fixed remuneration for the senior executives consists of their annual base salary during the period they serve on the executive team. The Remuneration Committee reviews fixed salaries for the senior executives annually, considering a number of relevant factors, including market data, the individual's performance, role and responsibilities.

Endúr applies standard employment contracts and standard terms and conditions regarding notice period and severance pay (6 to 12 months), which shall be deductible to other income. Internal board assignments and similar internal positions are not remunerated separately.

VARIABLE PAY IN 2023

BONUS SCHEME

The board of Endúr resolved a one-year variable bonus scheme for the Company's senior executives and other key employees. The purpose of the bonus scheme is to motivate and incentivize in particular the senior executives and key employees with genuine and direct influence on the operational performance and financial results of the company. Bonus for senior executives of Endúr is calculated based on EBITA (GAAP) in excess of a hurdle equal to, but not as a rule, budgeted EBITA. The hurdle level is calculated on a post subsidiary bonus calculation / allocation-basis. Costs pertaining to group corporate transactions, herein acquisitions, wind-downs, divestments, restructuring and refinancing, shall be excluded from any bonus calculation and allotment in Endúr. The bonus payment for employees in the parent company Endúr was for the financial year 2023 limited to maximum 1x annual salary.

Any payment under the bonus scheme is also conditional on the Company and its subsidiaries achieving a certain target / hurdle EBITA level, and provided that any bonus payment does not result in a negative group EBITA. The Company and its subsidiaries shall also remain compliant with all loan agreement requirements ("covenant compliant") post any bonus payment / allocation.

SHARE OPTION PROGRAMME FOR SENIOR EXECUTIVES

The board of Endúr resolved a share option program for 2022 and 2023 comprising the Company's senior executives, as well as other key employees of the Company and of its subsidiaries. Taking into consideration the crucial and above expectations contribution of the chairperson of Endúr, the board resolved to include the chairperson in the program. In 2023, a total of 280.000 share options / warrants were issued, each option with a right of issuance or purchase of 1 share in Endúr.

The purpose of the share option plan is to further align the interests of the Company, its shareholders and the senior executives of the Company and other key employees of the Company and of its subsidiaries. The awards of options shall give an interest/stake in the Company parallel to that of the shareholders, enhancing the interests and commitment of the executives to the Company's continued long-term success and progress, and motivate for individual achievement and contributions. The share option program shall enable the Company to attract and retain senior executive and other key employees.

The option program is based upon annual nominations and is not an unconditional continuous right. The Company's board allocated options to the Company's senior executives. The Company's CEO allocated options to other key employees. The allocation of options to the chairperson of the board was subject to approval at the ordinary general meeting. The strike price was NOK 40,8 at the time of the grant of the options plus 10 per cent, to ensure that only value creation from allocation onwards is rewarded. The vesting period is 1 year from the date of allocation, with a 3-year exercise period, subject to the participant's continued employment. For the chairperson, option exercise is subject to him still holding the position as chairperson at the time of exercise. Options not exercised by the expiration date will lapse without consideration.

SHARE PURCHASE PROGRAMME

The Board adopted a general share purchase program for all employees of the Company and of its subsidiaries. Senior executives were invited to participate on equal terms and conditions as non-executives. The program entails share purchase with a 20 % discount and the benefit received by the discount has been included in the total remunerations table below as variable remuneration, one-year variable.

BENEFITS

Endúr provides a limited number of benefits to the senior executives, including pension contribution, insurance schemes and other fringe benefits.

PENSION BENEFIT AND INSURANCE

The senior executives participate in the Company's defined contribution pension scheme and insurance schemes on standard terms and same terms and conditions as non-executives. Senior executives are not entitled early retirement pension.

OTHER BENEFITS

Other benefits awarded to the senior executives includes car allowance, telephone, and other minor benefits "in natura".

REMUNERATION OF SENIOR EXECUTIVES

Name	Role	Period	Financial year	Fixed remuneration		Variable remuneration		Extra ordinary items	Pension Benefit	Total remuneration	Proportion of variable remuneration
				Base salary incl. holiday pay	Fringe benefits	One-year variable ¹	Multi-year variable				
Jeppe Raaholt	CEO Endúr ASA	From Oct 2021	2023	3 438 200	130 965	3 113 433			95 660	6 778 257	46 %
			2022	2 894 923	152 627	32 500			90 348	3 170 398	1 %
Einar Olsen	CFO Endúr ASA	Aug 2022 (interim CFO from Apr 2022)	2023	2 702 346	176 289	2 613 433			95 660	5 587 728	47 %
			2022	2 333 897	154 210	4 500			90 348	2 582 955	0 %

Table 4 – Details of the total remuneration paid to the senior executives in 2023 and 2022. Variable remuneration for 2023 is accrued as of year-end 2023, see details in the table 5 below.

PERFORMANCE OF SENIOR EXECUTIVES IN THE REPORTED FINANCIAL YEAR

Name	Role	Performance criteria	Maximum award	Measured performance	Award outcome
Jeppe Raaholt	CEO Endúr ASA	EBITA excess of hurdle level ²	1x annual salary	100 %	3 400 000
Einar Olsen	CFO Endúr ASA	EBITA excess of hurdle level ²	1x annual salary	100 %	2 756 000

Table 5 – Details of the one-year variable remuneration of senior executives in the reported financial year based on performance criteria.

¹ One-year variable consist of bonus achieved in the prior year and includes benefit received from share price discount from share purchased under the company's general share purchase program.

³ EBITA (GAAP) in excess of a hurdle equal to, but not as a rule, budgeted EBITA. The hurdle level is calculated on a post subsidiary bonus calculation / allocation-basis. Costs pertaining to group corporate transactions, herein acquisitions, wind-downs, divestments, restructuring and refinancing, are excluded from the calculation.

CHANGE IN SENIOR EXECUTIVE REMUNERATION

Name	Role	Period	Remuneration type	2019 vs. 2018	2020 vs. 2019	2021 vs. 2020	2022 vs. 2021	2023 vs. 2022
Jeppe Raaholt	CEO Endúr ASA	Oct 2021 -	Annual base salary	na.	na.	na.	0 %	10 %
			Total remuneration	na.	na.	na.	-1 %	100 %
Einar Olsen	CFO Endúr ASA	Aug 2022 - (interim CFO from Apr 2022)	Annual base salary	na.	na.	na.	5 %	6 %
			Total remuneration	na.	na.	na.	13 %	101 %

Table 6 – Change in remuneration for the senior executives during the last 5 years. Base salary have been annualized for meaningful comparison. None of Endúr's senior executives during and at year end 2023, were employed by the company prior to 2021. Change in in Total remuneration from 2022 to 2023 is related to variable remuneration achieved in 2022, and paid to executive management in 2023.

ANNUAL CHANGE IN THE COMPANY'S PROFIT FOR THE YEAR AND AVERAGE REMUNERATION TO ALL EMPLOYEES IN ENDÚR GROUP EXCL. DIRECTORS

	2019	2020	2021	2022	2023
Operating profit before depreciation and amortization (EBITDA) in NOK million	18,3	-24,1	138,9	230,0	239,7
Earnings before tax (EBT) in NOK million	-8,2	-532,0	-112,2	14,3	-32,8
Change in average pay for employees other than senior executives	-8 %	10 %	11 %	6 %	11 %

Table 7 – Details of the Company's operation profits (both EBITDA and EBIT) from 2019 to 2023 and year on year change in average pay for employees other than senior executives for the same period.

SHARE-BASED REMUNERATION

Specification of plan	Performance period/conditions	Award date	Vesting date	End of holding period	Exercise period	Strike price of the share
Share option program 2022	Employed at exercise	28/02/2022	01/03/2023	01/03/2026	01/03/2023-01/03/2026	NOK 41,25 (NOK 37,5 + 10 %)
Share option program 2023	Employed at exercise	05.06.2023	06.06.2024	06.06.2027	06/06/2024-06/06/2027	NOK 44,88 (NOK 40,8 + 10 %)

Table 8 – Details of all share option programs for Senior Executives of Endúr and other key employees of the Company and of its subsidiaries

OPTIONS OWNED BY SENIOR EXECUTIVES AND BOARD MEMBERS

Name of director	Position	Options at beginning of year	Options awarded during the year (unvested)	Options expired during the year ¹	Specification of end balance 31.12.2023		Total share options at end of 31.12.2023
					Unvested share options at end of 31.12.2023	Vested share options at end of 31.12.2023	
Pål Reiulf Olsen	Chair of the board	10 000	10 000	-	10 000	10 000	20 000
Jeppe Raaholt	CEO Endúr ASA	51 471	40 000	11 471	40 000	40 000	80 000
Einar Olsen	CFO Endúr ASA	32 006	30 000	2 006	30 000	30 000	60 000

Table 9 – Details of all options owned by senior executives of the Company and of the chairperson of the Company's board of directors

¹ As part of the transaction regarding the acquisition of BMO Entreprenør AS in 2020, Endúr issued 250 000 share options (12,5 million options before share consolidation of 50:1) to the sellers of BMO Entreprenør AS. Jeppe Raaholt and Einar Olsen was previously employed in BMO Entreprenør prior to the acquisition and was awarded options. Award date was 17 December 2020, with strike price NOK 60 (NOK 1,2 before the share consolidation 50:1). For the allocated options, 50 % vested 30 June 2021, with an exercise period of 1 year and 50 % with vesting date was 30 June 2022 with an exercise period of 1 year.

SHARE OWNERSHIP OF DIRECTORS AND SENIOR EXECUTIVES

Directors at year end 2023	Role	No. of shares at YE 2023	Change during 2023
Pål Reiulf Olsen ¹	Chairperson	93 363	48 363
Bjørn Finnøy ²	Director	8 598 313	954 672
Hedvig Bugge Reiersen	Director	-	-
Kristine Landmark	Director	21 000	-
Pål Skjæggestad ³	Director, elected May 2023	14 000	14 000
Senior executives at year end 2023	Role	No. of shares at YE 2023	Change during 2023
Jeppe Raaholt ⁴	CEO Endúr ASA	209 685	29 685
Einar Olsen ⁵	CFO Endúr ASA	32 843	12 185
Others having served in 2023	Role	No. of shares at YE 2023	Change during 2023
Jörn Ryberg ⁶	Director, until May 2023	1 799 789	50 879

Table 10 – Details of share holdings of Director's and senior executives served during 2023 as well as changes during the year

¹ Shares held in Poca Invest AS, a closely associated company.

² Shares held in Artec Holding AS, a closely associated company.

³ Shares held in Skjæggestad Invest AS, a closely associated company.

⁴ Shares held in Råbjørn AS, a closely associated company.

⁵ Shares held in Red Devil Holding AS, a closely associated company.

⁶ Shares held in Jörn Ryberg Holding AB, a closely associated company.

STATEMENT OF THE BOARD OF DIRECTORS

The Board of Directors has today processed and approved the remuneration report of Endúr Group for the 2023 financial year. The remuneration report has been prepared in accordance with Sections 6-16b of the Public Limited Liability Companies Act and the accompanying regulations.

The Remuneration report will be presented to the General Meeting on 23 May 2024 for an advisory vote.

Lysaker, 24 April 2024
Board of Directors and
CEO of Endúr ASA

Pål Reiulf Olsen
(Chairperson)
-sign

Jeppe Bjørnerud Raaholt
(CEO)
-sign

Bjørn Finnøy
-sign

Kristine Landmark
-sign

Hedvig Bugge Reiersen
-sign

Pål Skjæggestad
-sign