



Remuneration report 2022

For Aker Carbon Capture ASA

Remuneration of Executives of Aker Carbon Capture ASA

Advisory vote by the General Assembly on 18 April 2023.

In accordance with the Norwegian Public Limited Liability Companies Act section 6-16 b, the Board of Directors of Aker Carbon Capture ASA has prepared a report on the salary and other remuneration of the Chief Executive Officer and senior executives of the company awarded or due in 2022.

This report regards remuneration of the following executive management of 2022:

- Chief Executive Officer (CEO) – position currently held by Valborg Lundegaard
- Chief Financial Officer (CFO) – position currently held by Egil Fagerland
- Chief Project Officer (CPO) – position currently held by Erik Langholm
- Chief Commercial Officer (CCO) – position currently held by Jon Christopher Knudsen
- Chief Technology Officer (CTO) – position currently held by Jim Stian Olsen
- General Counsel – position currently held by Pernille Brente
- People & Organization Director – position currently held by Nina Westgaard

1. Introduction, scope, and purpose

This remuneration report 2022 provides an overview of remuneration of the executive management of the company in 2022 in relation to the company's Executive Remuneration Guidelines as approved by the annual general meeting on 19 April 2022 pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a. This report has been prepared in accordance with the Norwegian Public Limited Liability Companies Act section 6-16 b.

No deviations from the guidelines have been applied for 2022.

The company's Executive Remuneration Guidelines are designed to align with the company's overall business strategy, and long-term interests. The main purpose of the company's remuneration of executive management is to attract and retain executives, to align interests between executives and the company's shareholders and to encourage a strong and sustainable performance-based culture which supports the company's overall strategic ambitions and goals over time. The total remuneration of the executive management is therefore constructed as a combination of fixed salary and variable compensation.

A competitive fixed salary shall be paid to attract and retain high-quality and experienced executives and to provide appropriate remuneration for their important role in the company. This is required to support the recruitment and retention of executives of the caliber required to implement the company's strategy. The variable compensation is designed to ensure alignment between performance and remuneration and increase shareholder value while retaining key employees.

In addition to remuneration to the executive management, section 2 of this report contains information on compensation to the Board of Directors of Aker Carbon Capture for 2022.

2. Remuneration to the Board of Directors

The General Assembly determines the compensation to the Board of Directors based on a proposal from the Nomination Committee. At the 2023 annual general meeting the Nomination Committee proposes the compensation payable for the period between the 2022 annual general meeting and the 2023 annual general meeting.



The Board of Directors did not receive any other fees than those listed in the table below. The members of the Board of Directors have no agreements that entitle them to any extraordinary remuneration.

The fees in the table below represent expenses recognized in the income statement based on assumptions about fees to be approved at the annual general meeting rather than actual payments made.

Amounts in NOK thousand	2022			2021		
	Period	Audit Committee	Board fees	Period	Audit Committee	Board fees
Henrik Overgaard Madsen	Jan-Apr	—	200	Jan-Dec	—	533
Kristian Røkke	Jan-Dec	55	523	Jan-Dec	60	307
Øyvind Eriksen	Jan-Apr	—	103	Jan-Dec	—	307
Oscar Fredrik Graff	Jan-Dec	—	320	Jan-Dec	—	307
Nina Jensen	Jan-Dec	—	320	Jan-Dec	—	307
Liv Monica Stubholt	Jan-Dec	220	320	May-Dec	105	207
Linda Litlekalsøy Aase	Jan-Dec	—	217	Jun-Dec	—	181
Bent Christensen	May-Dec	—	217	n.a.	—	—
Åse Marit Hansen	May-Dec	—	217	n.a.	—	—

Employees of Aker companies do not receive the remuneration personally, and payment is made to their respective employer company. Therefore, the fees for Øyvind Eriksen, Kristian Røkke, and Linda Litlekalsøy Aase (Jan-Apr 2022) are paid to employer company. For Nina Jensen, 50 percent of the fee is paid to REV Ocean AS. NOK 108 thousand of the fee to the employee elected representative is paid to a dedicated competence fund, in agreement with the union.

3. Remuneration to executive management

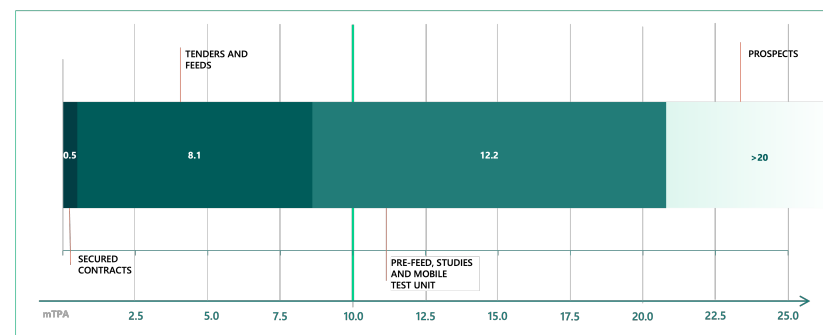
3.1 Overview of financial year 2022

Aker Carbon Capture was established as a standalone company in the summer of 2020, following more than 15 years of developing carbon capture technology and solutions in the Aker group. The proprietary technology with unique HSE characteristics includes the company’s advanced solvent portfolio, Anti-Mist design and solutions for minimizing net energy use.

The company’s revenues increased from NOK 363 million in 2021 to NOK 781 million in 2022, primarily driven by increased activity on the Brevik CCS and Twence CCU projects. Operating loss ended at negative NOK 223 million, compared to negative NOK 195 million in 2021. The higher operating loss was primarily caused by an increase in salary and personnel costs as well as other operating expenses in line with increasing activity levels and growth ambitions of the company. Loss for the period was negative by NOK 204 million, compared to NOK 192 million in 2021.

Information about key events for the financial year 2022 and Aker Carbon Capture’s overall performance is found in the 2022 Annual Integrated Report on the Aker Carbon Capture home page: www.akercarboncapture.com.

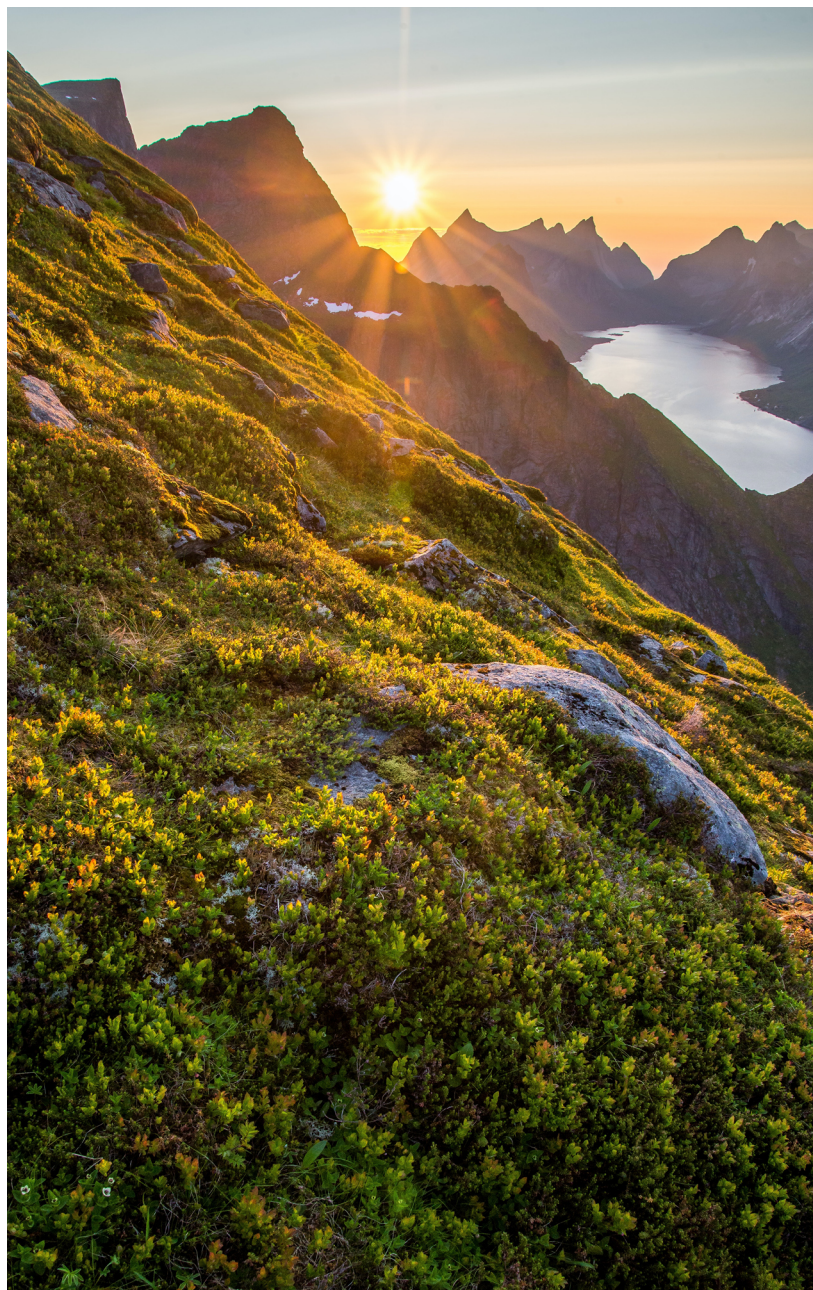
3.2 Company and individual targets



As the Annual Integrated Report states, Aker Carbon Capture has a long term “10 in 25” strategic target. This means securing contracts to capture 10 million tonnes per annum CO2 by 2025. The company objectives are all important success factors toward this journey and are closely linked to the overarching long term strategic target. Given its high strategic importance, order intake is weighted the highest.

The main company performance objectives used in 2022 for the executive management’s achievement of variable remuneration, which is described in further detail under section 3.3 below, are related to the following:

- Order intake and delivery of key milestones on carbon capture projects
 - Securing new contracts
 - Norcem Brevik CCS
 - Twence CCU
 - NZT FEED
- Business development
 - Establish market presence in North America through partnering
- Technology development and innovation
 - Qualify/verify technology for new customer segments
 - Establish strategic relationships by securing MoUs/agreements/projects with academic/scientific partner(s) in key strategic markets
- Partnering
 - Sign MoU/agreement with four strategic partners (technology, execution, transportation, storage)
- Share price
 - Positive share price development relative to the “Global Clean Energy ETF”
- ESG
 - MSCI rating A or better
 - Establish LCA analysis baseline for all EPC projects



In addition to the company objectives stated above all executive managers have personal objectives. These objectives are linked to the company objectives consistent with their area of responsibility as well as individual developments.

3.3 Remuneration awarded or due in 2022

In 2022, the remuneration to executives consisted of a combination of fixed salary and variable pay. The executive management received between 20%-35% (25%-45% in 2021) of their total remuneration as variable pay (excluding extraordinary items). The ratio of the CEO's compensation to median compensation for all employees was 3.6 for 2022 and 3.6 for 2021.

The average base salary for non-executive employees:

Amounts in NOK thousand	2022	2021	2020
Average base salary	1,021	1,008	1,012
Annualized change amount	13	(4)	—
Annualized change %	1.3 %	(0.4)%	—

A competitive remuneration contributes to attract and retain high-quality and experienced executives of the caliber required to implement the company's strategy. The variable compensation is designed to ensure alignment between performance and remuneration and increase shareholder value while retaining key employees.

3.4 Fixed remuneration

The fixed remuneration to the CEO is recommended by the chair of the board and approved by the Board of Directors on an annual basis. The remuneration to the remaining executive management shall be approved by the CEO, in consultation with the chair of the board, and informed to the Board of Directors of Aker Carbon Capture on an annual basis.

The fixed base salaries are based on the following objective criteria:

- Scope and responsibility of the position
- Skills, experience, and performance
- Salary level relative to the market

3.5 Variable remuneration/annual variable pay scheme

The annual variable pay program for executive management is assessed against annual performance targets that signal and reward the strategic and operational results and behaviors expected for the year that contribute to the long-term, sustainable value creation for Aker Carbon Capture.

All employees of Aker Carbon Capture participate in this in this variable pay program, with the same company objectives as the executive management.

Payment under the variable pay program is recommended by the CEO and approved by the board on an annual basis. The payments are subject to a discretionary assessment based on the two components:

- 50% is related to delivery of the company objectives
- 50% is related to delivery of personal performance objectives during the year

The variable remuneration is earned over a period of one year and the maximum achievable payment is 100% of annual base salary for the CEO and between 50-70% for the other members of the Executive Management Team.

The definition of the company objectives and fulfillment assessment is subject to the chair and Board of Directors' approval and subsequent discretionary assessment. For the CEO, individual objectives are approved and assessed by the chair. For executives the individual objectives are set and assessed by the CEO.

In 2022, the executives received variable remuneration of 50% (80%-85% in 2021) of the individual bonus potential, due to the combination of achieved company objectives and individual performance objectives. The fulfillment of company measures is mainly connected to the achievements described in section 2.

For further information about the remuneration awarded or due in 2022-2020 see the table on the next page.

For variable pay, the amounts in the table represent what has been recognized in the income statement rather than actual payments made in the year. Amounts include holiday pay earned and recognized in the income statement in the year, where applicable, and the amounts for 2021 have been changed to reflect the same principle.

Amounts in NOK thousand												
Name of executive, position	Period ¹	Fixed remuneration		Variable remuneration		Extra ordinary items ³	Total remuneration ⁴	Pension expense ⁵	Proportion fixed vs variable remuneration		Annualized change	
		Base salary	Fringe benefits ²	One-year variable	Multi-year variable				Fixed	Variable	Amount	Percent
Valborg Lundegaard, Chief Executive Officer	2022	3,750	41	2,155	—	—	5,946	194	64%	36%	(1,481)	(20)%
	2021	3,666	30	3,730	—	—	7,426	96	50%	50%	930	34 %
	Aug - Dec 2020	1,237	15	1,456	—	—	2,707	107	46%	54%	—	—
Egil Fagerland, Chief Financial Officer	2022	2,127	5	758	—	140	3,030	105	70%	30%	(83)	(4)%
	Apr - Dec 2021	1,264	6	925	—	140	2,335	63	54%	46%	—	—
Pernille Brente, General Counsel	2022	1,572	17	435	—	—	2,024	206	79%	21%	(97)	(5)%
	2021	1,518	32	571	—	—	2,121	197	73%	27%	—	—
Erik Langholm, Chief Project Officer	2022	2,029	21	800	—	—	2,850	152	72%	28%	(458)	(14)%
	2021	1,984	18	1,306	—	—	3,308	91	61%	39%	—	—
Jon Christopher Knudsen, Chief Commercial Officer	2022	2,034	13	802	—	—	2,849	107	72%	28%	(458)	(14)%
	2021	1,989	10	1,309	—	—	3,308	85	60%	40%	—	—
Jim Stian Olsen, Chief Technology Officer	2022	1,602	14	647	—	—	2,263	107	71%	29%	(204)	(8)%
	2021	1,518	8	941	—	—	2,467	85	62%	38%	—	—
Nina Westgaard, People & Organization Director	2022	1,864	9	525	—	—	2,398	111	78%	22%	(181)	(21)%
	Sep - Dec 2021	571	3	286	—	—	860	30	67%	33%	—	—

1. In January 2021, the company formally established its Executive Management Team consisting of the CEO, CCO, CPO, CTO and General Counsel. The company recruited the CFO and People & Organization Director positions in 2021.

2. Fringe benefits include membership in the standard employee benefit scheme and an additional executive group life and disability insurance.

3. Non-recurring compensation including sign-on and retention bonus.

4. The total remuneration equals the sum of fixed remuneration, variable remuneration and extraordinary items.

5. Main characteristics of the retirement pension plan: The Executive Management Team participates in the standard pension and insurance schemes applicable to all employees. The company does not have any defined benefit plans. The CEO and CPO were employed by Aker Solutions in 2008 when the company changed to defined contribution plan and is part of a compensation plan which has been transferred to Aker Carbon Capture. The compensation amount is adjusted annually in accordance with the adjustment of the pensionable income, and accrued interest according to market interest. The compensation plan is an unfunded plan and is calculated using an earned balance method.

3.6 Share based remuneration

The company has not granted remuneration to the executive management in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the company or in other companies within the group.

The share price development is included as one of the corporate objectives, and all employees including executive management are invited to join share purchase programs from time to time.

3.7 Use of the right to reclaim remuneration

No remuneration has been reclaimed in 2022.

4. Directors' and executive management's shareholding

Shares in Aker Carbon Capture owned by directors and members of the executive management and their related parties as of 31 December:

	Job title	Number of shares
Linda Littlekalsøy Aase	Director	19,551
Valborg Lundegaard	Chief Executive Officer	30,581
Egil Andre Fagerland	Chief Financial Officer	4,317
Erik Langholm	Chief Project Officer	13,417
Jon Christopher Knudsen	Chief Commercial Officer	41,356
Jim Stian Olsen	Chief Technology Officer	10,725
Pernille Brente	General Counsel	4,628

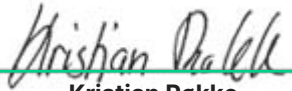
The overview includes only direct ownership of shares in Aker Carbon Capture ASA.



The Board of Directors has today adopted the report on remuneration of executives of Aker Carbon Capture for the financial year 2022. The report has been prepared in accordance with the Norwegian Public Limited Liability Companies Act section 6-16 b and will be presented to the General Assembly on 18 April 2023 for an advisory vote.

Fornebu, 14 March 2023

Board of Directors and Chief Executive Officer of Aker Carbon Capture ASA



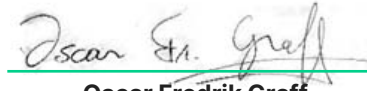
Kristian Røkke

Chair



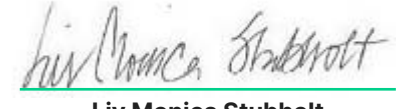
Nina Jensen

Director



Oscar Fredrik Graff

Director



Liv Monica Stubholt

Director



Linda Litlekalsøy Aase

Director



Bent Christensen

Director



Åse Marit Hansen

Director



Valborg Lundegaard

Chief Executive Officer



Auditor's report

Independent auditor's assurance report on salary and other remuneration to directors

To the General Meeting of Aker Carbon Capture ASA

Independent auditor's assurance report on salary and other remuneration to directors

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Aker Carbon Capture ASA report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2022 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

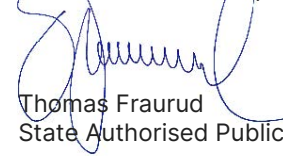
We are independent of the company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities 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.

Oslo, 14 March 2023
PricewaterhouseCoopers AS



Thomas Fraurud
State Authorised Public Accountant

Aker Carbon Capture ASA

Oksenøyveien 8, 1366 Lysaker, Norway

www.akercarboncapture.com

Media contact

Yannick Vanderveeren

Mob: +47 458 36 358

Email: yannick.vanderveeren@akercarboncapture.com

Investor contacts

David Phillips

Mob: +44 7710 568279

Email: david.phillips@akercarboncapture.com

Christian Yggeseth

Mob: +47 915 10 000

Email: christian.yggeseth@akerhorizons.com

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