

Remuneration Policy for Executive Management in Capsol Technologies ASA

1. Introduction This remuneration policy (the "Policy") has been prepared in accordance with Section 6-16a of the Norwegian Public Limited Liability Companies Act and the "Forskrift om retningslinjer og rapport om godtgjørelse for ledende personer." The Policy provides the framework for remuneration of executive management in Capsol Technologies ASA (the "Company") and will be submitted to the Annual General Meeting ("AGM") for approval. It aims to ensure alignment between executive remuneration, the Company's strategy, and the interests of shareholders.

2. Purpose and Principles The purpose of this Policy is to:

- Attract, retain, and motivate qualified executives essential to the Company's success.
- Align the interests of executives with shareholders by fostering long-term value creation.
- Promote sustainable business practices and ethical leadership.
- Provide a clear and transparent framework for remuneration.

The remuneration structure reflects the complexity and responsibilities of the roles while maintaining competitiveness in the market.

3. Components of the Remuneration Package

The executive remuneration package comprises the following components:

3.1 Fixed Cash Remuneration

- Executives receive a base salary reflecting their role, responsibilities, and market benchmarks.
- Salaries are reviewed annually to ensure alignment with market conditions and internal equity.

3.2 Variable Pay Variable pay is designed to reward performance and consists of:

a) Short-Term Incentives (STI):

- Annual bonuses are based on the achievement of pre-determined financial, operational, and individual performance targets.
- Targets include corporate KPIs, such as revenue growth, share price performance, and strategic milestones.
- The maximum STI is capped at 75% of the base salary.

b) Long-Term Incentives (LTI):

- The LTI program includes Restricted Share Units (RSUs) and Performance Share Units (PSUs).
- RSUs
 - Allocated based on performance and retention criteria
 - Vesting is dependent on employee remaining with the company at the time of vesting date
 - Vest over three years (33.3% annually)
- PSUs
 - Allocated based on performance and retention criteria
 - Vest on the three-year anniversary of allocation
 - Vesting is dependent on employee remaining with the company at the time of vesting date
 - Vesting is also conditional on achieving targets for Total Shareholder Return (TSR), revenue growth and other individual performance criteria.
 - All PSUs shall include a TSR criteria of minimum 30% increase over the share price on the issuing date.

3.3 Share Purchase Program

- All employees, including executives, may purchase shares at a discount, with a limit of 10% of their annual base salary.
- Shares purchased under this program are subject to a lock-up period to qualify for the discount.
- The discount will typically be calculated relative to the lock-up period and be between 10% and 20% depending on factors such as volatility, duration of the lock period and risk free rate.

3.4 Share option program

The company has an existing share option program but does not intend to issue new share options.

3.4 Pension and Insurance

- Executives participate in the Company's standard pension scheme, contributing 7% of salaries up to 7.1G and 20% from 7.1G to 12G.
- Insurance benefits include health, travel, and other coverage provided to all employees.

3.5 Other Benefits

- Executives are eligible for benefits such as flexible working arrangements, parking, and lunch subsidies.
- Benefits are designed to remain competitive and represent a minor proportion of the total remuneration package.

4. Board Remuneration

- The AGM determines remuneration for the Board of Directors (the "**Board**") and its sub-committees, following recommendations from the Nomination Committee. Board remuneration reflects responsibility, workload, market practice and complexity of the business.

5. Governance

- The Board reviews and approves the CEO's remuneration annually.
- The Remuneration Committee, in consultation with the CEO, recommends remuneration for other executives to the Board for approval.
- The Policy is reviewed and submitted for approval at least every four years or upon significant revisions.

6. Extraordinary Circumstances

- Additional remuneration may be granted in extraordinary circumstances, such as recruitment, retention, or significant additional responsibilities.
- Such remuneration requires Board approval and is capped at 100% of the base salary.

7. Deviation from the Policy

- The Board may deviate from the Policy in specific cases where it is necessary to safeguard the Company's long-term interests or financial viability. This right applies to any and all provisions in this Policy.

- Before the Board may resolve to deviate, the Remuneration Committee shall prepare and submit a written and reasoned proposal. The Board shall consider the Remuneration Committee's proposal and shall only approve a deviation where it assesses that the criteria in this point 6 are met.
- Any deviations are documented and disclosed in the annual remuneration report.

8. Relation to the remuneration and employment terms for other employees

In preparing the Executive Remuneration Guidelines, consideration was given to the salaries and employment terms of the Company's other employees. To do this, the Board took into consideration information concerning the employees' remuneration and remuneration components, as well as the rate of increase in remuneration over time, as part of their assessment of whether the Guidelines are reasonable.

9. Terms relating to termination of employment and severance pay

All executive management are employed under standard employment contracts with terms and conditions consistent with industry standard, including on issues such as notice period and severance pay in the event of termination. Severance pay corresponding to a maximum of 12 months of fixed cash remuneration may be payable to executives.

10. Transparency and Reporting

- The Company prepares an annual remuneration report in accordance with Section 6-16b of the Norwegian Public Limited Liability Companies Act.
- The report is presented to the AGM for an advisory vote and made publicly available on the Company's website.
- In preparing the Policy, the Board has considered shareholders' views on the Policy, the outcome of the general meeting vote on the Policy, and the executive remuneration reports published since the Policy were last approved, as required by law. At the 2025 AGM, the current Policy was adopted with broad shareholder support. The annual remuneration reports have not given rise to any material shareholder concerns, questions or objections.

11. Approval and Effective Date This Policy is effective upon approval by the AGM and remains valid until amended or replaced by a subsequent resolution.

Resolution Proposal: The AGM resolves to approve the Remuneration Policy for Executive Management in Capsol Technologies ASA as presented. The Board is authorized to implement the Policy and make necessary adjustments to ensure compliance with applicable laws and regulations.