The State's Guidelines for the Remuneration of Senior Executives in Companies with State Ownership

(Stipulated by the Ministry of Trade, Industry and Fisheries on 30 April 2021[1])

PART I

1 Purpose and scope

The state's expectations for companies in which the state has an ownership interest are specified in the Report to the Storting regarding the state's direct ownership of companies[2]. The purpose of the State's guidelines for the remuneration of senior executives is to provide an overview and more detailed description of the state's expectations as owner in connection with remuneration for senior executives in companies in which the state has an ownership interest.[3] The state's expectations apply to the entire corporate group.

Sections 6-16 a and 6-16 b of the Norwegian Public Limited Liability Companies Act and associated statutory provisions require the boards of listed companies to prepare guidelines for remuneration of senior executives (the board's guidelines), as well as a report on remuneration to senior executives (remuneration report) to be considered by the general meeting. In unlisted companies with a state ownership interest, the state will propose stipulating in the company's articles of association that the provisions in the Norwegian Public Limited Liability Companies Act relating to the board's guidelines and remuneration report shall apply to the company.[4]

The state's guidelines outline the considerations that the state will take into account when assessing the board's guidelines and remuneration report, including the structure, level and development of the remuneration of senior executives.[5] As a starting point, the state will vote against schemes that are contrary to the state's guidelines. Exceptions may be considered if, for example, deviations from the state's guidelines are adequately justified in the board's guidelines or remuneration report.

The state's guidelines consist of general expectations linked to all remuneration received by senior executives and specific expectations relating to certain remuneration components. Part II of the guidelines includes more detailed remarks regarding the expectations for guiding purposes.

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[1] These guidelines replace the guidelines dated 13 February 2015.
[2] Currently Meld. St. 8 (2019-2020) *The state's direct ownership of companies – Sustainable value creation.*
[3] Considered "senior executives", are the CEO and the rest of the management group in the company, including any others who are deemed to be "senior executives", cf. Section 7-31b of the Norwegian Accounting Act.
[4] This will not be proposed for companies that are defined as "small businesses" pursuant to Section 1-6 of the Norwegian Accounting Act, unless this is considered appropriate. This will also not be proposed for Folketrygdfondet (The National Insurance Scheme Fund), which is already governed by the provisions in the Norwegian Securities Trading Regulations relating to remuneration through a mandate for the management of the Government Pension Fund Norway stipulated by the Ministry of Finance.
[5] In companies where the board does not prepare guidelines and remuneration reports, the state assesses the remuneration schemes by means of other information.

2 General expectations

The state expects that:

A. The remuneration shall promote attainment of the company's goals and sustainable value creation for the owners, including that the remuneration shall contribute to the company's strategy, long-term interests and financial sustainability.
B. The remuneration is competitive, but shall not be market-leading, and shall be set with due regard to the principle of moderation.
C. The fixed salary shall be the primary component of a remuneration scheme.
D. The remuneration schemes are not unreasonable, do not have adverse effects on the company or undermine its reputation.
E. The company shall be transparent about the structure, level and development of remuneration of senior executives, including that the remuneration schemes are clearly understandable to owners, senior executives and other stakeholders.
F. The board describes how it follows-up the state's guidelines in subsidiaries[6].
G. The board takes ownership of, and actively works with, the board's guidelines for remuneration of senior executives, the remuneration report and the CEO's remuneration.

3 Specific expectations relating to certain remuneration components

3.1 Bonus, share programmes and options

The state expects that:

A. The company provides sufficient information about the performance-based remuneration in the board's guidelines for it to be possible to assess whether the scheme promotes the company's goals and strategies, provides incentives and is genuinely variable.
B. Performance-based remuneration shall be based on relevant, transparent and quantifiable criteria.
C. The maximum achievable bonus does not exceed 50 per cent of the fixed salary.
D. Share programmes[7], including long-term incentive schemes[8] (LTI), have a minimum lock-in period[9] of three years, irrespective of whether the senior executive is still employed at the company.
E. The aggregate total of the achievable bonus and share programmes in listed companies shall not exceed 80 per cent of the fixed salary.
F. Options or schemes that resemble options shall not be used.
G. The company seeks the right to demand the repayment of any performance-based remuneration that has been paid on the basis of facts that were self-evidently incorrect, or as the result of misleading information from the individual in question.

3.2 Pension

The state expects that:

A. Pension conditions for senior executives shall be on a par with the conditions accorded to the company's other employees.

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[6] Cf. Section 1-3 (3) of the Norwegian Public Limited Liability Companies Act / the Norwegian Private Limited Liability Companies Act

[7] By *share programme* is meant schemes involving direct ownership of shares without the prior existence of an option. This can involve the employee receiving shares as payment, discount on share purchases or as a bonus payment contingent upon the purchase of shares.

[8] Long-term incentive schemes (LTI) are considered to be share programmes. An LTI is a performance-based remuneration scheme in which the net amount after tax must be invested in the company's shares with a lock-in period.

[9] Lock-in period following allocation of remuneration after a potential accrual period.

B. The pension-qualifying income for the retirement pension does not exceed the maximum limit in the tax-favoured joint pension schemes in Norway (currently 12 G).
C. For defined-benefit pension agreements, any defined pension earned from other positions is taken into consideration and the total pension payment shall not exceed 66 per cent of salary up to 12 G.
D. When a senior executive is no longer employed at the company, no pension expenses in excess of what is stipulated in a potential tax-favoured defined-benefit scheme shall accrue.

3.3 Severance pay[10]

The state expects that:

A. If the company enters into an agreement for severance pay, the total agreed severance pay and salary during the period of notice shall not exceed 12 months' salary.
B. Severance pay will be reduced correspondingly (krone for krone) if, during the severance pay period, the senior executive commences in a new position, obtains new paid positions or receives income from business activities in which he/she is an active owner.
C. If the senior executive takes the initiative to terminate the employment arrangement, no severance pay shall be granted.

4 Effective date and implementation

The state's guidelines for remuneration of senior executives were adopted on 30 April 2021. The state expects the state's guidelines to be followed up in the board's guidelines that are presented at the annual general meeting in 2022.

Part II - Remarks

1 Introduction

In order to provide guidance with regard to the state's expectations that are stipulated in Part I of the Guidelines, more detailed remarks are included in Part II. These remarks clarify, explain and provide examples of the state's expectations.

2 Remarks relating to the general expectations

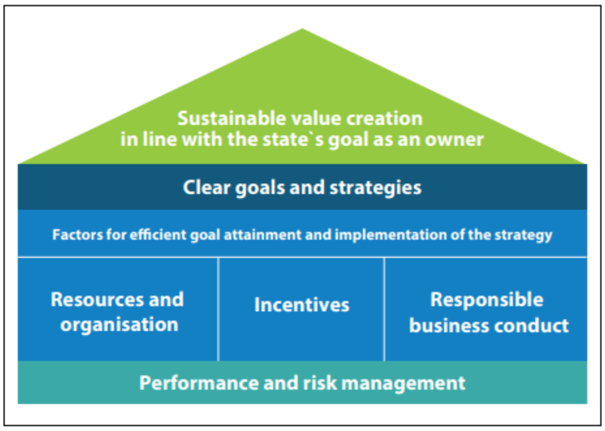
The state expects that:

A. The remuneration shall promote attainment of the company's goals and sustainable value creation for the owners, including that the remuneration shall contribute to the company's strategy, long-term interests and financial sustainability.

The state's goals as owner are the highest possible return over time or most efficient possible attainment of public policy goals. The state expects that the company has an overarching plan for sustainable value creation and prepares and implements clear goals and strategies for realising the plan, see the figure below. Good remuneration schemes reflect the company's goals and strategies, and this is particularly relevant for performance-based remuneration and incentive-based schemes in the form of bonus and share programmes etc. In order for performance-based remuneration to contribute to the attainment of the company's goals and sustainable value creation for the owner, it is a prerequisite that there is a clear connection

[10] *Severance pay* comprises compensation in connection with resignation and may include salary after termination of employment, work-free periods, other financial benefits and benefits in kind.

between the criteria for the performance-based remuneration and the company's goals and strategies.



Areas of expectation relating to the company's corporate governance

In order for performance-based remuneration to stimulate the desired behaviour, the performance criteria should be linked to both the company's overarching goals and to quantifiable factors that the individual can influence through his/her own efforts. The compensation should further reflect achieved results that are exceeding expectations. Performance-based remuneration shall mirror value creation for the owner and shall not, in practice, be a fixed salary component. For example, when qualitative criteria are used in performance-based remuneration, the state places emphasis on such criteria not resulting in the remuneration always being paid out in practice. For some listed companies, it may be expedient to link the criteria for value creation for the owner to a reference group, for example, developments in competitors' share price or indexes. This entails that senior executives will not be rewarded for an increase in the share price due to external factors over which they have no control, for example, changes in commodity prices. This type of structure also entails that senior executives can be rewarded if the company performs better than its reference group, even if there is a fall in the share price due to external factors. This can contribute to ensuring that senior executives are continually motivated to perform better than their competitors.

The state expects that:

B. *The remuneration is competitive, but shall not be market-leading, and shall be set with due regard to the principle of moderation.*

The state places emphasis on remuneration of senior executives being competitive enough for the company to succeed in recruiting and retaining good executives. At the same time, the remuneration shall not be market-leading when compared with similar companies, and there must be due regard to the principle of moderation. Among other things, this means that the remuneration shall not be higher than necessary to attract and retain the desired expertise. It is neither in the interests of the company nor the owners if the company pays more remuneration than necessary. Furthermore, moderation may be important for safeguarding the company's long-term interests, among other things, by avoiding the company's reputation being undermined by salaries contributing towards unreasonable disparities in the company and society at large.

The remuneration of senior executives is often determined so that it fulfils two objectives. The first is that the remuneration is high enough for the person to accept the position. The second is that the remuneration is structured in such a manner that it motivates the person to maximise goal attainment for the owners. The first objective will normally take into consideration factors such as experience, seniority, expertise and pay conditions that are common in other, similar companies. For this, it may be relevant to look at a reference group of comparable companies. However, the board should be aware that any use of such reference groups may have the unfortunate effect of driving up salaries, especially if the reference group consists of a limited number of companies, because higher increases in one company may result in pressure on executive pay in the other companies. The board should also be clearly aware of the composition of a potential reference group. For senior executives working in the Norwegian executive pay market, comparable *Norwegian* companies should normally be the reference point when determining remuneration. The executive pay level in Norway is low by international standards. If foreign companies are included in a reference group, this can place upwards pressure on executive pay without there being a genuine need for this. Furthermore, due care should be taken when including listed companies in a reference group for unlisted companies, because this may result in an unnecessary salary increase in unlisted companies. For foreign senior executives operating in the executive pay market outside of Norway, the state understands the need for certain local adjustments that deviate from the state's expectation for certain remuneration components.

When assessing moderation, the ratio between the remuneration paid to senior executives and other employees in the company may be relevant. Among other things, it is important for the state that this pay ratio does not increase without proper justification. Greater disparities in remuneration between senior executives and other employees in the company can be detrimental, among other things, because this can damage the company's reputation by creating unreasonable disparities in the company and in society at large.

The state places emphasis on the board having due regard to the principle of moderation, including in connection with changes to the remuneration schemes. For example, there will be little regard to the principle of moderation if an increased lock-in period for shares in share programmes is compensated by a larger increase in total remuneration. Another example is a potential increase in fixed salary due to reduced pension allowance, but where the increase in fixed salary only reflects a small degree of moderation.

The individual remuneration components must be assessed both individually and collectively in relation to the state's expectations.

The state expects that:

> *D. The remuneration schemes are not unreasonable, do not have adverse effects on the company or undermine its reputation.*

Remuneration schemes that are unreasonable, have adverse effects on the company or undermine its reputation, may result in the company having to spend a great deal of time managing internal disruption at the company, media reports, etc. at the expense of other tasks, which in turn can result in poorer goal attainment.

Examples of remuneration schemes that can challenge this expectation include entering into excessively favourable fallback agreements, severance pay agreements in which the remuneration does not become void if the conditions for dismissal are in place, high bonus pay when shareholder return or other goal attainment have been poor and extra remuneration due to external factors that management cannot influence. Additional remuneration to senior executives for directorships in the same group will typically be considered unreasonable. The state places emphasis on transparency regarding the rationale for any schemes that may appear unreasonable, in order for the state and other stakeholders to assess the schemes.

The state expects that:

E. The company shall be transparent about the structure, level and development of remuneration to senior executives, and that the remuneration schemes are clearly understandable for owners, senior executives and other stakeholders.

The state places emphasis on the board being transparent about its assessments of the state's expectations, for example, how the remuneration contributes to attaining the company's goals and how, when determining and adjusting the remuneration, the board ensures that the remuneration is competitive, but not market-leading, and is set with due regard to the principle of moderation.

Furthermore, in order for owners and other stakeholders to be able to assess the remuneration of senior executives, it is essential that the structure, level and development of the remuneration of senior executives are transparent, including that the schemes are clearly understandable. In general, the structure of performance-based remuneration, the requirements for receiving this remuneration and how the criteria are assessed in connection with payment are perceived as particularly inaccessible. Complicated schemes entail that owners, boards, senior executives and others must spend a disproportionate amount of time trying to understand the schemes. A fundamental precondition for performance-based remuneration incentivising the recipient is that the recipient understands what is required to increase the payment.

The board's guidelines should also clearly state the potential maximum payment for each participant in the programme.

The state expects that:

F. The board describes how it follows-up the state's guidelines in subsidiaries.

The state's expectations apply to the entire corporate group.[11] In other words, the company's organisation of the business will not be decisive when applying the expectations. However, pursuant to the division of roles laid down in company law, it is the task of the general meeting and board in the individual companies to follow-up the company's executive pay. On this basis, the state expects the board of the parent company to ensure that the state's expectations are being followed up throughout the entire group and that the board of the parent company describes, at a general and overarching level, how this is achieved. For example, if relevant and applicable, it can be explained that all or parts of the board's guidelines for the parent company also apply to remuneration of senior executives in the company's subsidiaries.

The state understands that there may be particular considerations for subsidiaries. For example, foreign subsidiaries may require local adaptations that deviate from the state's

[11] Cf. Section 1-3 of the Norwegian Limited Liability Companies Act/Public Limited Liability Companies Act.

expectations. This particularly applies to the specific expectations relating to certain remuneration components.

The state expects that:

G. The board takes ownership of, and actively works with, the board's guidelines for remuneration of senior executives, the remuneration report and the CEO's remuneration.

The state is not represented on the boards of the companies with a state ownership interest, and is therefore dependent on the boards following up the state's expectations. If, in practice, the structure and determination of remuneration schemes is delegated to the management, this may place unfortunate pressure on the remuneration schemes due to it, for example, being too easy to receive performance-based remuneration. Among other things, the Board should take into consideration that the management consists of employees who may also be directly affected by the determination of the remuneration schemes, and that they often report to the group management and/or the CEO. As a general rule, the state will conduct dialogue regarding executive pay directly with the board.

3 Remarks relating to specific expectations for certain remuneration components

In the following, specific expectations and associated remarks relating to certain remuneration components are addressed. Please note that these must be assessed in the context of the general expectations and remarks above.

3.1 Bonus, share programmes and options

The state expects that:

A. The company provides sufficient information about the performance-based remuneration in the board's guidelines for it to be possible to assess whether the scheme promotes the company's goals and strategies, provides incentives and is genuinely variable.
B. Performance-based remuneration shall be based on relevant, transparent and quantifiable criteria.
C. The maximum achievable bonus does not exceed 50 per cent of the fixed salary.
D. Share programmes[12], including long-term incentive schemes[13] (LTI), have a minimum lock-in period[14] of three years, irrespective of whether the senior employee is still employed at the company.
E. The aggregate total of the achievable bonus and share programmes in listed companies shall not exceed 80 per cent of the fixed salary.
F. Options or schemes that resemble options shall not be used.
G. The company seeks the right to demand the repayment of any performance-based remuneration that has been paid on the basis of facts that were self-evidently incorrect, or as the result of misleading information from the individual in question.

Good remuneration schemes reflect the company's goals and strategies and are designed to create a commonality of interest between the owners and senior executives. Performance-

[12] By *share programme* is meant schemes involving direct ownership of shares without the prior existence of an option. This can involve the employee receiving shares as payment, discount on share purchases or as a bonus payment contingent upon the purchase of shares. So-called long-term incentive schemes (LTI) are considered to be share programmes.
[13] Performance-based remuneration, for which the net amount after tax must be invested in the company's shares with a lock-in period.
[14] Lock-in period following allocation of remuneration after a potential accrual period.

based remuneration, incentive-based schemes in the form of bonuses, share programmes etc. are particularly relevant in this context. Reference is made to expectations 2A and 2E and the associated remarks for a more detailed description of the state's expectations for the structure of performance-based remuneration, including the criteria that are used. The state's expectation for the maximum amount of performance-based remuneration contributes to limiting potential negative effects of schemes that are not consistent with the owners' goals, cf. remarks to section 2G.

The state is a long-term owner that places emphasis on value creation over time. The purpose of having share programmes with a lock-in period, such as long-term incentive schemes (LTI), is to contribute to long-term value creation by senior executives owning shares in the company that cannot be sold before the lock-in period has expired. These types of schemes can contribute to greater commonality of interests between the owner and management. It may be more appropriate for the CEO in particular to have a larger proportion of LTI, because he/she is expected to be able to have the most influence on the share price through his/her overall responsibility for the company. Therefore, for listed companies, the state can support the limit for share programmes being increased beyond the previous limit of 30 per cent of the fixed salary. This only applies if the bonus limit is reduced accordingly, such that, as was previously the case, the aggregate total of bonus and share programmes does not exceed 80 per cent of the fixed salary. The maximum achievable bonus must still not exceed 50 per cent of the fixed salary. Furthermore, when concerning a potential change in the division between bonus and LTI in favour of LTI, the state places emphasis on the amended scheme being based on relevant, transparent and quantifiable criteria, and that it will promote the company's goals and strategies, provide incentives and be genuinely variable. The state expects a minimum lock-in period of three years for share programmes, but encourages a longer lock-in period. In order to avoid undermining the purpose of share programmes, the state expects that the lock-in period for the shares will also be observed if the employment arrangement ends during the lock-in period, unless the shares, or the market value of the shares at the end of the employment arrangement, is/are repaid by the senior executive on the termination date.

Share ownership may be a suitable means of strengthening the commonality of interests between the owners and senior executives. The state is therefore positively inclined towards the ownership of shares in listed companies, including in excess of what senior executives may receive through share programmes, for example, by investing part of another remuneration component, such as fixed salary or bonus, in the company's shares. This is not considered to be a share programme.

Share saving programmes for all employees are also covered by the state's guidelines to the extent that they are used by senior executives. This entails that the participation of senior executives in all forms of share saving programmes shall have a minimum lock-in period of three years and the value of the share saving programme shall be included in the limit of 80 per cent of fixed salary.

The state will generally only support share programmes in listed companies. However, in exceptional cases, there may be very special instances in which share-based remuneration can be expedient for unlisted companies in Categories 1 and 2 within the limit for bonuses of 50 per cent of fixed salary. In the event of any specific proposals from the board, the state will assess whether it can support share-based remuneration based on whether it is clearly in the interest of the owner.

It is normally difficult to find a good structure for performance-based remuneration for companies in Category 3, which are companies in which the state seeks the most efficient possible attainment of public policy goals. Among other things, it can be difficult to find good criteria that reflect the goals of the company, and thereby also the goals of the owner. However, in exceptional cases, there may be instances where bonus schemes in Category 3 companies are appropriate, and, in the event of a specific proposal from the board, the state will assess whether it can support performance-based remuneration based on whether it is in the interests of the owner.

3.2 Pension

The state expects that:

A. Pension conditions for senior executives shall be on a par with the conditions accorded to the company's other employees.
B. The pension-qualifying income for the retirement pension does not exceed the maximum limit in the tax-favoured joint pension schemes in Norway (currently 12 G).
C. For defined-benefit pension agreements, any defined-benefit pension earned from other positions is taken into consideration and the total pension payment shall not exceed 66 per cent of salary up to 12 G.
D. When a senior executive is no longer employed at the company, no pension expenses in excess of what is stipulated in a potential tax-favoured defined-benefit scheme shall accrue.

Among other things, the expectation that pension conditions for senior executives shall be on par with the conditions accorded to the company's other employees entails that special schemes for senior executives such as early retirement and short earnings period that result in favourable payments are not in line with the state's expectations.

Since 2015, the state has not supported a pension-qualifying income for retirement pensions that exceeds the maximum limit in the tax-favoured joint pension schemes in Norway (currently 12 G). This means that pensions are not financed through the company's own operations, which involves a significant, long-term expense. The expectation also reinforces the main principle that the fixed salary should be the primary component in a remuneration scheme. Furthermore, a limit of 12 G will contribute to greater transparency about the level of executive pay. Pensions appear to have less influence on effort and motivation than salaries that are received now or in the near future. High pension expenses can therefore cost more for the company than what they provide in terms of the perceived effect on salary for the recipient.

There are few companies that offer their employees defined-benefit pensions. The expectation in section 3.2. C is retained as there are still some senior executives who have these types of agreements.

3.3 Severance pay[15]

The state expects that:

A. If the company enters into an agreement for severance pay, the total agreed severance pay and salary during the period of notice shall not exceed 12 months' salary.

[15] *Severance pay* comprises compensation in connection with resignation and may include salary after termination of employment, work-free periods, other financial benefits and benefits in kind.

B. Severance pay will be reduced correspondingly (krone for krone) if, during the severance pay period, the senior executive commences in a new position, obtains new paid positions or receives income from business activities in which he/she is an active owner.
C. If the senior executive takes the initiative to terminate the employment arrangement, no severance pay shall be granted.

It is important for the state that the company does not pay unreasonable remuneration to employees who leave the company. At the same time, it is clear that there may be many elements to situations in which severance pay may be applicable. Severance pay that exceeds 12 months' fixed salary, including the period of notice, will rarely be reasonable or set with due regard to the principle of moderation. Furthermore, it is unreasonable if the person in question receives severance pay at the same time he/she receives income from other positions or offices or otherwise receives income that provides or replaces employment income. "Office" refers to professional positions.

4 Effective date and implementation

The state's guidelines for remuneration of senior executives were adopted on 30 April 2021. The state expects the state's guidelines to be followed up in the board's guidelines that are presented at the ordinary general meeting in 2022.

The state understands that it can be difficult to amend remuneration agreements that are contrary to these guidelines, but which were entered into before the guidelines were laid down. When determining which agreements that are deemed to have been entered into after the guidelines were laid down, the state will consider a renegotiated agreement in connection with a new position to be a new agreement. An example is if a senior executive changes position on the group management team and therefore renegotiates his/her terms. In such an instance, the state's expectations will apply, including the limit of 12 G for pensions, in connection with the renegotiation of the agreement.

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