

# REPORT ON REMUNERATION TO EXECUTIVE MANAGEMENT AND BOARD MEMBERS FOR 2025

Advisory vote to the Annual General Meeting on 21 May 2026

## 1. Introduction

This report on remuneration to Executive Management (the "Report") is prepared by the Board of Directors of Fjord Defence Group ASA (the "Company" and together with its subsidiaries the "Group"). The Report has been prepared in accordance with the Norwegian Public Limited Liability Act 1997 section 6-16 b, the Norwegian Regulation on Guidelines and Report on Remuneration of Leading Employees of 2020 (Forskrift om retningslinjer og rapport om godtgjørelse for ledende personer) section 6 and the Norwegian Accounting Act section 7-31b.

The Report comprises the Company's remuneration for the CEO, CFO and COO, and the members of the Board of Directors who are or have been employed or engaged by the Company in the 2025 financial year. The purpose of the Report is to provide a clear, comprehensive, and understandable overview over awarded and due gross salary and remuneration to Executive Management and board members for the last financial year. The remunerations are in compliance with the Company's Remuneration Guidelines Executive Management and the Board of Director's adopted by the Company's Extraordinary General Meeting on 18 December 2025 as well as the Company's performance in 2025.

The annual general meeting in May 2025 made the following resolution: "The General Meeting endorses the remuneration report 2024." This report provides details, both in total and individualized, on the remuneration of the Company's Executive Management as well as the remuneration received by members of the Company's board of directors in their capacity as board members of the Company. Remuneration for the members of the board of directors of the Company is covered in section 7 of this Report.

## 2. Overall Group performance in 2025

The 2025 Group's revenues of NOK 59.6 million are higher than the previous year's revenues of approximately NOK 41 million. The revenues for 2025 comprises NOK 47.1 million from Fjord Defence AS and revenues of NOK 12.4 million from legacy seismic activities. Changes in fair value for investment in 2025 was a loss of NOK 18.2million compared to a loss of NOK 19.2

million in 2024. EBIT for the Group in 2025 was negative with NOK 115.7 million compared to negative of NOK 131.9 million in 2024. Increased profits from the initial defence acquisition was offset by transaction costs, impairment of legacy assets, and changes in fair value of earn-out contracts from prior sales. Net financial items gave a loss of NOK 1.2 million in 2025 compared to a gain of NOK 0.4 million in 2024. The Group had a loss before taxes of NOK 116.9 million in 2025 compared to a loss of NOK 131.5 million in 2024. Further details on the Company's performance in 2025 are presented in the Groups consolidated Annual Report for 2025.

### 3. Compliance with the remuneration guidelines and application of performance criteria

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company can recruit and retain qualified personnel. Consequently, the Company offers competitive remuneration, and the Company's Remuneration Guidelines enable the Company to offer Executive Management such competitive remuneration. Under the Company's Remuneration Guidelines, the remuneration of Executive Management shall ensure alignment between performance and remuneration.

Further, the purpose of the executive remuneration is to align the interests between executive management and the Company's shareholders as well as stimulating a strong and enduring profit-oriented culture with the aim of contributing to share price growth. The Executive Management remuneration shall promote the achievement of good financial results and leadership in accordance with the Company's values and business ethics. Furthermore, it shall reflect the content and complexity of the executives' position as well as the performance of the individual.

The salary program consists of the following components:

- A fixed salary
- Standard employee pension and insurance coverage
- A variable salary element (if in place)
- and share incentive programs (if in place)

The fixed salary for executives shall be in line with the market level for corresponding positions in the industry and be based on responsibilities, expertise, and performance.

The new guidelines adopted on 18 December 2025 replaced the prior policy to better align with the Company's pivot to the defense sector, emphasizing performance-based incentives tied to acquisition integration, revenue growth in defense segments, and long-term

shareholder value creation. Key updates include a variable pay cap set at 50% of fixed salary for achieving strategic milestones (e.g., successful acquisitions and EBITDA targets in defense subsidiaries), enhanced share-based incentives with a potential for options awards to foster an ownership culture amid rapid scaling, and inclusion of sustainability metrics (e.g., ethical supply chain compliance in defense manufacturing) in performance evaluations.

## 4. Overview of the application of the remuneration guidelines in 2025

### Variable salary program

The variable salary program has two main components. The first component is payment of a cash bonus depending on the Company's overall performance as determined by the Board of Directors. The second component is payment of a cash bonus based on the officer's personal achievement, including evaluation of the officer's contribution to the Company's value creation and development. These components may total up to a maximum of 50% of the fixed salary under the updated guidelines.

### Share incentive program

A share option plan was approved by the extraordinary general meeting on 30 September 2021, and new guidelines were adopted on 18 December 2025. The Executive Management is part of this plan.

The Company's share option plan is designed to create an ownership culture to ensure alignment between shareholders and Executive Management. The option plan is an important tool to attract and retain high caliber Executive Management.

The share option plan includes the following components: Options may be granted to members of Executive Management and other employees, as well as others with an affiliation to the Company. The overall annual value of the share-based incentive programs cannot exceed the cap set by the variable salary program. At the time of exercise or disposal of options, the annual net value of the share-based incentive cannot exceed 5x annual salary. Executives may be offered to purchase shares at a reduced price or receive additional shares, subject to accepting a defined lock-up period to promote long-term holding.

### Pension plan and insurance

The Company has established a pension scheme in accordance with the Norwegian Occupation Pension Act. The pension scheme is based on a defined contribution pension plan

for all Norwegian employees, including the Executive Management in Norway. The pension scheme covers salaries up to 12G.

The Company compensates the Executive Management and their families, as defined as close associates pursuant to the Norwegian Securities Trading Act section 2-5 no. 1 and 2, for health and life insurance plans in line with standard conditions for executive positions, in addition to the mandatory occupational injury insurance required under Norwegian law.

## Benefits

Members of Executive Management may be offered benefits that are common for comparable positions. These benefits may include free telephone subscription, free broadband service, newspapers, and a personal computer. No special restrictions have been defined regarding other benefits that can be agreed on.

The Board of Directors has not granted options after the updated guidelines in 2025 were implemented. The Company implemented a variable salary program in 2025 for the Executive Management, aligned with the new guidelines. Compliance with Section 6-16b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation, which was updated by the Extraordinary General Meeting on 18 December 2025, can be found on the Company's website [www.fjorddefencegroup.no](http://www.fjorddefencegroup.no).

The auditor's report regarding the Company's compliance with the Remuneration Guidelines is available on the website. The Remuneration Guidelines have been implemented.

No deviations from the Remuneration Guidelines have been decided and no derogations from the procedure for implementation of the Remuneration Guidelines have been made.

## 5. Total remuneration to the Company's Executive Management

Table 1 below sets out the Company's total remuneration for 2025, split by categories, paid and due to each of the current or previous members of Executive Management.

**Table 1 – Total remuneration the Company's Executive Management for 2025 and 2024**

NOK thousands										
Name of management Executive, position	Reported Financial year	Fixed remuneration			Variable remuneration		Extra-ordinary items	Pensions expenses	Total remuneration	Proportion of fixed and variable remuneration
		Base	Fees	Other Benefits	One-year variable	Multi-year variable				
Jon Asbjørn Bø, CEO *1	2025	1 000	-	20	-	-	-	105	1 125	100/0
	2024	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Kristian Zahl, CEO/COO *2	2025	2 000	-	48	-	-	-	209	2 258	100/0
	2024	332	-	7	-	-	-	34	373	100/0
Nils Haugestad, CEO CFO *3	2025	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2024	2 400	-	34	-	-	-	208	2 642	100/0

\*1 Jon Asbjørn Bø started as CEO 1 July 2025

\*2 Kristian Zahl was acting CEO from November 2024 until 1 July 2025

\*3 Nils Haugestad left the company 31 December 2024

## 6. Share based remuneration

If a board member resigns from his/hers position as a board member of the Company or does not make himself available for re-election in the Company Board of Directors, both vested and unvested options, shall become void and unenforceable.

If the board member otherwise must resign from the position or is not re-elected as a Board of Director's member, the board member shall retain options which have been vested on the date of the resignation from the board, but not options which have not been vested. Upon exercise of the options which vested in 2023, the board member shall pay to the Company a price per share of NOK 20.40, and upon exercise of the options which vested in 2024, the board member shall pay to the Company a price per share of NOK 22.80. These prices shall be adjusted for dividends paid to the shareholders. The options may be exercised for each vesting period and prior to their expiry date on 30 September 2028. As of 31 December 2025, only one board member hold options under the updated plan.

At the Extraordinary General Meeting on 18 December 2025, updates to the option program were approved, including:

- Executives may purchase shares at a reduced price (discount) or receive additional shares as incentives
- Awards are conditional on accepting a defined lock-up period to promote long-term shareholding
- Share incentives form part of variable remuneration (alongside short-term cash bonuses)
- The annual value of share-based incentives is capped within the overall variable pay limit
- Net value received at disposal or realization cannot exceed 5x annual fixed salary
- Emphasis on executives building and holding personal share ownership in the company

The Board of Directors granted no share options in 2025.

## 7. Remuneration to the Board of Directors

This section describes the remuneration provided to the Company's board members in their capacity as the Company's board members.

The proposal for remuneration of the Board of Directors is, pursuant to the Company's Articles of Association, prepared by the Company's Nomination Committee. The Company's board member remuneration is resolved by the Company's Annual General Meeting.

On an annual basis, each member of the Board of Directors receives a fixed fee determined by the Annual General Meeting. Members of the Board of Directors' committees receive a fixed annual fee in addition to the ordinary board fee. In addition, travel expenses are reimbursed on account.

The Company's board members are included in the share-based remuneration programs. Please refer to section 'Share Based Remuneration' in this document for further details. A summary of the Board of Directors remuneration (amounts in NOK 1,000) is provided below. As of 31 December 2025, one board member has been granted options.

Table 2 – Total remuneration of Board of Directors in the Company in 2025 and 2024

NOK thousands

Year	Number of shares	Number of options held	Cost for options	Fixed Board remuneration	Remuneration for committee meetings	Total Board remuneration	Number of Board meetings
2025	2 162 658	66 667	-	950	90	1 040	9
2024	1 381 412	66 667	-	950	90	1 040	15

**Oslo, 26 February 2026**

The Board of Directors and CEO of Fjord Defence Group ASA

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Nina Skage  
Chair

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Ketil Skorstad  
Director

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Torstein Sanness  
Director

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Jon Asbjørn Bø  
CEO