



**REPORT ON
REMUNERATION
OF SENIOR
EXECUTIVES 2022**

REPORT ON REMUNERATION OF SENIOR EXECUTIVES 2022

AF Gruppen needs to recruit, develop and retain the right employees in order to achieve its strategic goals. The principles for remuneration and other benefits to senior executives will contribute to this. Remuneration is performance-based in order to safeguard the overall objective of creating value.

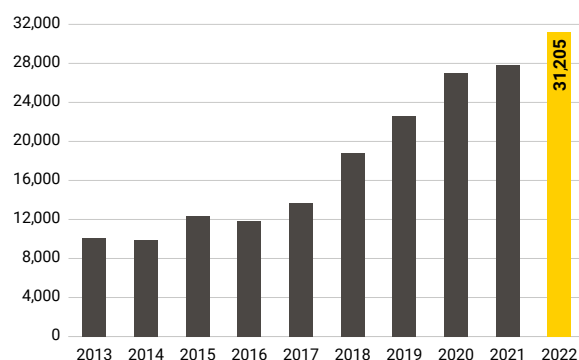
INTRODUCTION

This report on remuneration of senior executives has been prepared by the Board of Directors of AF Gruppen ASA in accordance with Section 6-16b of the Norwegian Public Limited Liability Companies Act and the regulations on guidelines and reporting on remuneration to senior executives. Senior managers are persons as mentioned in section 7-31b of the Accounting Act, i.e. senior executives and Board members. In AF Gruppen, senior executives refer to the CEO and the Executive Vice Presidents.

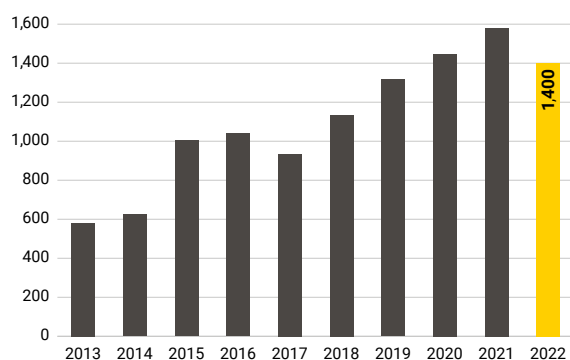
FINANCIAL YEAR 2022

AF Gruppen reported operating revenues and other revenues of NOK 31,205 million (27,868 million) for 2022. Profit before tax (EBT) was NOK 1,400 million (1,580 million) and profit after tax was NOK 1,151 million (1,229 million). Operating profit (EBIT) was NOK 1,409 million (1,609 million), which corresponds to an operating margin of 4.5% (5.8%).

REVENUE (MNOK)

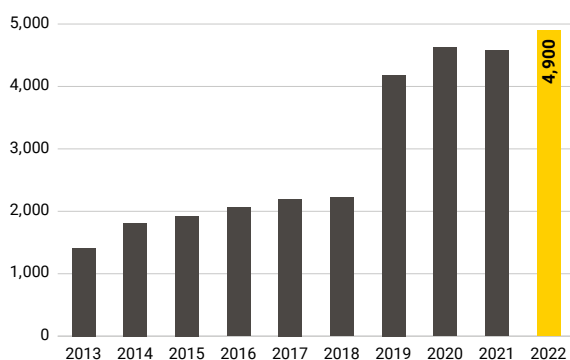


PROFIT BEFORE TAX (MNOK)

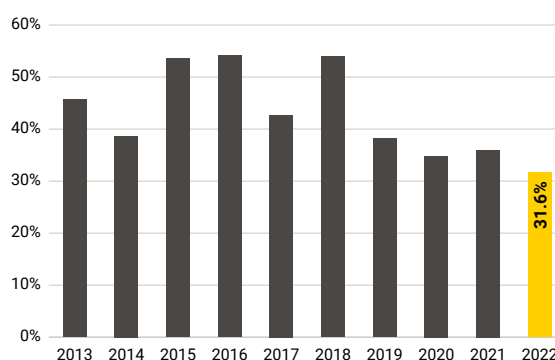


As of 31 December 2022, capital employed* was NOK 4,900 million and as of 31 December 2021 NOK 4,571 million. The return on average capital employed** was 31.6% in 2022 (36.0%).

CAPITAL EMPLOYED (MNOK)



RETURN ON CAPITAL EMPLOYED



The global economy has undergone considerable changes in recent years and the uncertainty in macroeconomic conditions has been significant. War in Europe and the aftermath of the pandemic have among other things led to inflation, energy crisis and supply challenges. Despite this, most projects have managed to maintain good operations. During the year, there have been significant price increases for several commodities, but this has stabilised slightly towards the end of the year. Higher market prices affect all our projects, and construction projects have been particularly affected.

Civil engineering experienced high levels of activity in 2022, with revenues at the same level as 2021. The year was characterised by high levels of activity in several major projects, amongst which the E39 Kristiansand vest-Mandal øst was handed over in November. Several projects in their final phase in 2022 helped contribute to excellent results for civil engineering in 2022. In Construction, there was great variation in the performance of the units and, overall, the business area achieved results below expectations in 2022. Betonmast showed a positive development towards the end of the year, but achieved results below expectations in total. Betonmast Sweden was transferred from the Betonmast business area to the Sweden business area with accounting effect from 2022 and the comparative figures have been restated accordingly. In Property, the sale of the hotel and office building Karvesvingen 7 in Hasle was completed in the second quarter, at the same time a mood change in the market also resulted in significantly lower residential property sales towards the end of the year. Energy and Environment continued to deliver very strong results in demolition, recycling and energy activities. Sweden achieved revenue growth of 18% compared to 2021. Despite the fact that some units have achieved excellent results, the overall results for the business area were weak. This is due to significant downward adjustments to the expectations for some projects in the portfolio of the former Betonmast Sweden. Offshore has achieved revenue growth of 46% from 2021 to 2022 and achieved excellent profitability in 2022.

* Capital employed: Sum of total equity and gross interest-bearing debt.

** Return on average capital employed: Profit before tax and interest expenses divided by average capital employed over the last four quarters.

SENIOR EXECUTIVES

AF Gruppen implemented changes to the Corporate Management Team in 2022. Anny Øen and Lars Myhre Hjelmeset joined the Corporate Management in 2022. Sverre Hærem and Ida Aall Gram left the Corporate Management Team this year. As of 31 December 2022, the Corporate Management Team consisted of the following persons with associated responsibilities:

Name	Position	Business area
Amund Tøftum	CEO	
Anny Øen	Executive Vice President/CFO	Finance
Bård Frydenlund	Executive Vice President	Sweden and Betonmast
Eirik Wraal	Executive Vice President	Energy and Environment, Construction and CSR
Geir Flåta	Executive Vice President	Civil engineering and Property
Tormod Solberg	Executive Vice President	Construction
Lars Myhre Hjelmeset	Executive Vice President	Offshore

The Board of Directors of AF Gruppen is made up of seven shareholder-elected members and three employee-elected representatives. There have been changes to the Board of Directors during the year. Hilde Kristin Herud and Erik Tømmeraas Veiby were elected at the AGM on 13 May 2022. They replaced Kjetel Digre and Kristina Alvendal. Espen Jahr has been appointed as an employee-elected board member, replacing Kenneth Svendsen. As of 31 December 2022, the Board of Directors consists of the following members:

Name	Position	Committee
Pål Egil Rønn	Board Chairman	Chairman of the compensation committee
Kristian Holth	Board member	Chairman of the audit committee
Hege Bømark	Board member	Audit committee
Arne Baumann	Board member	Compensation committee
Saloume Djoudat	Board member	Compensation committee
Hilde Kristin Herud	Board member	Audit committee
Erik Tømmeraas Veiby	Board member	Compensation committee
Hilde Wikesland Flaen	Employee-elected board member	
Arne Sveen	Employee-elected board member	
Espen Jahr	Employee-elected board member	

REMUNERATION OF SENIOR EXECUTIVES

REMUNERATION OF EXECUTIVE PERSONNEL

The salaries of senior executives are made up of a fixed salary and a bonus based on the EVA (Economic Value Added) model. AF Gruppen uses EVA as a management and governance tool. Incentive systems based on the EVA model have been introduced for executives in large parts of the Group. EVA is an indicator for value creation and the aim of the tool is to ensure that every part of AF works to increase value creation. Senior executives may invest 25% of their gross bonus after tax in shares in AF Gruppen ASA. Shares are purchased at a discount of 20% from the average share price in a given week after the annual results have been presented. The lock-in period for the shares is one year.

Remuneration for the CEO is determined by the Chairman of the Board in consultation with the Qualification and Remuneration Committee. The Board of Directors establishes guidelines for the remuneration of executive personnel in consultation with the CEO. The General Meeting approves the guidelines. The Qualification and Remuneration Committee of the Board of Directors will review the principles and framework for the AF Gruppen bonus programme.

AF Gruppen has two programmes for share-based remuneration, a share programme and an option programme. The General Meeting has authorised the Board of Directors to make a private placement to the company's employees in order to manage the company's share programme for employees. Shares can be sold to employees at a discount of 20% from the prevailing share price, subject to the approval of the Board of Directors. The offer to purchase shares made to the CEO and Executive Vice Presidents is the same as to the offer made to other employees.

The option scheme has been established by the Board, and it is to provide an incentive for all the employees in the Group. The purpose of the scheme is to encourage long-term commitment and greater involvement in the Group's activities. It is believed that the Group's future objectives will best be achieved if the interests of the Group and its employees coincide. The Corporate Management Team and employee-elected Board members take part in the same option programme as the Group's other employees.

The Corporate Management Team participates in the general retirement benefit scheme for AF Gruppen's employees. A defined-contribution pension scheme has been established for the company's employees in Norway. The contribution rates are 5% of salary >1G<7.1G and 13.5% of salary >7.1G<12G (G is the basic amount in the National Insurance Scheme). The employee will pay a contribution of 2% of the base salary up to a maximum limit of half of the contribution.

Other benefits include benefits in kind in the form of allowances for work travel, internet connection and mobile phone. This is on a par with benefits in kind available to other employees. The CEO and Executive Vice Presidents receive no other benefits, including no company cars.

REMUNERATION OF THE BOARD OF DIRECTORS

Members of the Board of Directors will receive a fixed fee determined by the AGM. Board members who are members of a Board Committee receive a fixed annual supplement for this. AF Gruppen has an agreement with NTNU for AF Gruppen to cover the costs of a 15% Professor II position at NTNU for the Chairman of the Board. This agreement expires on 1 August 2023. The Board members do not receive any other form of remuneration from the company.

Name, position (TNOK)	2022	2021
Pål Egil Rønn, Board Chairman ¹⁾	622	600
Kristian Holth, board member ²⁾	404	375
Borghild Lunde, board member ³⁾	-	375
Hege Bømark, board member ⁴⁾	389	390
Arne Baumann, board member	389	375
Kjetel Digre, board member	389	375
Kristina Alvendal, board member	389	375
Saloume Djoudat, board member ⁵⁾	389	-
Hilde Wikesland Flaen, employee-elected board member	275	265
Arne Sveen, employee-elected board member	275	265
Kenneth Svendsen, employee-elected board member	275	265
Total	3,792	3,660

¹⁾ In addition to the Chairman's remuneration of NOK 622,000 (600,000) that was paid in 2022, AF Gruppen has an agreement with the Department of Civil and Environmental Engineering at NTNU stipulating that AF Gruppen is to cover the costs related to Pål Egil Rønn's employment as an adjunct professor at NTNU. This agreement expires on 1 August 2023 and applies to a 15% FTE position at NOK 250,000 per year plus additional consulting hours of up to NOK 150,000 per year. Costs of NOK 250,000 were incurred in connection with this agreement in 2022 and NOK 250,000 in 2021.

²⁾ Kristian Holth became chair of the Audit Committee from 26 August 2021.

³⁾ Borghild Lunde stepped down from the Board of Directors on 11 May 2021.

⁴⁾ Hege Bømark was chair of the Audit Committee until 26 August 2021.

⁵⁾ Saloume Djoudat joined the Board of Directors on 11 May 2021.

Remuneration of the Board of Directors is determined and partially paid in the year after they are earned, i.e. remuneration paid in 2022 refer to 2021/2022. The overview therefore does not include new Board Members.

OTHER CONDITIONS

There are no agreements with the Corporate Management Team or Chairman of the Board regarding severance pay or early retirement if their employment is terminated or modified.

The CEO and Executive Vice Presidents otherwise have the same employment terms and notice period as other employees. The notice period is three months. No loans nor guarantees have been granted to the Board of Directors or Corporate Management Team.

The Board receives directors' fees from AF Gruppen ASA. The Corporate Management Team is employed by AF Gruppen Norway AS and receives all its remuneration from this company. Employee-elected Board Members are employed by companies within the AF Group and receive remuneration as employees of the company. Senior executives do not receive remuneration from other companies in the Group.

TOTAL REMUNERATION

Name of director, position (TNOK)	Year	Fixed remuneration		Variable remuneration		Pension	Total remuneration	Portion	
		Base salary	Other benefits	Bonus	Share-based payment			Fixed remuneration	Variable remuneration
Amund Tøftum, CEO ¹⁾	2022	4,049	88	7,659	141	84	12,021	35%	65%
	2021	3,757	38	5,071	157	75	9,097	43%	57%
Sverre Hærem, EVP/CFO ²⁾	2022	1,461	42	4,415	227	85	6,229	25%	75%
	2021	2,123	50	4,218	105	80	6,576	34%	66%
Anny Øen, EVP/CFO ³⁾	2022	539	19	-	24	30	612	96%	4%
Bård Frydenlund, EVP	2022	1,881	58	3,902	203	86	6,130	33%	67%
	2021	1,804	53	3,869	130	82	5,939	33%	67%
Eirik Wraal, EVP	2022	1,874	29	3,880	24	85	5,892	34%	66%
	2021	1,803	39	3,400	27	80	5,349	36%	64%
Ida Aall Gram, EVP ⁴⁾	2022	1,353	64	3,637	128	54	5,236	28%	72%
	2021	1,743	33	3,571	83	73	5,503	34%	66%
Geir Flåta, EVP	2022	1,875	73	4,079	4	87	6,119	33%	67%
	2021	1,805	71	3,659	-	81	5,615	35%	65%
Tormod Solberg, EVP ⁵⁾	2022	1,662	32	3,486	131	85	5,396	33%	67%
	2021	1,575	31	858	52	80	2,596	65%	35%
Lars Myhre Hjølmeset, EVP ⁶⁾	2022	600	28	-	24	30	682	96%	4%

¹⁾ Amund Tøftum was Executive Vice President until 21 August 2020. He has been CEO since 24 August 2020. Bonuses paid in 2021 apply to both the period as Executive Vice President and CEO in 2020.

²⁾ Sverre Hærem was Executive Vice President/CFO until 31 August 2022.

³⁾ Anny Øen has been Executive Vice President/CFO since 1 September 2022.

⁴⁾ Ida Aall Gram was Executive Vice President until 30 September 2022.

⁵⁾ Tormod Solberg has been Executive Vice President since 21 September 2020. Bonuses paid in 2021 apply to the period as Executive Vice President in 2020.

⁶⁾ Lars Myhre Hjølmeset has been Executive Vice President since 1 September 2022.

Bonuses are paid out and awarded the year after they are earned. Bonuses listed for 2022 in the table above apply to 2021 and holiday pay on bonuses for 2020. For 2022, bonuses to the Corporate Management Team totalling NOK 28 million (32 million) were recognised. Bonuses for the 2022 financial year will be paid in 2023 and 2024 (holiday pay on bonuses).

FIXED SALARY AND BONUS

The Board of Directors in consultation with the Qualification and Remuneration Committee has determined the remuneration for the CEO. The Board of Directors has established guidelines for the remuneration of the Executive Vice Presidents in collaboration with the CEO. Fixed pay is adjusted annually as of 1 July, based on an individual assessment.

Bonuses to the CEO and Executive Vice Presidents are paid exclusively according to the Economic Value Added (EVA)* model. EVA is a method of calculating and analysing value creation in the Group and in economic units below group level. Bonuses based on the EVA model paid to the CEO and Executive Vice Presidents are linked to value creation for the Group and the individual business area through the financial year. The EVA model shows the ratio between profit and average invested capital. The return requirement for average capital employed in the bonus model is set at 12%. EVA will be positive when the return on average capital employed is over 12%. Bonus payments to the CEO and to the Executive Vice Presidents is calculated as annually determined percentages of EVA for the Group as a whole and for the business areas for which the individual Executive Vice President is responsible. If EVA is negative, no bonus will be paid. No upper limit on bonus has been set.

Bonus performance criteria

Name of director, position	Performance criteria	Weighting of the performance criteria	Minimum threshold of performance	Maximum performance	Actual award outcome (TNOK)
Amund Tøftum, CEO	EVA AF Gruppen	100%	Positive EVA	NA	7,659
Sverre Hærem, EVP/CFO ¹⁾	EVA AF Gruppen	100%	Positive EVA	NA	4,415
Anny Øen, EVP/CFO ²⁾	EVA AF Gruppen	100%	Positive EVA	NA	-
Bård Frydenlund, EVP	EVA AF Gruppen, Sweden, Betonmast	100%	Positive EVA	NA	3,902
Eirik Wraal, EVP	EVA AF Gruppen, Energy & Environment, Construction	100%	Positive EVA	NA	3,880
Ida Aall Gram, EVP ³⁾	EVA AF Gruppen, Property	100%	Positive EVA	NA	3,637
Geir Flåta, EVP	EVA AF Gruppen, Civil Engineering, Offshore	100%	Positive EVA	NA	4,079
Tormod Solberg, EVP	EVA AF Gruppen, Construction	100%	Positive EVA	NA	3,486
Lars Myhre Hjelmeset, EVP ⁴⁾	EVA AF Gruppen, Offshore	100%	Positive EVA	NA	-

¹⁾ Sverre Hærem was Executive Vice President/CFO until 31 August 2022.

²⁾ Anny Øen has been Executive Vice President/CFO since 1 September 2022. Bonuses are paid the year after they are earned.

³⁾ Ida Aall Gram was Executive Vice President, Property until 30 September 2022.

⁴⁾ Lars Myhre Hjelmeset has been Executive Vice President, Offshore since 1 September 2022. Bonuses are paid the year after they are earned.

* Economic Value Added (EVA): Return on capital employed less required rate of return before taxes multiplied by i) one, minus the effective tax rate, ii) average capital employed.

SHARE-BASED REMUNERATION

OPTION PROGRAMME

The General Meeting adopted an option programme for all the employees of AF Gruppen on 15 May 2020. The maximum number of options that may be allocated is 4,000,000, and the programme entails annual allotments for the years 2020-22 and exercise of the options in March 2023. The employees pay an option premium of NOK 1.00 per option. The strike price in 2023 for options subscribed for in 2020, 2021 and 2022 was NOK 154.77, NOK 183.80 and NOK 165.82 per share respectively, adjusted for dividends paid that exceed 50% of the earnings per share for the period June 2021 until the options are exercised in 2023. A total of 3,850,000 options were subscribed for by 1,584 employees in June 2020, 150,000 options were subscribed for by 184 employees in June 2021 and 150,669 options were subscribed for by 142 employees in 2022. The total number of outstanding options as of 31 December 2022 was 3,505,712, adjusted for employees that have left the company. The share price for AF shares on the redemption date of 1 March 2023 was lower than the strike price. 1,361 options were redeemed. The remaining options have lapsed.

Terms and conditions for the option programme

Specification of plan	Performance period	Award date	Vesting date	Strike price at the point of subscription (NOK per share) ¹⁾	Exercise price as at 31 December 2022 (NOK per share)
Option programme 2020	2020-2023	16/6/2020	1/3/2023	169.82	154.77
Option programme 2021	2021-2023	17/6/2021	1/3/2023	193.85	183.80
Option programme 2022	2022-2023	23/6/2022	1/3/2023	169.82	165.82

¹⁾ Dividends in excess of 50% of the previous year's earnings per share reduce the strike price.

Options owned by senior executives

Name, position (TNOK)	Option programme 2020	Option programme 2021	Option programme 2022	Total
	Options held as at 31 December 2020	Options subscribed for in 2021	Options subscribed for in 2022	Options held as at 31 December 2022
Amund Tøftum, CEO	20,833	-	-	20,833
Anny Øen, Executive Vice President/CFO ¹⁾	9,245	-	1,200	10,445
Bård Frydenlund, Executive Vice President	20,833	-	-	20,833
Eirik Wraal, Executive Vice President	20,660	-	-	20,660
Geir Flåta, Executive Vice President	20,488	-	-	20,488
Tormod Solberg, Executive Vice President ²⁾	8,913	5,600	-	14,513
Lars Myhre Hjelmeset, Executive Vice President	13,962	-	-	13,962
Total	114,934	5,600	1,200	121,734

¹⁾ Anny Øen has been Executive Vice President/CFO since 1 September 2022. The allocation of options in 2022 was due to being promoted before joining the Corporate Management Team.

²⁾ Tormod Solberg has been Executive Vice President since 21 September 2020. The allocation of options in 2021 is due to the fact that he joined the corporate management team after the allocation of options in 2020.

Shareholder-elected Board members are not employed by AF Gruppen and do not participate in the option programme. Employee-elected Board members are included in the option programme as employees of AF Gruppen, and are therefore not included in the table above.

SHARE PROGRAMME AND SHARE PURCHASE ON BONUS

The Corporate Management Team and employee-elected members of the Board of Directors may participate in the AF Gruppen share programme. Shares can be sold to employees based on an annual approval by the General Meeting Board of Directors and subject to the approval of the Board of Directors, at a 20% discount on the prevailing share price. Senior executives may also use 25% of their accrued bonus to purchase shares at a discount of 20% from the prevailing share price. The lock-in period for the shares is one year.

Main terms and conditions for share programmes

Specification of plan	Award date	Market price during subscription period (NOK per share)	Selling price with 20 % discount
Share programme 2022	13/10/2022	152.3	121.8
Bonus shares 2022	10/3/2022	199.8	159.9

Remuneration of senior executives and the Board of Directors

Name of director, position	Shares owned as at 31 December 2021	Shares owned as at 31 December 2022
Amund Tøftum, CEO	120,365	126,044
Anny Øen, Executive Vice President/CFO	23,378	26,299
Bård Frydenlund, Executive Vice President	171,183	179,385
Eirik Wraal, Executive Vice President	33,559	38,679
Geir Flåta, Executive Vice President	1,295	1,591
Tormod Solberg, Executive Vice President	44,865	49,853
Lars Myhre Hjelmset, Executive Vice President	33,921	35,600
Total	428,566	457,451

Name of director, position	Shares owned as at 31 December 2022	Shares owned by related parties as at 31 December 2022
Pål Egil Rønn, Board Chairman	207,225	-
Arne Baumann, board member ¹⁾	-	17,459,483
Kristian Holth, board member ²⁾	-	16,309,521
Hege Bømark, board member	-	-
Saloume Djoudat, board member	-	-
Hilde Kristin Herud, board member ³⁾	-	3,075
Erik Tømmeraas Veiby, board member ⁴⁾	-	2,224,240
Hilde W. Flaen, employee-elected board member	29,016	-
Arne Sveen, employee-elected board member	-	-
Espen Jahr, employee-elected board member	5,057	-
Total	241,298	35,996,319

¹⁾ Represents OBOS BBL which owns 17,459,483 shares.

²⁾ Represents Constructio AS and Flygind AS, which own 15,288,012 and 1,021,509 shares, respectively.

³⁾ Represents Hilma Invest AS, which owns 3,075 shares.

⁴⁾ Represents Vito Kongsvinger AS and KB Gruppen Kongsvinger AS, which own 1,911,676 and 312,564 shares respectively.

Shareholder-elected Board members are not employees of AF Gruppen and do not participate in the share programme. Employee-elected Board Members are included in the share programme as employees of AF Gruppen, not because of Board positions.

THE COMPANY'S RIGHT TO RECLAIM VARIABLE REMUNERATION

The company does not have the authority to reclaim variable remuneration from senior executives.

INFORMATION ON HOW REMUNERATION COMPLIES WITH THE GUIDELINES

The Board of Directors has submitted guidelines to the General Meeting in accordance with Section 6-16a of the Norwegian Public Limited Companies Act. These guidelines have been used as a basis for the remuneration of senior executives.

The total remuneration is in accordance with the guidelines adopted. AF Gruppen's model for total remuneration, with a base salary, bonus model based on set financial objectives and share and option programmes, provides the overall basis for competitive remuneration. Salary and other remuneration are determined based on an overall objective that AF Gruppen should realise its business strategy, safeguard its long-term interests and maintain and develop its financial sustainability. To achieve these objectives, AF Gruppen relies on recruiting and retaining the right employees. AF Gruppen's principles for pay and other remuneration to senior managers are intended to contribute to this.

Remuneration of the Board of Directors was adopted by the General Meeting on 13 May 2022 for the previous year.

EXCEPTIONS AND DEVIATIONS FROM THE REMUNERATION POLICY

The remuneration of senior executives in 2022 has been in accordance with the guidelines adopted by the General Meeting in 2022.

INFORMATION REGARDING SHAREHOLDER VOTING

At the General Meeting on 13 May 2022, an advisory vote was conducted regarding the report on remuneration of senior executives for 2021. Of the voting shares represented at the general meeting, 96.78% voted in favour, 2.76% voted against and 0.46% abstained from voting. Accordingly, the general meeting supported the report on remuneration of senior executives for 2021.

No other input was presented to attendees concerning the contents of the report on pay and other remuneration of senior executives for 2021.

ANNUAL CHANGES IN REMUNERATION PAID AND THE COMPANY'S PROFIT FOR THE YEAR

Annual change	2018 vs. 2017	2019 vs. 2018	2020 vs. 2019	2021 vs. 2020	2022 vs. 2021	
AF Gruppen's result prior year which is the basis for bonus paid out (percentage change)						
Earnings before tax (EBT)	-10.1 %	21.5 %	15.9 %	9.9 %	9.2 %	
Remuneration to the corporate management team (percentage change)						
Amund Tøftum, CEO ¹⁾	Fixed pay incl. holiday pay			1.0 %	7.8 %	
	Bonus			40.7 %	51.0 %	
	Share-based compensation			85.0 %	-10.2 %	
	Total			20.9 %	32.1 %	
Amund Tøftum, EVP ¹⁾	Fixed pay incl. holiday pay	2.2 %	4.7 %	4.1 %		
	Bonus	-7.3 %	25.8 %	36.5 %		
	Share-based compensation	-87.5 %	1.3 %	-5.8 %		
	Total	-23.0 %	15.8 %	7.7 %		
Anny Øen, EVP/CFO ²⁾	Fixed pay incl. holiday pay				NA	
	Bonus				NA	
	Share-based compensation				NA	
	Total				NA	
Bård Frydenlund, EVP	Fixed pay incl. holiday pay	2.2 %	4.3 %	1.5 %	3.7 %	4.3 %
	Bonus	-18.0 %	30.2 %	19.7 %	7.2 %	0.9 %
	Share-based compensation	-90.5 %	-20.1 %	36.2 %	-24.9 %	56.2 %
	Total	-31.8 %	17.6 %	13.4 %	5.1 %	3.2 %
Eirik Wraal, EVP	Fixed pay incl. holiday pay	2.0 %	3.1 %	3.8 %	4.0 %	3.9 %
	Bonus	0.9 %	28.6 %	19.7 %	3.0 %	14.1 %
	Share-based compensation	-89.0 %	-74.0 %	-32.5 %	0.0 %	-11.1 %
	Total	-22.9 %	13.8 %	13.1 %	3.5 %	10.2 %
Geir Flåta, EVP ³⁾	Fixed pay incl. holiday pay				3.3 %	3.9 %
	Bonus				20.8 %	11.5 %
	Share-based compensation				0.0 %	0.0 %
	Total				14.4 %	9.0 %
Tormod Solberg, EVP ⁴⁾	Fixed pay incl. holiday pay					5.5 %
	Bonus					12.4 %
	Share-based compensation					151.9 %
	Total					11.5 %
Lars Myhre Hjelmeset, EVP ²⁾	Fixed pay incl. holiday pay					NA
	Bonus					NA
	Share-based compensation					NA
	Total					NA

¹⁾ Amund Tøftum was Executive Vice President from 1 January 2016 until 21 August 2020. He has been CEO since 24 August 2020. The fixed salary for the first year as CEO has been annualised. Bonus received in 2020 applies to bonus as Executive Vice President. The bonus received in 2021 covers both the bonus for the period as Executive Vice President and the period as CEO. 2022 is the first year with a full bonus accrual year as CEO.

²⁾ Anny Øen and Lars Myhre Hjelmeset have been Executive Vice Presidents since 1 September 2022. The first year does not provide comparability, because the bonus is paid out the following year.

³⁾ Geir Flåta has been Executive Vice President since 1 March 2019. The first year does not provide comparability, because the bonus is paid out the following year.

⁴⁾ Tormod Solberg has been Executive Vice President since 21 September 2020. The first year does not provide comparability, because the bonus is paid out the following year.

Annual change cont.		2018 vs. 2017	2019 vs. 2018	2020 vs. 2019	2021 vs. 2020	2022 vs. 2021
Remuneration to the corporate management team (percentage change)						
Sverre Hærem, EVP/CFO	Fixed pay incl. holiday pay	0.9 %	0.5 %	2.8 %	1.0 %	3.2 %
	Bonus	-7.1 %	26.3 %	16.8 %	2.6 %	4.7 %
	Share-based compensation	-97.8 %	42.1 %	138.3 %	-45.6 %	116.2 %
	Total	-35.0 %	15.6 %	13.3 %	0.7 %	5.8 %
Ida Aall Gram, EVP ³⁾	Fixed pay incl. holiday pay				2.6 %	3.5 %
	Bonus				26.1 %	1.8 %
	Share-based compensation				33.9 %	54.2 %
	Total				17.1 %	3.3 %
Morten Grongstad, CEO ⁵⁾	Fixed pay incl. holiday pay	0.3 %	0.8 %	1.8 %		
	Bonus	-21.4 %	38.4 %	18.2 %		
	Share-based compensation	-91.0 %	-14.5 %	35.8 %		
	Total	-30.3 %	19.7 %	12.0 %		
Arild Moe, EVP ⁶⁾	Fixed pay incl. holiday pay	0.2 %	1.6 %	0.3 %		
	Bonus	-1.7 %	16.0 %	19.6 %		
	Share-based compensation	-97.9 %	196.5 %	2.4 %		
	Total	-36.5 %	12.4 %	10.9 %		
Andreas Jul Røsjø, EVP ⁷⁾	Fixed pay incl. holiday pay	1.2 %	0.3 %			
	Bonus	-15.3 %	54.4 %			
	Share-based compensation	-96.4 %	-100.0 %			
	Total	-41.0 %	23.7 %			
Henning Olsen, EVP ⁷⁾	Fixed pay incl. holiday pay	3.8 %	0.3 %			
	Bonus	5.2 %	22.5 %			
	Share-based compensation	-82.7 %	-23.1 %			
	Total	-12.6 %	10.9 %			

⁵⁾ Sverre Hærem stepped down as Executive Vice President/CFO on 31 August 2022. Fixed salary for the final year as Executive Vice President has been annualised to ensure comparability.

⁶⁾ Ida Aall Gram became Executive Vice President on 1 March 2019. The first year does not provide comparability, because the bonus is paid out the following year. Fixed salary for the final year as Executive Vice President has been annualised to ensure comparability.

⁷⁾ Morten Grongstad stepped down as CEO on 21 August 2020. Fixed pay in his last year as CEO has been annualised to ensure comparability.

⁸⁾ Arild Moe stepped down as Executive Vice President on 18 September 2020. Fixed salary for the final year as Executive Vice President has been annualised to ensure comparability.

⁹⁾ Andreas Jul Røsjø and Henning Olsen stepped down as Executive Vice Presidents on 28 February 2019. Fixed salary for the final year as Executive Vice President has been annualised to ensure comparability.

Annual change	2017 vs. 2016 ¹⁾	2018 vs. 2017 ¹⁾	2019 vs. 2018	2020 vs. 2019	2021 vs. 2020
Remuneration to the board of directors (percentage change)					
Pål Egil Rønn, Board Chairman ⁸⁾	11.4 %	16.3 %	0.0 %	5.3 %	3.7 %
Kristian Holth, board member ⁹⁾	2.2 %	24.6 %	0.0 %	5.6 %	7.7 %
Borghild Lunde, board member	2.2 %	24.6 %	0.0 %	5.6 %	0.0 %
Hege Bømark, board member	2.0 %	23.3 %	0.0 %	5.4 %	-0.4 %
Arne Baumann, board member ¹⁰⁾			0.0 %	5.6 %	3.6 %
Kjetel Digre, board member ¹¹⁾				5.6 %	3.6 %
Kristina Alvendal, board member ¹²⁾				5.6 %	3.6 %
Arne Bøyum, deputy board member ¹³⁾		24.6 %			
Daniel Kjørberg Siraj, styrets nestleder ¹⁴⁾	1.7 %				
Pål Gjerp, employee-elected board member ¹⁵⁾	2.6 %				
Hilde Wikesland Flaen, employee-elected board member ¹⁷⁾			0.0 %	6.0 %	3.6 %
Arne Sveen, employee-elected board member	2.6 %	28.2 %	0.0 %	6.0 %	3.6 %
Espen Jahr, employee-elected board member					IA
Kenneth Svendsen, employee-elected board member	2.6 %	28.2 %	0.0 %	6.0 %	3.6 %
Average remuneration to all employees in AF Gruppen excl. directors					
Percentage change in remuneration to employees of the group ¹⁸⁾	4.7 %	1.9 %	4.3 %	3.3 %	2.8 %

¹⁰⁾ Pål Egil Rønn has been the Chairman of the Board since 12 May 2016.

¹¹⁾ Kristian Holth became the Chairman of the Audit Committee on 26 August 2021.

¹²⁾ Borghild Lunde stepped down from the Board of Directors on 11 May 2021.

¹³⁾ Hege Bømark was the chair of the Audit Committee until 26 August 2021.

¹⁴⁾ Arne Baumann has been a member of the Board of Directors since 9 May 2018.

¹⁵⁾ Kjetel Digre has been a member of the Board of Directors since 15 May 2019.

¹⁶⁾ Kristina Alvendal has been a member of the Board of Directors since 15 May 2019.

¹⁷⁾ Arne Bøyum was a deputy member of the Board of Directors from 13 May 2017 until 15 May 2018.

¹⁸⁾ Daniel Kjørberg Siraj was the deputy chairman of the Board of Directors until 9 May 2018.

¹⁹⁾ Pål Gjerp was an employee-elected Board Member until 9 May 2018.

²⁰⁾ Hilde Wikesland Flaen has been an employee-elected Board Member from 9 May 2018.

²¹⁾ Espen Jahr has been an employee-elected Board Member since 12 May 2022.

²²⁾ The average remuneration has been calculated as total payroll costs less employer's national insurance contributions divided by the average number of full-time equivalents. The average remuneration of AF Gruppen employees is affected by many elements, especially the acquisition of companies, the percentage of skilled workers/salaried employees, costs associated with share and option programmes, pension costs and foreign currency exchange rate trends. This figure is not directly comparable with the average pay adjustment.

STATEMENT FROM THE BOARD OF DIRECTORS

The Board of Directors has today processed and approved the remuneration report of AF Gruppen ASA for the 2022 financial year. The remuneration report has been prepared in accordance with Section 6-16b of the Public Limited Liability Companies Act and the accompanying regulations.

The remuneration report will be presented to the General Meeting on 12 May 2023 for an advisory vote.

Oslo, 30 March 2023

Pål Egil Rønn
Board Chairman

Hege Bømark

Saloume Djoudat

Kristian Holth

Arne Baumann

Hilde Kristin Herud

Amund Tøftum
CEO

Espen Jahr

Hilde Wikesland Flaen

Arne Sveen

Erik Tømmeraas Veiby

This document is approved electronically and therefore does not include handwritten signatures.



To the General Meeting of AF Gruppen ASA

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

Opinion

We have performed an assurance engagement to obtain reasonable assurance that AF Gruppen 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

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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, 30 March 2023
PricewaterhouseCoopers AS

Thomas Whyte Gaardsø
State Authorised Public Accountant

Note: This translation from Norwegian has been prepared for information purposes only.