

REMUNERATION REPORT 2021

ZALARIS ASA

(For advisory vote by the annual general meeting on 19 May 2022)

In accordance with the Norwegian Public Limited Liability Companies Act section 6-16 b, the board of directors of Zalaris ASA ("Zalaris" or the "Company") has prepared a report on the salary and other remuneration of the Corporate Executive Management, and the board fees and other compensation of the Board of Directors, awarded or due in 2021.

1. Introduction, scope and purpose

The remuneration report provides an overview of remuneration of the Corporate Executive Management and the Board of Directors of the Company in 2021, in relation to the Company's existing Remuneration Policy. The Remuneration Policy will be voted for at the annual general meeting to be held on 19 May 2022, pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a, and is available on ir.zalaris.com.

2. Remuneration - Corporate Executive Management

The Company's Corporate Executive Management are all employed by Zalaris ASA. The Corporate Executive Management receives no remuneration from other group entities. The tables below show the salary and other remuneration awarded or due to Corporate Executive Management in 2021 and 2020.

2021 (NOK 1000)		Fixed remuneration			Variable remuneration			Total Compensation	
Corporate Management	Title	Salary	Benefits	Pension	Yearly bonus (STI)	Restricted Shares (LTI), value at grant	Share Options (LTI), value at grant	Total Compensation	Fixed vs. variable compensation
Hans-Petter Møllerud	CEO	3 497	25	210	155	323	3 480	7 690	49%/51%
Gunnar Manum	CFO	1 905	4	114	75	157	1 044	3 299	61%/39%
Halvor Leirvåg	CTO	1 706	4	102	126	-	1 044	2 982	61%/39%
Richard Schjørrn	EVP Solution & Delivery Global Managed Services	1 862	4	112	73	152	1 044	3 246	61%/39%
Hilde Karlsmyr	CHRO	1 756	4	105	69	144	1 044	3 122	60%/40%
Øyvind Reiten	EVP Group Commercial & Sales	1 914	25	115	66	138	1 044	3 302	62%/38%
Total		12 639	66	758	564	914	8 700	23 642	57%/43%

2020 (NOK 1000)		Fixed remuneration			Variable remuneration			Total Compensation	
Corporate Management	Title	Salary	Benefits	Pension	Yearly bonus	Restricted Shares (LTI), value at grant	Stock Options (LTI), value at grant	Total Compensation	Fixed vs. variable compensation
Hans-Petter Møllerud	CEO	3 410	25	205	-	-	234	3 874	94%/6%
Gunnar Manum	CFO	1 858	4	111	n/a	127	232	2 332	83%/17%
Halvor Leirvåg	CTO	1 664	4	100	29	74	188	2 058	86%/14%
Richard Schjørrn	EVP Solution & Delivery Global Managed Services	1 803	4	108	90	-	188	2 193	88%/12%
Hilde Karlsmyr	CHRO	1 712	4	103	43	108	188	2 158	85%/15%
Øyvind Reiten	EVP Group Commercial & Sales	1 872	25	112	65	-	188	2 262	89%/11%
Total		12 319	66	739	227	309	1 217	14 877	88%/12%

2.1. Share based remuneration

The Company operates a share-based payment plan for members of the executive management and key employees. The share-based payment plan consists of a share option program and restricted stock units ("RSUs").

The annual general meeting of Zalaris held on 20 May 2021, gave the Board the authority to grant up to 1,000,000 employee share options annually for a three-year period. The strike price is based on the weighted average share price for seven days preceding the grant. The options granted vest after 36 months. Each share option corresponds to one share.

The annual general meeting on 20 May 2021, also gave the Board the authority to grant up to 135,000 RSUs annually to executive management, with matching requirements. Under this plan the executive management may convert up to 50% of approved bonuses to RSU's at a 100% higher value (e.g. NOK 50k of annual bonus is converted to NOK 100k worth of RSUs). The purpose of the RSUs is to further align the interests of the Company, its subsidiaries and its shareholders by providing long term incentives in the form of an own investment in the Company done by the participant and matching awards (the RSUs).

Refer to Zalaris' Remuneration Policy for further description of the Company's share-based payment plans. The valuation methodology and key assumptions used can be found in the notes to the Financial Statement for 2021.

Share options granted for 2021

Name	Position	Vesting Period	Grant date	Vesting date	Expiry date	Grant share price (NOK)	Exercise price (NOK)	Number granted	Option value (NOK)	Grant value (NOK 1000)
Hans-Petter Møllerud	CEO	3 years	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	200 000	17,40	3 480
Gunnar Manum	CFO	3 years	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	60 000	17,40	1 044
Halvor Leirvåg	CTO	3 years	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	60 000	17,40	1 044
Richard Schiørn	EVP Solution & Delivery Global Managed Services	3 years	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	60 000	17,40	1 044
Hilde Karlsmyr	CHRO	3 years	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	60 000	17,40	1 044
Øyvind Reiten	EVP Group Commercial & Sales	3 years	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	60 000	17,40	1 044

Restricted Stock Units (RSUs) granted for 2021

Name	Position	Vesting Period	Grant date	Vesting date	Grant share price (NOK)	Number granted	Grant value (NOK 1000)
Hans-Petter Møllerud	CEO	3 years	26.04.2021	26.04.2024	66,00	4 898	323
Gunnar Manum	CFO	3 years	26.04.2021	26.04.2024	66,00	2 372	157
Richard Schiørn	EVP Solution & Delivery Global Managed Services	3 years	26.04.2021	26.04.2024	66,00	2 306	152
Hilde Karlsmyr	CHRO	3 years	26.04.2021	26.04.2024	66,00	2 186	144
Øyvind Reiten	EVP Group Commercial & Sales	3 years	26.04.2021	26.04.2024	66,00	2 091	138

Share options unvested/unexercised as of 31 December 2021

Name	Position	Grant date	Vesting date	Expiry date	Grant share price (NOK)	Exercise price (NOK)	Number of options	Option value (NOK)	Total number of Options beginning of the year	Total number of options end of the year
Hans-Petter Møllerud	CEO	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	200 000	17,40	-	200 000
		30.10.2020	30.10.2025	20.01.2026	40,00	41,57	10 000	10,53	10 000	10 000
		30.10.2020	30.10.2023	20.01.2024	40,00	41,57	15 000	8,61	15 000	15 000
Gunnar Manum	CFO	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	60 000	17,40	-	60 000
		30.10.2020	30.10.2025	20.01.2026	40,00	41,57	8 000	10,53	8 000	8 000
		30.10.2020	30.10.2023	20.01.2024	40,00	41,57	12 000	8,61	12 000	12 000
		01.01.2020	01.09.2024	20.01.2025	25,30	40,56	4 000	4,93	4 000	4 000
		01.01.2020	01.09.2022	20.01.2023	25,30	31,73	6 000	4,18	6 000	6 000
Halvor Leirvåg	CTO	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	60 000	17,40	-	60 000
		30.10.2020	30.10.2025	20.01.2026	40,00	41,57	8 000	10,53	8 000	8 000
		30.10.2020	30.10.2023	20.01.2024	40,00	41,57	12 000	8,61	12 000	12 000
		01.09.2019	01.09.2024	20.01.2025	20,40	37,22	4 000	3,24	4 000	4 000
		01.09.2019	01.09.2022	20.01.2023	20,40	29,10	6 000	2,65	6 000	6 000
Richard Schjørrn	EVP Solution & Delivery Global Managed Services	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	60 000	17,40	-	60 000
		30.10.2020	30.10.2025	20.01.2026	40,00	41,57	8 000	10,53	8 000	8 000
		30.10.2020	30.10.2023	20.01.2024	40,00	41,57	12 000	8,61	12 000	12 000
		01.09.2019	01.09.2024	20.01.2025	20,40	37,22	4 000	3,24	4 000	4 000
		01.09.2019	01.09.2022	20.01.2023	20,40	29,10	6 000	2,65	6 000	6 000
Hilde Karlsmyr	CHRO	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	60 000	17,40	-	60 000
		30.10.2020	30.10.2025	20.01.2026	40,00	41,57	8 000	10,53	8 000	8 000
		30.10.2020	30.10.2023	20.01.2024	40,00	41,57	12 000	8,61	12 000	12 000
		01.09.2019	01.09.2024	20.01.2025	20,40	37,22	4 000	3,24	4 000	4 000
		01.09.2019	01.09.2022	20.01.2023	20,40	29,10	6 000	2,65	6 000	6 000
Øyvind Reiten	EVP Group Commercial & Sales	30.06.2021	30.06.2024	09.09.2024	58,80	59,69	60 000	17,40	-	60 000
		30.10.2020	30.10.2025	20.01.2026	40,00	41,57	8 000	10,53	8 000	8 000
		30.10.2020	30.10.2023	20.01.2024	40,00	41,57	12 000	8,61	12 000	12 000
		01.09.2019	01.09.2024	20.01.2025	20,40	37,22	4 000	3,24	4 000	4 000
		01.09.2019	01.09.2022	20.01.2023	20,40	29,10	6 000	2,65	6 000	6 000

RSUs unvested as of 31 December 2021

Name	Position	Grant date	Vesting date	Grant share price (NOK)	Number of RSUs	Total number of RSUs beginning of the year	Total number of RSUs end of the year
Hans-Petter Møllerud	CEO	26.04.2021	26.04.2024	66,00	4 898	-	4 898
Gunnar Manum	CFO	26.04.2021	26.04.2024	66,00	2 372	-	2 372
		01.01.2019	30.05.2022	25,30	5 000	5 000	5 000
Halvor Leirvåg	CTO	26.08.2020	26.08.2023	43,00	1 715	1 715	1 715
		23.05.2019	30.05.2021	24,80	3 000	3 000	-
		25.10.2018	30.05.2022	27,00	10 000	10 000	10 000
		30.05.2016	30.05.2021	32,20	20 841	20 841	-
Richard Schjørrn	EVP Solution & Delivery Global Managed Services	26.04.2021	26.04.2024	66,00	2 306	2 306	2 306
		23.05.2019	30.05.2021	24,80	10 500	10 500	-
		25.10.2018	30.05.2022	27,00	10 000	10 000	10 000
		30.05.2018	30.05.2021	45,00	8 000	8 000	-
		30.05.2016	30.05.2021	32,20	18 162	18 162	-
Hilde Karlsmyr	CHRO	26.04.2021	26.04.2024	66,00	2 186	2 186	2 186
		26.08.2020	26.08.2023	43,00	2 522	2 522	2 522
		23.05.2019	30.05.2021	24,80	3 000	3 000	-
		25.10.2018	30.05.2022	27,00	10 000	10 000	10 000
		30.05.2018	30.05.2021	45,00	6 000	6 000	-
Øyvind Reiten	EVP Group Commercial & Sales	26.04.2021	26.04.2024	66,00	2 091	2 091	2 091
		23.05.2019	30.05.2021	24,80	10 500	10 500	-
		25.10.2018	30.05.2022	27,00	10 000	10 000	10 000
		30.05.2018	30.05.2021	45,00	6 000	6 000	-
		30.05.2016	30.05.2021	32,20	36 857	36 857	-

2.2. Corporate Executive Management shareholding

Name	Numbers of shares owned 2021		
	As of January 1	Movements	As of December 31
Hans-Petter Møllerud*	2 891 482	6 186	2 897 668
Gunnar Manum	2 000	277	2 277
Halvor Leirvåg	7 825	2 175	10 000
Richard Schiørn	7 628	5 575	13 203
Hilde Karlsmyr	5 581	5 575	11 156
Øyvind Reiten	9 045	9 277	18 322

*Including shares owned by entities controlled by Hans-Petter Møllerud (Norwegian Retail AS)

2.3. Use of the right to reclaim remuneration

The Company's remuneration is not subject to any reclaim provisions, and no remuneration has been reclaimed in 2021.

3. Remuneration - Board of Directors

The compensation to the Board of Directors are determined by the annual general meeting, based on a proposal from the Nomination Committee. At the annual general meeting in 2022, the Nomination Committee proposes board fees for the period from the annual general meeting in 2022 to the annual general meeting in 2023.

The board fees in the tables below are the actual fees paid during 2021 and 2020.

2021 (NOK 1000)

Name	Board fee	Audit Committee fee	Remuneration Committee fee	Total
Adele Norman Pran	429	40	20	489
Liselotte Hægert Engstam	215		25	240
Jan M. Koivurinta	215			215
Corinna Schäfer	215	35		250
Erik Langaker	215	35		250
Kenth Eriksson (May - Dec.)	131			131
Stefan Charette (Jan.-May)	83			83
Jon Erik Haug (Jan.-May)	83		20	103
Total	1 585	110	65	1 760

2020 (NOK 1000)

Name	Board fee	Audit Committee fee	Remuneration Committee fee	Total
Adele Norman Pran	317	40	20	377
Liselotte Hægert Engstam	200		25	225
Jan M. Koivurinta	200			200
Corinna Schäfer	200	35		235
Erik Langaker (May-Dec.)	117			117
Kenth Eriksson (Jan.- May)	83	35		118
Stefan Charette (May-Dec.)	117			117
Jon Erik Haug	200		20	220
Lars Laier Henriksen (Jan.-May)	167			167
Total	1 600	110	65	1 775

3.1. Board of Directors shareholding

Name	Numbers of shares owned 2021		
	As of January 1	Movements	As of December 31
Adele Norman Pran	20 000	-	20 000
Liselotte Hågertz Engstam	3 500	-	3 500
Jan M. Koivurinta*	295 139	4 861	300 000
Corinna Schäfer	-	-	-
Erik Langaker*	870 659	140 000	1 010 659
Kenth Eriksson**	3 420 125	(1 150 000)	2 270 125

*Shares owned by entities controlled by the board member

**Shares owned by entities connected to the board member

4. Remuneration and company results 2017 - 2021

A summary of the development in total remuneration to Group Executive Management and the Board of Directors, the Company's performance and employee remuneration during the period 2017 to 2021 is shown in the table below.

Remuneration - Board of Directors (NOK 1000)	2017	2018	2019	2020	2021
Adele Norman Pran		117	240	377	489
<i>Change from the previous year (%)</i>			105,1%	57,1%	29,7%
Liselotte Hågertz Engstam	190	225	225	225	240
<i>Change from the previous year (%)</i>	17,3%	18,4%	0,0%	0,0%	6,7%
Jan M. Koivurinta	170	200	200	200	215
<i>Change from the previous year (%)</i>	2,4%	17,6%	0,0%	0,0%	7,5%
Corinna Schäfer			117	235	250
<i>Change from the previous year (%)</i>				100,9%	6,4%
Erik Langaker				117	250
<i>Change from the previous year (%)</i>					113,7%
Kenth Eriksson			117	118	131
<i>Change from the previous year (%)</i>				0,9%	11,0%
Stefan Charette				117	83
<i>Change from the previous year (%)</i>					-29,1%
Jon Erik Haug		117	235	220	83
<i>Change from the previous year (%)</i>			100,9%	-6,4%	-62,3%
Lars Laier Henriksen	355	420	420	167	
<i>Change from the previous year (%)</i>	12,7%	18,3%	0,0%	-60,2%	
Tina Steinsvik Sund	210	123			
<i>Change from the previous year (%)</i>	15,4%	-41,4%			
Karl Christian Agerup	205	118			
<i>Change from the previous year (%)</i>	9,6%	-42,4%			
Total remuneration - Board of Directors	1 130	1 320	1 554	1 776	1 741
<i>Change from the previous year (%)</i>	-4,1%	16,8%	17,7%	14,3%	-2,0%

Remuneration - Corporate Executive Management (NOK 1000)	2017	2018	2019	2020	2021
Hans-Petter Møllerud	2 387	3 888	3 639	3 874	7 690
<i>Change from the previous year (%)</i>	0,8%	62,9%	-6,4%	6,5%	98,5%
Gunnar Manum				2 332	3 299
<i>Change from the previous year (%)</i>					41,5%
Halvor Leirvåg	1 537	1 950	1 855	2 087	2 982
<i>Change from the previous year (%)</i>	-25,4%	26,9%	-4,9%	12,5%	42,9%
Richard Schiørn	1 597	2 330	2 137	2 286	3 246
<i>Change from the previous year (%)</i>	-23,9%	45,9%	-8,3%	7,0%	42,0%
Hilde Karlsmyr		1 152	1 897	2 201	3 122
<i>Change from the previous year (%)</i>			64,7%	16,0%	41,8%
Øyvind Reiten	1 695	2 449	2 241	2 327	3 302
<i>Change from the previous year (%)</i>	-36,8%	44,5%	-8,5%	3,8%	41,9%
Nina Stemshaug (former CFO)	1 685	1 939	1 814		
<i>Change from the previous year (%)</i>	-27,0%	15,1%	-6,4%		
Anders Sjøstad (former temp. CFO)			1 229		
<i>Change from the previous year (%)</i>					
Total remuneration - Corporate Executive Management	8 901	13 708	14 813	15 107	23 641
<i>Change from the previous year (%)</i>	-22,7%	54,0%	8,1%	2,0%	56,5%
Average remuneration Corporate Executive Management (FTE)	1 484	2 285	2 279	2 518	3 940
<i>Change from the previous year (%)</i>	-22,7%	54,0%	-0,3%	10,5%	56,5%
Average salary other employees in Norway (FTE)	609	633	631	636	647
<i>Change from the previous year (%)</i>	1,8%	3,9%	-0,3%	0,8%	1,7%

Zalaris Results (NOK 1000)	2017	2018	2019	2020	2021
Revenue	577 338	745 434	776 792	792 326	775 265
<i>Change from the previous year (%)</i>	45,6%	29,1%	4,2%	2,0%	-2,2%
EBIT	10 594	17 339	14 091	37 423	22 585
EBIT Margin (%)	1,8 %	2,3 %	1,8 %	4,7 %	2,9 %

5. How total compensation complies with the Guidelines for remuneration of the Corporate Executive Management Zalaris and how it contributes to long-term performance of the company

Purpose	Description and Link to the Strategy	Value
Base salary Minimum expected remuneration for doing the job.	Management salaries shall be competitive and fair and reflect local market conditions as Zalaris wants to attract and retain attractive leaders. The basic salary shall normally be the main element of managers' salaries and thus differentiate based on the scope of work, responsibility and performance.	Competitive to attract and retain attractive leaders.
Short term incentive plan (STI) Incentivizing achievement of short-term business targets aligned with realizing Zalaris's	The Board sets the annual STI Scorecard for the CEO, including the goals and targets, respective weights and pre-defined performance scale. The CEO sets the STIP Scorecard that applies for the rest of the management.	Maximum opportunity for annual variable pay vary from 10% - 35% of annual salary depending on role. Max STI for CEO is 30%.

strategy and driving constant improvements.	The goals are stretched and reflects the business objectives to achieve the company's long-term strategic targets.	
Long-term incentives plan (LTI) Support the alignment between executives and shareholder interests and ensures retention of key talents.	LTI aims to drive long-term value creation aligned with the company's strategy. Zalaris Board of Directors approve the yearly allocation and set the number of options to be distributed to CEO. The CEO set the final distribution to the Executive Management, assessed and approved by the Board of Directors. 2021 benchmarking of total compensation for the management showed under market on the variable elements (STI and LTI). The long-term incentives were therefore improved and grants increased in 2021 securing alignment with shareholder interest and value, in stead of increasing short term incentives.	Securing an attractive total compensation in line with shareholders' interests.

Variable compensation is based on individual discretionally evaluation of goal achievements. The goals are a split between common company goals with focus on growth and Ebit targets and individual targets.

Executive Management goal achievement is presented to and validated by the Remuneration committee.

The Executive Management total compensation and each component (base salary, benefits, short term incentives and long term incentives) are reviewed and benchmarked according to market (compared with relevant companies and positions) annually. The review and benchmarking are assessed and validated by the Remuneration Committee.

All elements of the Executive Management remuneration are according to the Executive Remuneration Policy.

Oslo, 28 April 2022

The Board of Directors of Zalaris ASA



Adele Norman Pran
sign.



Liselotte Hägertz Engstam
sign.



Kenth Eriksson
sign.



Jan M. Koivurinta
sign.



Erik Langaker
sign.



Corinna Schäfer
sign.

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REMUNERATION REPORT

To the General Meeting of Zalaris ASA

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Zalaris ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2021 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 control

We are independent of the company in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. Our firm applies International Standard on Quality Control 1 (ISQC 1) and accordingly maintains 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, 29 April 2022
ERNST & YOUNG AS

The auditor's assurance report is signed electronically

Alexandra Bristol
State Authorised Public Accountant (Norway)