

REMUNERATION REPORT 2023

ZALARIS ASA

(For advisory vote by the annual general meeting on 19 June 2024)

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 2023.

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 2023, 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 June 2024, pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a, and can be found 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 2023 and 2022.

2023 (NOK 1000)		Fixed remuneration			Variable remuneration			Total Compensation	
Corporate Management	Title	Salary	Benefits	Pension	Yearly bonus	Restricted Shares (LTI), Value at grant	Share Options (LTI), value at grant	Total Compensation	fixed versus variable compensation
Hans-Petter Møllerud	CEO	3 765	40	226	276	616	1 664	6 587	62%/38%
Gunnar Manum	CFO	2 051	5	123	100	224	915	3 418	64%/36%
Halvor Leirvåg	CTO	1 868	6	112	180	-	915	3 081	65%/35%
Richard Schjorrr	EVP Solution & Delivery Global Managed Services	2 033	6	122	98	220	915	3 394	64%/36%
Hilde Karlsmyr	CHRO	1 890	6	113	92	206	915	3 222	63%/37%
Øyvind Reiten	EVP Group Commercial & Sales	2 056	27	123	211	471	915	3 803	58%/42%
Total		13 663	90	819	957	1 737	6 240	23 506	63%/37%

2022 (NOK 1000)		Fixed remuneration			Variable remuneration			Total Compensation	
Corporate Management	Title	Salary	Benefits	Pension	Yearly bonus	Restricted Shares (LTI), Value at grant	Share Options (LTI), value at grant	Total Compensation	fixed versus variable compensation
Hans-Petter Møllerud	CEO	3 682	39	217	266	530	1 112	5 845	67%/33%
Gunnar Manum	CFO	2 006	3	118	96	192	623	3 039	70%/30%
Halvor Leirvåg	CTO	1 796	5	106	86	171	623	2 787	68%/32%
Richard Schjorrr	EVP Solution & Delivery Global Managed Services	1 969	5	116	95	189	623	2 997	70%/30%
Hilde Karlsmyr	CHRO	1 849	5	109	89	177	623	2 851	69%/31%
Øyvind Reiten	EVP Group Commercial & Sales	2 010	26	118	145	289	623	3 212	67%/33%
Total		13 312	83	783	777	1 548	4 227	20 730	68%/32%

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 23 May 2023, gave the Board the authority to grant up to 1,000,000 employee share options annually. 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 Board has the authority to grant 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 2023.

Share options granted to Executive Corporate Management for 2023

Name	Position	Grant Date	Vesting date	Expiry date	Grant share price (NOK)	Exercise price (NOK)	Number Granted	Option value (NOK)	Grant value (NOK 1 000)
Hans-Petter Møllerud	CEO	14.04.2023	14.04.2026	31.08.2026	41.20	36.93	100,000	16.64	1,664
Gunnar Manum	CFO	14.04.2023	14.04.2026	31.08.2026	41.20	36.93	55,000	16.64	915
Halvor Leirvåg	CTO	14.04.2023	14.04.2026	31.08.2026	41.20	36.93	55,000	16.64	915
Hilde Karlsmyr	CHRO	14.04.2023	14.04.2026	31.08.2026	41.20	36.93	55,000	16.64	915
Øyvind Reiten	EVP Group Commercial & Sales	14.04.2023	14.04.2026	31.08.2026	41.20	36.93	55,000	16.64	915
Richard Schiørn	EVP Solution & Delivery Global Managed Services	14.04.2023	14.04.2026	31.08.2026	41.20	36.93	55,000	16.64	915

Restricted Stock Units (RSUs) granted to Executive Corporate Management for 2023

Name	Position	Grant Date	Vesting date	Grant share price (NOK)	Exercise price (NOK)	Number Granted	RSU value (NOK)	Grant value (NOK 1 000)
Hans-Petter Møllerud	CEO	17.04.2023	17.04.2026	41.00	n/a	14,954	41.00	613
Gunnar Manum	CFO	17.04.2023	17.04.2026	41.00	n/a	5,431	41.00	223
Halvor Leirvåg	CTO	17.04.2023	17.04.2026	41.00	n/a	-	41.00	-
Hilde Karlsmyr	CHRO	17.04.2023	17.04.2026	41.00	n/a	5,006	41.00	205
Øyvind Reiten	EVP Group Commercial & Sales	17.04.2023	17.04.2026	41.00	n/a	11,432	41.00	469
Richard Schiørn	EVP Solution & Delivery Global Managed Services	17.04.2023	17.04.2026	41.00	n/a	5,333	41.00	219

Share options unvested/unexercised as of 31 December 2023

Name	Position	Program	Grant Date	Vested Date	Expiry Date	Share price at grant (NOK)	Exercise price (NOK)	Granted	Fair value (NOK)	Total number of options beginning of the year	Total number of options end of the year
Hans-Petter Møllerud	CEO	2020 Option plan	30.10.2020	30.10.2023	14.03.2024	40.00	41.57	-	8.61	15,000	15,000
		2020 Option plan	30.10.2020	30.10.2025	20.01.2026	40.00	41.57	-	10.53	10,000	10,000
		2021 Option Plan	30.06.2021	30.06.2024	09.09.2024	58.80	59.69	-	17.40	200,000	200,000
		2022 Option plan	17.06.2022	17.06.2025	07.09.2025	34.80	37.09	-	11.12	100,000	100,000
		2023 Option plan	14.04.2023	14.04.2026	14.07.2026	41.20	36.93	100,000	16.64	100,000	100,000
Gunnar Manum	CFO	2019 Option plan	01.01.2020	01.01.2024	20.01.2025	27.60	40.56	-	4.93	4,000	4,000
		2020 Option plan	30.10.2020	30.10.2023	14.03.2024	40.00	41.57	-	8.61	12,000	12,000
		2020 Option plan	30.10.2020	30.10.2025	20.01.2026	40.00	41.57	-	10.53	8,000	8,000
		2021 Option Plan	30.06.2021	30.06.2024	09.09.2024	58.80	59.69	-	17.40	60,000	60,000
		2022 Option plan	17.06.2022	17.06.2025	07.09.2025	34.80	37.09	-	11.12	56,000	56,000
Halvor Leirvåg	CTO	2019 Option plan	01.09.2019	01.09.2024	20.01.2025	20.20	37.22	-	3.24	4,000	4,000
		2020 Option plan	30.10.2020	30.10.2023	14.03.2024	40.00	41.57	-	8.61	12,000	12,000
		2020 Option plan	30.10.2020	30.10.2025	20.01.2026	40.00	41.57	-	10.53	8,000	8,000
		2021 Option Plan	30.06.2021	30.06.2024	09.09.2024	58.80	59.69	-	17.40	60,000	60,000
		2022 Option plan	17.06.2022	17.06.2025	07.09.2025	34.80	37.09	-	11.12	56,000	56,000
Hilde Karlsmyr	CHRO	2019 Option plan	01.09.2019	01.09.2024	20.01.2025	20.20	37.22	-	3.24	4,000	4,000
		2020 Option plan	30.10.2020	30.10.2023	14.03.2024	40.00	41.57	-	8.61	12,000	12,000
		2020 Option plan	30.10.2020	30.10.2025	20.01.2026	40.00	41.57	-	10.53	8,000	8,000
		2021 Option Plan	30.06.2021	30.06.2024	09.09.2024	58.80	59.69	-	17.40	60,000	60,000
		2022 Option plan	17.06.2022	17.06.2025	07.09.2025	34.80	37.09	-	11.12	56,000	56,000
Øyvind Reiten	EVP Group Commercial & Sales	2019 Option plan	01.09.2019	01.09.2024	20.01.2025	20.20	37.22	-	3.24	4,000	4,000
		2020 Option plan	30.10.2020	30.10.2023	14.03.2024	40.00	41.57	-	8.61	12,000	12,000
		2020 Option plan	30.10.2020	30.10.2025	20.01.2026	40.00	41.57	-	10.53	8,000	8,000
		2021 Option Plan	30.06.2021	30.06.2024	09.09.2024	58.80	59.69	-	17.40	60,000	60,000
		2022 Option plan	17.06.2022	17.06.2025	07.09.2025	34.80	37.09	-	11.12	56,000	56,000
Richard Schiørn	EVP Solution & Delivery Global Managed Services	2019 Option plan	01.09.2019	01.09.2024	20.01.2025	20.20	37.22	-	3.24	4,000	4,000
		2020 Option plan	30.10.2020	30.10.2023	14.03.2024	40.00	41.57	-	8.61	12,000	12,000
		2020 Option plan	30.10.2020	30.10.2025	20.01.2026	40.00	41.57	-	10.53	8,000	8,000
		2021 Option Plan	30.06.2021	30.06.2024	09.09.2024	58.80	59.69	-	17.40	60,000	60,000
		2022 Option plan	17.06.2022	17.06.2025	07.09.2025	34.80	37.09	-	11.12	56,000	56,000
		2023 Option plan	14.04.2023	14.04.2026	14.07.2026	41.20	36.93	55,000	16.64	55,000	55,000

RSUs unvested/unexercised as of 31 December 2023

Name	Position	Grant Date	Vested Date	Share price at grant (NOK)	Granted	Exercised/expired	Fair value (NOK)	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	-	-	66.00	4,898	4,898
		20.04.2022	20.04.2025	47.00	-	-	47.00	11,272	11,272
		17.04.2023	17.04.2023	41.00	14,954	-	41.00	-	14,954
Gunnar Manum	CFO	26.04.2021	26.04.2024	66.00	-	-	66.00	2,372	2,372
		20.04.2022	20.04.2025	47.00	-	-	47.00	4,094	4,094
		17.04.2023	17.04.2023	41.00	5,431	-	41.00	-	5,431
Halvor Leirvåg	CTO	26.08.2020	26.08.2023	43.00	-	1,715	43.00	1,715	-
		20.04.2022	20.04.2025	47.00	-	-	47.00	3,666	3,666
Hilde Karlsmyr	CHRO	26.08.2020	26.08.2023	43.00	-	2,522	43.00	2,522	-
		26.04.2021	26.04.2024	66.00	-	-	66.00	2,186	2,186
		20.04.2022	20.04.2025	47.00	-	-	47.00	3,773	3,773
		17.04.2023	17.04.2023	41.00	5,006	-	41.00	-	5,006
Øyvind Reiten	EVP Group Commercial & Sales	26.04.2021	26.04.2024	66.00	-	-	66.00	2,091	2,091
		20.04.2022	20.04.2025	47.00	-	-	47.00	6,155	6,155
		17.04.2023	17.04.2023	41.00	11,432	-	41.00	-	11,432
Richard Schiørn	EVP Solution & Delivery Global Managed Services	26.04.2021	26.04.2024	66.00	-	-	66.00	2,306	2,306
		20.04.2022	20.04.2025	47.00	-	-	47.00	4,020	4,020
		17.04.2023	17.04.2023	41.00	5,333	-	41.00	-	5,333

2.2 Corporate Executive Management shareholding

Name	Numbers of shares owned 2023		
	As of January 1	Movements	As of December 31
Hans-Petter Møllerud*	2,897,688	608	2,898,296
Gunnar Manum	12,277	-	12,277
Halvor Leirvåg	20,000	1,715	21,715
Richard Schiørn	27,203	-	27,203
Hilde Karlsmyr	21,156	2,522	23,678
Øyvind Reiten	28,322	-	28,322

*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 2023.

3. Remuneration - Board of Directors

The compensation to the Board of Directors is determined by the annual general meeting, based on a proposal from the Nomination Committee. At the annual general meeting in 2024, the Nomination Committee proposes board fees for the period from the annual general meeting in 2024 to the annual general meeting in 2025.

The board fees in the tables below are the actual fees paid during 2023 and 2022.

2023 (NOK 1000)

Name	Board fee	Audit Committee fee	Remuneration Committee fee	Total
Adele Norman Pran	500	50	20	570
Liselotte Hægert Engstam	250		30	280
Jan M. Koivurinta	250			250
Erik Langaker	250	40		290
Kenth Eriksson	250			250
Total	1,500	90	50	1,640

2022 (NOK 1000)

Name	Board fee	Audit Committee fee	Remuneration Committee fee	Total
Adele Norman Pran	450	45	20	515
Liselotte Hægert Engstam	225		30	255
Jan M. Koivurinta	225			225
Corinna Schäfer (Jan-May)	94		35	129
Erik Langaker	225	35		260
Kenth Eriksson	225			225
Total	1,444	80	85	1,609

3.1 Board of Directors shareholding

Name	Numbers of shares owned 2023		
	As of January 1	Movements	As of December 31
Adele Norman Pran	20,000	-	20,000
Liselotte Hægertz Engstam	8,200	-	8,200
Jan M. Koivurinta*	330,000	-	330,000
Erik Langaker*	1,010,659	30,000	1,040,659
Kenth Eriksson**	803,269	-	803,269

*Shares owned by entities controlled by the board member

**Shares owned by entities connected to the board member

4. Remuneration and company results 2019 - 2023

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 2019 to 2023 is shown in the table below.

Remuneration - Board of Directors (NOK 1000)	2019	2020	2021	2022	2023
Adele Norman Pran	200	377	489	515	570
<i>Change from the previous year (%)</i>	70.9%	88.5%	29.7%	5.3%	10.7%
Liselotte Hægertz Engstam	200	225	240	255	280
<i>Change from the previous year (%)</i>	0.0%	12.5%	6.7%	6.3%	9.8%
Jan M. Koivurinta	200	200	215	225	250
<i>Change from the previous year (%)</i>	0.0%	0.0%	7.5%	4.7%	11.1%
Corinna Schäfer	117	235	250	129	0
<i>Change from the previous year (%)</i>		100.9%	6.4%	-48.4%	
Erik Langaker		117	250	260	290
<i>Change from the previous year (%)</i>			113.7%	4.0%	11.5%
Kenth Eriksson	100	118	131	225	250
<i>Change from the previous year (%)</i>		18.0%	11.0%	71.8%	11.1%
Stefan Charette		117	83		
<i>Change from the previous year (%)</i>			-29.1%		
Jon Erik Haug	200	220	83		
<i>Change from the previous year (%)</i>	70.9%	10.0%	-62.3%		
Lars Laier Henriksen	400	167			
<i>Change from the previous year (%)</i>	0.0%	-58.3%			
Total remuneration - Board of Directors	1,417	1,776	1,741	1,609	1,640
<i>Change from the previous year (%)</i>	18.1%	25.3%	-2.0%	-7.6%	1.9%

Remuneration - Corporate Executive Management (NOK 1000)	2019	2020	2021	2022	2023
Hans-Petter Møllerud	3,639	3,874	7,690	5,845	6,587
<i>Change from the previous year (%)</i>	-6.4%	6.5%	98.5%	-24.0%	12.7%
Gunnar Manum		2,332	3,299	3,039	3,463
<i>Change from the previous year (%)</i>			41.5%	-7.9%	14.0%
Halvor Leirvåg	1,855	2,087	2,982	2,787	3,153
<i>Change from the previous year (%)</i>	-4.9%	12.5%	42.9%	-6.5%	13.1%
Richard Schiørn	2,137	2,286	3,246	2,997	3,458
<i>Change from the previous year (%)</i>	-8.3%	7.0%	42.0%	-7.7%	15.4%
Hilde Karlsmyr	1,897	2,201	3,122	2,851	3,264
<i>Change from the previous year (%)</i>	64.0%	16.0%	41.8%	-8.7%	14.5%
Øyvind Reiten	2,241	2,327	3,302	3,212	3,848
<i>Change from the previous year (%)</i>	-8.5%	3.8%	41.9%	-2.7%	19.8%
Nina Stemshaug (former CFO)	1,814				
<i>Change from the previous year (%)</i>	-6.4%				
Anders Sjøstad (former temp. CFO)	1,229				
<i>Change from the previous year (%)</i>					
Total remuneration - Corporate Executive Management	14,812	15,107	23,641	20,731	23,773
<i>Change from the previous year (%)</i>	8.0%	2.0%	56.5%	-12.3%	14.7%
Average remuneration Corporate Executive Management (FTE)	2,469	2,518	3,940	3,455	3,976
<i>Change from the previous year (%)</i>	8.0%	2.0%	56.5%	-12.3%	15.1%
Average remuneration other employees in Norway (FTE)	631	636	647	679	722
<i>Change from the previous year (%)</i>	-0.3%	0.8%	1.7%	4.9%	6.3%

Zalaris Results (NOK 1000)	2019	2020	2021	2022	2023
Revenue	776,792	792,326	775,265	892,743	1,131,210
<i>Change from the previous year (%)</i>	4.2%	2.0%	-2.2%	15.2%	26.7%
EBIT	14,091	37,423	22,585	23,694	70,503
EBIT Margin (%)	1.8 %	4.7 %	2.9 %	2.7 %	6.2%

Note: The changes in total remuneration of Corporate Executive Management are mainly effected by the calculated value at grant of restricted shares and Share options (LTI).

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 15% - 40% of annual salary depending on role.

strategy and driving constant improvements.	The goals are stretched and reflects the business objectives to achieve the company’s long-term strategic targets.	Max STI for CEO is 30%.
Long-term incentives plan (LTI) Support the alignment between executives and shareholder interests and ensures retention of key talents.	<p>LTI aims to drive long-term value creation aligned with the company’s strategy.</p> <p>Zalaris Board of Directors approve the yearly allocation and set the number of options to be distributed to CEO.</p> <p>The CEO set the final distribution to the Executive Management, assessed and validated by the Remuneration committee.</p>	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, 10 April 2024

The Board of Directors of Zalaris ASA



Adele Norman Pran



Liselotte Hægertz Engstam



Kenth Eriksson



Jan M. Koivurinta



Erik Langaker

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 2023 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. The firm applies International Standard on Quality Management, which requires the firm to design, implement and operate a system of quality management including policies or 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, 17 April 2024
ERNST & YOUNG AS

The auditor's assurance report is signed electronically

Alexandra van der Zalm Bristol
State Authorised Public Accountant (Norway)