

# **Guidelines for remuneration of executive personnel at Hermana Holding ASA**

Approved by the general meeting on 29 April 2025.

## **1. Introduction**

These guidelines are established in accordance with the Norwegian Public Limited Liability Companies Act § 6-16a and related guidance for remuneration of executive personnel, and it has been prepared by the Board of Directors (the "Board") of Hermana Holding ASA (the "Company"). The guidelines apply to the Senior Management and the members of the Board of Directors.

As of April 2025, all management functions are in the form of services from Magnora ASA, and Hermana Holding has no employees, but this may change. These guidelines are meant to apply to also a situation where the Company has Senior Management on employment contracts.

The Board can deviate from this policy if required by regulatory requirements, material changes in the Group structure or ownership, or if there are situations where the long-term interests of the Group require it. The reason for such deviations shall be included in the minutes of the Board meeting. Any deviations shall also be described in the annual remuneration report.

If the Board considers that the guidelines need any significant change, the Board shall propose revised guidelines for the general meeting of the Company. The guidelines shall be reviewed and approved by the general meeting every fourth year or more frequent. The guidelines shall be available on the Company's website.

The Board shall each year prepare a remuneration report in accordance with the Public Limited Liability Companies Act section 6-16b, this report being included in the annual report and subject to advisory vote at the subsequent annual general meeting.

## **2. Purpose**

The purpose of the guidelines is to align interests between executive personnel and the Company's shareholders and stimulate a strong and enduring value-based culture, and such contribute to long-term shareholder value. The remuneration of the Board and Senior Management shall promote the achievement of good financial results and leadership in accordance with the Company's values and business ethics and shall reflect the content and complexity of the executives' position as well as the performance of the individual, at the same time as it attracts and retains these key individuals.

The remuneration guidelines provide a framework for remuneration of executives aligned with the Company's business strategy and long-term interests, including sustainability, profitability, and growth in shareholder value.

## **3. Remuneration elements**

Any executive personnel are offered standard employment contracts with terms and conditions consistent with industry standard and in line with corresponding jobs in the industry. In case of termination of employment of CEO, severance payment may not exceed the amount of 12 months' salary. Other members of Senior Management may not have severance pay, but if the Company invokes non-competition clause in the employment agreement, these shall receive compensation during the restrictive period, which may be up to six months. The total amount of compensation is limited to maximum 12 G.

Senior Management may receive fixed salary, standard employee pension, insurance coverage, and bonus (variable pay). The salary shall reflect the tasks, responsibilities, competency, and performance that contribute to the achievement of the Company's goals. Equality and anti-discrimination shall also be considered in such evaluations. Furthermore, the overall compensation package must both reflect the competency and track level of the employee, as well as the compensation level in the general market to ensure the Company is competitive and able to attract key personnel.

Remuneration to the CEO shall be recommended by the chair of the Board and approved by the Board on an annual basis, while the remuneration to other members of the Senior Management shall be recommended by the CEO, in consultation with the chair of the Board, and approved by the Board on an annual basis.

The bonus part of the compensation represents alignment of Senior Management and Company goals and may, dependent on the result of an annual performance review, total up to maximum 150 percent of the fixed salary.

There is no remuneration for Board directorships of companies within the Group or non-listed companies Hermana Holding ASA invests in.

#### **4. Board of Directors**

Each Board member receives an annual remuneration determined by the general meeting on an annual basis. The Board remuneration is paid quarterly. The remuneration level is evaluated by the Nomination Committee in advance of each annual general meeting.

#### **5. Pension plan and insurance**

For any member of the Senior Management, the Company has a defined-contribution pension scheme in accordance with the Norwegian Occupation Pension Act. The pension scheme shall cover salaries from 0G to 12G, in accordance with Norwegian legislation. Pension plans shall not be performance-based.

There shall not be loans, prepayments or other forms of credit or guarantees from the Company to executive personnel.

The Company may sign early-retirement agreements with members of the Senior Management.

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

#### **6. Other benefits**

Senior Management may be offered benefits common for comparable positions, e.g., free telephone service, home PC, free broadband service, and newspapers. There are no special restrictions on the type of other benefits that can be agreed on.