



# Remuneration Report

# 2025

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## 1. Remuneration of Directors of Arendals Fossekompani ASA 2025

Approved by the Board of Directors on 13 April 2026.  
Advisory vote by the General Meeting on 13 May 2026.

In accordance with the Norwegian Public Limited Liability Companies Act (the "Act") section 6-16, the Board of Directors of Arendals Fossekompani ASA ("Arendals Fossekompani") has prepared a report on the salary and other remuneration of the CEO, senior executives and the members of the Arendals Fossekompani Board of Directors awarded or due in 2025.

This report regards remuneration for 2025 of the following members of the Executive Management (hereinafter collectively referred to as the "Executive Management" or separately as each "executive"):

- **Chief Executive Officer (CEO)**  
position currently held by Benjamin Golding
- **Chief Financial Officer (CFO)**  
position currently held by Lars Peder Fensli
- **Executive Vice President (EVP)**  
position currently held by Torkil Mogstad
- **Executive Vice President (EVP)**  
position currently held by Ingunn Ettestøl
- **Executive Vice President (EVP)**  
position currently held by Ann-Kari A. Heier
- **Executive Vice President (EVP)**  
position currently held by Håkon Tanem

## 2. Introduction, scope, and purpose

The Remuneration Report 2025 provides an overview of remuneration of the Executive Management of Arendals Fossekompani in 2025 in relation to the Remuneration Policy adopted by the General Meeting on 15 May 2025. This report has been prepared in accordance with the Norwegian Public Limited Liability Companies Act section 6-16 and the draft Guidelines on the standardised presentation of the remuneration report under Directive 2007/36/EC, as amended by Directive (EU) 2017/828 from the EU Commission of 1 March 2019 (the "EU Draft Guidelines").

Arendals Fossekompani's Remuneration Policy is designed to align with our overall business strategy, long-term interests, and financial sustainability. Arendals Fossekompani offers remuneration that recognises the market value of an executive's role, skills, responsibilities, performance and experience in order to attract and keep excellent leaders. The remuneration scheme for Arendals Fossekompani's Executive Management shall be competitive and flexible, but neither appear complicated nor be wage leading. The Remuneration Policy has been developed to create a performance-based system which is founded on Arendals Fossekompani's values. The remuneration components for the Executive Management are structured to provide strong alignment between the interests of executives and shareholders, including a focus on delivering Arendals Fossekompani's key strategic objectives, and to support the business strategy and long-term interests. Further information on remuneration can be found in the Annual Report 2025, available on Arendals Fossekompani's website, [arendalsfossekompani.no/en](https://arendalsfossekompani.no/en). Information about the work of the Remuneration Committee can be found in the Corporate Governance Report for 2025. The remuneration of executives in 2025 was in accordance with Arendals Fossekompani's approved Remuneration Policy.

## 3. Overview of financial year 2025

Arendals Fossekompani is an industrial investment company holding six core investments and a portfolio of financial investments. Arendals Fossekompani owns two hydropower plants and a portfolio of property development projects, all located in the southern part of Norway. In addition, Arendals Fossekompani operates globally in tech driven sectors such as vertical software, satellite services, material technology and high-power induction. These operations employ over 2,250 people in 30 countries.

### 3.1 Highlights of 2025

Figures in parentheses refer to the same period the previous year<sup>1</sup>.

- In 2025, Arendals Fossekompani reported consolidated revenues of NOK 3,711 million (4,363 million) and operating profit of NOK -19 million (394 million). Profit after tax (continuing operations) amounted to NOK -152 million (-42 million). Ordinary profit after tax (including discontinued operations) amounted to NOK -152 million (-2,244 million), of which the Arendals Fossekompani shareholders' share of the profit was NOK -114 million (2,238 million). Including currency differences, changes in the value of available-for-sale financial assets, minority interests, and other comprehensive income items, the Group's total comprehensive income was NOK -250 million (2,379 million).
- Arendals Fossekompani's financial position remains solid. The company's available cash on 31 December 2025 amounted to NOK 570 million (914 million). In addition, the company has undrawn credit facilities of NOK 2,182 million (1,985 million), securing available liquidity of NOK 2,752 million (2,899 million). The Net Interest Bearing Debt (NIBD), excluding shareholder loans, was NOK 104 million (-45 million) at the end of 2025.

- Consolidated revenues in 2025 decreased by 15% year-on-year, driven largely by challenging market conditions for ENRX. Consolidated EBITDA and operating profit was NOK 387 million (607 million) and NOK -19 million (394 million), respectively.
- Volue underwent a transformation into a pure-play Energy and Power Grid software company in 2025, through the divestment of the Infrastructure business and Scanmatic. The active M&A traction continued within Volue's core business, with 4 acquisitions completed in 2025 and after the close of the year. After the close of the year, it was announced that TA associates entered as a new strategic investment partner in Volue
- Portfolio company ENRX saw decreasing revenue (-13%) in 2025, adversely impacted by tariff uncertainty and global overcapacity in the automotive sector, impacting its core Heat business. After the close of the year, ENRX announced the sale of its Charge business area, recognising related impairments and provisions totaling EUR 33 million. While securing external funding for the continuation of the Charge business, the transaction allows ENRX to fully focus on developing the core Heat business going forward.

- NSSL Global reported a YOY revenue decline of 7%. The decline was largely driven by the extraordinary high airtime related to operational activity linked to events in Ukraine and the Middle East in 2024. NSSL continued to deliver strong profitability and contract momentum across maritime, government and defense sectors.
- Tekna delivered two consecutive quarters with positive EBITDA in Q3 and Q4, driven by strong materials demand and effects from cost initiatives. Systems slow-down persisted in 2025. Tekna completed a refinancing in 2025 through a rights issue of NOK 300 million, of which CAD 29 million of the proceeds from the rights issue were used to repay the shareholder loan and accumulated interest to Arendals Fossekompni.
- Other structural changes to focus and de-risk the Arendals Fossekompni portfolio during 2025 included the dissolution of the Alytic investment team, including the divestment of Factlines
- There have been no derogations from the Remuneration Policy during 2025.
- Further information on financial results, key developments and investments can be found in the Annual Report 2025.

### 3.2 Sustainability

Sustainability is an integral part of our investment strategy, and we work closely with our portfolio companies to enhance our collective performance on environmental, social and governance topics (ESG). We have four strategic sustainability focus areas: Climate change, Resource Use and Circular Economy, Own Workforce and Business Conduct. Every strategic focus area has specific targets to ensure that we maximise our positive impacts, reduce our negative impacts, harness the opportunities presented to us, and manage or mitigate the associated risks. In line with Norway's Accounting Act, Arendals Fossekompni reports in accordance with the Corporate Sustainability Reporting

Directive (CSRD, Directive 2022/2464/EU) and the associated European Sustainability Reporting Standards (ESRS), as well as the EU Taxonomy. We also report on our compliance with the Norwegian Code of Practice for Corporate Governance in our Corporate Governance Report, and with the Transparency through our Transparency Act Report, which outlines our due diligence work in line with the OECD uidelines for Multinational Enterprises on Responsible Business Conduct.

Our ESG work is governed by our policies, including our Code of Conduct, Business Code of Conduct, Environmental Policy, Diversity & Inclusion Policy, and Whistleblowing Policy, which can be found on our web- site. Further information on our work on sustainability, and our reporting frameworks and standards, can be found in the Annual Report 2025.

## 4. Total remuneration in 2025

### 4.1 Remuneration awarded or due in 2025

The total remuneration of the Executive Management is constructed as a combination of fixed salary and variable compensation. The fixed salary shall be competitive and provide predictability and ensure that Arendals Fossekompni can retain excellent leaders. The variable compensation shall be motivating for our leaders to aspire to achieve exceptional results. The Remuneration Policy states that variable compensation such as bonus payments shall constitute approximately 15-40% of the total remuneration. However, the CEO has a maximum bonus frame of 12 months of the fixed annual salary.

### 4.2 Fixed remuneration

The fixed base salaries are based on the following objective criteria: business performance and current salary level relative to the market, whereas the exact amount is normally approved annually by the Board of Directors upon suggestion from the Remuneration Committee for the CEO. For the other members of the Executive Management, the exact amount is normally approved annually by the CEO upon advice from the Board of Directors or the Remuneration

Committee. The fixed salary is determined during the first quarter of the new fiscal year and valid from 1 January the same year.

The fixed salary may be increased annually in line with the range of increases awarded to other employees in Arendals Fossekompni. Exceptions may apply in certain circumstances, such as:

- Where there is a significant change in an Executive's scope or role.
- Where it is considered necessary to reflect significant changes in market practice; or
- Where there is, in the Board's opinion, a need to retain an executive in relation to a competitive offer from another potential employer.

In such events, the increase cannot exceed 50% of the current fixed salary.

In 2025, the fixed annual salary has been increased by 5,4% compared to 2024 for Executives. There have been no changes to the composition of the Executive Management team during 2025.

### 4.3 Variable remuneration

The variable remuneration of the Executive Management consists of performance-based elements and other elements determined by the Board of Directors. The performance-based variable compensation shall contribute to growth and value creation for the shareholders and/or Arendals Fossekompni's financial results over time.

#### 4.3.1 Bonus program

The determination of the bonus is decided by an assessment of the achievement of pre-defined annual performance targets, financial as well as non-financial. The bonus is not included in the holiday pay basis or the basis for calculating entitlement to pension. The criteria for a bonus are:

- **Annual results:** The bonus will be calculated from the financial results - current year performance against budget.
- **Other objectives:** Objective established to support the business strategy.

The objective of the bonus program is that a bonus calculated from the financial results and from non-financial achievements shall motivate to achieve better results for Arendals Fossekompni on the most essential areas of Arendals Fossekompni's activities.

Note that the bonus listed in Table 1 represents previous years' bonuses paid out this year. The 2025 bonus, paid in 2026, is reported in Table 5

#### 4.3.2 Share based remuneration

The objective of the share remuneration program is to create strong interest alignment between Executive Management and the shareholders of Arendals Fossekompni and incentivise long-term shareholder value creation.

#### Long-term incentive plan (LTIP)

Executive Management will for each of the years 2025, 2026 and 2027 be granted shares in Arendals Fossekompni ASA corresponding to a pretax value of a third of fixed base salary. The shares have a three-year lock-up period. For more information see the Remuneration policy.

1. Figures in parentheses may vary from last year due to structural changes in the portfolio

**Table 1 Remuneration awarded or due in 2025**

	FIXED REMUNERATION			FIXED REMUNERATION		EXTRAORDINARY ITEMS	LTIP	PENSION EXPENSE	TOTAL REMUNERATION <sup>5</sup>	FIXED/VARIABLE
	BASE SALARY	FEES <sup>2</sup>	FRINGE BENEFITS <sup>3</sup>	PREVIOUS YEARS BONUS	MULTI-YEAR VARIABLE <sup>4</sup>					
<b>Benjamin Golding, CEO</b>										
2025	4,477,980	–	17,549	3,217,750	n/a	0	1,482,627	136,524	9,195,906	58/42
2024	4,106,605	–	24,298	1,986,667	n/a	0		128,628	6,117,570	68/32
<b>Lars Peder Fensli, CFO</b>										
2025	3,022,637	–	26,436	1,068,188	n/a	0	1,000,773	145,680	5,118,034	74/26
2024	2,912,455	–	37,606	771,750	n/a	0		136,992	3,721,811	79/21
<b>Torkil Mogstad, EVP</b>										
2025	2,377,998	–	34,398	678,136	n/a	0	726,115	92,670	3,816,647	78/22
2024	2,261,620	–	37,749	425,674	n/a	0		88,656	2,725,043	84/16
<b>Ingunn Ettestøl, EVP</b>										
2025	1,998,298	–	16,882	694,421	n/a	0	661,622	169,608	3,371,223	74/26
2024	1,895,735	–	26,155	505,006	n/a	0		160,260	2,426,896	79/21
<b>Håkon Tanem, EVP</b>										
2025	2,813,340	–	58,030	873,672	n/a	0	926,642	143,664	4,671,684	77/23
2024	2,574,934	–	53,386		n/a	0		135,024	2,628,320	100/0
<b>Ann-Kari A. Heier, EVP</b>										
2025	2,121,008	–	27,060	750,435	n/a	0	704,248	163,944	3,602,751	74/26
2024	1,791,746	–	37,764		n/a	200,000 <sup>6</sup>		164,322	2,029,510	100/0

Table 1 BIS: Not relevant in Arendals Fossekompagni as all remuneration from other undertakings belonging to the same group is awarded to the employer company and not to the individual executive.

**Table 2 Share options awarded or due to the directors for 2025**

Not applicable (see Long-term incentive plan, table 1).

**Table 3 Shares awarded or due to the directors for 2025**

Information regarding 2025	OWN HOLDINGS	OPENING BALANCE	SHARES PURCHASED	DATE	MARKET VALUE	CLOSING BALANCE	SHARES SUBJECT TO A HOLDING PERIOD
Benjamin Golding, CEO	3600 <sup>7</sup>	50,999	5,594	04.09.25	139,4	60,193	56,593
Lars Peder Fensli, CFO	325 <sup>8</sup>	32,469	3,776	04.09.25	139,4	36,245	35,920
Torkil Mogstad, EVP		15,019	2,740	04.09.25	139,4	17,759	17,759
Ingunn Ettestøl, EVP		19,412	2,497	04.09.25	139,4	21,909	21,909
Ann-Kari A. Heier, EVP		16,978	2,657	04.09.25	139,4	19,635	19,635
Håkon Tanem, EVP	17,000 <sup>9</sup>	56,172	3,497	04.09.25	139,4	59,669	42,669

2. No fees are paid or due to the executives for their participation in the administrative, management or supervisory bodies of the company for FY2025

3. The benefits awarded or due to the executives consisted of benefits such as paid phone, newspapers and journals, etc.

4. The time span of the relevant performance criteria does not exceed one year

5. Including Long-term incentive plan- share grant

6. Compensation bonus according to working agreement (addendum)

7. Shares bought privately to market value

8. Shares bought privately to market value

9. Shares bought privately to market value

#### 4.4 Use of the right to reclaim remuneration

No remuneration has been reclaimed in 2025.

#### 4.5 Application of performance criteria

The determination of the bonus is decided by an assessment of the achievement of pre-defined annual performance targets. The Board of Directors shall annually consider a bonus which is partly based on the group's annual results, and partly on individual criteria (weighting 50/50).

**Table 4 Performance of Directors 2025**

	1. DESCRIPTION OF THE PERFORMANCE CRITERIA AND TYPE OF APPLICABLE REMUNERATION	2. RELATIVE WEIGHTING OF THE PERFORMANCE CRITERIA	3. INFORMATION ON PERFORMANCE TARGETS		4. A) MEASURED PERFORMANCE B) ACTUAL AWARD OUTCOME
			MINIMUM TARGET/ THRESHOLD PERFORMANCE	MAXIMUM/ TARGET PERFORMANCE	
Benjamin Golding, CEO	Financial results – current year performance against budget	50%	Achieved EBIT interval: 75–125% <sup>a</sup>		a) 0% b) NOK 0
	Non-financial achievements – personal targets with objective to support business strategy	50%	Individual targets linked to strategy and goals, growth in net asset value, and successful accomplishment of plans for portfolio companies.		a) 37% b) NOK 811,738
Lars Peder Fensli, CFO	Financial results – current year performance against budget	50%	Achieved EBIT interval: 75–125% <sup>a</sup>		a) 0% b) NOK 0
	Non-financial achievements – personal targets with objective to support business strategy	50%	Individual targets linked to strategy and goals, growth in net asset value, and successful accomplishment of plans for portfolio companies.		a) 43% b) NOK 318,996
Ann-Kari A. Heier, EVP	Financial results – current year performance against budget	50%	Achieved EBIT interval: 75–125% <sup>a</sup>		a) 0% b) NOK 0
	Non-financial achievements – personal targets with objective to support business strategy	50%	Individual targets linked to strategy and goals, growth in net asset value, and successful accomplishment of plans for portfolio companies.		a) 42% b) NOK 219,197
Torkil Mogstad, EVP	Financial results – current year performance against budget	50%	Achieved EBIT interval: 75–125% <sup>a</sup>		a) 0% b) NOK 0
	Non-financial achievements – personal targets with objective to support business strategy	50%	Individual targets linked to strategy and goals, growth in net asset value, and successful accomplishment of plans for portfolio companies.		a) 41% b) NOK 223,280
Ingunn Ettestøl, EVP	Financial results – current year performance against budget	50%	Achieved EBIT interval: 75–125% <sup>a</sup>		a) 0% b) NOK 0
	Non-financial achievements – personal targets with objective to support business strategy	50%	Individual targets linked to strategy and goals, growth in net asset value, and successful accomplishment of plans for portfolio companies.		a) 43% b) NOK 212,133
Håkon Tanem, EVP	Financial results – current year performance against budget	50%	Achieved EBIT interval: 75–125% <sup>a</sup>		a) 0% b) NOK 0
	Non-financial achievements – personal targets with objective to support business strategy	50%	Individual targets linked to strategy and goals, growth in net asset value, and successful accomplishment of plans for portfolio companies.		a) 46% b) NOK 319 691

**Table 5 Bonus awarded for 2025 (paid out in 2026)**

	FIXED ANNUAL SALARY 2025 (NOK)	BONUS 2025 (NOK)	VARIABLE COMPENSATION OF FIXED REMUNERATION
Benjamin Golding, CEO	4,447,880	811,738	18%
Lars Peder Fensli, CFO	3,002,319	318,996	11%
Torkil Mogstad, EVP	2,178,345	223,280	10%
Ingunn Ettestøl, EVP	1,984,866	212,133	11%
Håkon Tanem, EVP	2,779,925	319,691	12%
Ann-Kari A. Heier, EVP	2,112,743	219,197	10%

## 5. Information about any derogations and deviations from the remuneration policy and procedure for implementation

The remuneration of Executives in 2025 was in accordance with the main principles of Arendals Fossekompagni approved Remuneration Policy.

## 6. Comparative information on the change of remuneration and company performance

**Table 6** Comparative table over the remuneration and company performance over the last five reported financial years

NAME	2021 VS 2020	2022 VS 2021	2023 VS 2022	2024 VS 2023	2025 <sup>10</sup> VS 2024	NOTES
Benjamin Golding, CEO	-	-	2,450,187 / 0	6,117,570 / 2,450,187	9,195,906 / 6,117,570	From 01.05.23
Lars Peder Fensli, CFO	3,000,000 / 3,387,000	2,791,461 / 3,000,000	3,922,307 / 2,791,461	3,721,811 / 3,922,307	5,118,034 / 3,721,811	
Torkil Mogstad, EVP	2,737,000 / 2,248,000	2,572,567 / 2,737,000	2,581,219 / 2,572,567	2,725,043 / 2,581,219	3,816,647 / 2,725,043	
Ingunn Ettestøl, EVP	2,083,000 / 2,032,000	2,106,054 / 2,083,000	2,147,588 / 2,106,054	2,426,896 / 2,147,588	3,371,223 / 2,426,896	CSO from 01.09.20
Ann-Kari A. Heier, EVP	-	-	256,237 / 0	2,029,510 <sup>11</sup> / 256,237	3,602,751 / 2,029,510	From 14.11.23
Håkon Tanem, EVP	-	-	2,591,014 <sup>12</sup> / 0	2,628,320 / 2,591,014	4,671,684 / 2,628,320	From 09.10.23
Ørjan Svanevik, Former CEO	9,145,000 / 10,060,000	7,665,484 / 9,145,000	0 / 7,665,484	-	-	01.09.19–31.12.22
Morten Henriksen, Former EVP	5,276,000 / 3,744,000	3,509,721 / 5,276,000	1,581,727 / 3,509,721	0 / 1,581,727	-	Until 31.03.23
	2021	2022	2023	2024	2025	
EBIT (MNOK)	450	429	444	394	5	
EBITDA (MNOK)	686	726	611	607	387	
Non-Financial metric	Personal targets	Personal targets	Personal targets	Personal targets	Personal targets	
	2021	2022	2023	2024	2025	
Average remuneration of employees of the parent company <sup>13,14</sup>	803,013	987,797	946,642	1,029,678	998,373	
Average remuneration of employees of the Group <sup>15</sup>	-	-	-	699,785	742,039	
Average remuneration of employees of the Group (in Norway)	899,911	892,346	1,070,306	-	-	
Average remuneration of employees of the Group (outside Norway)	615,229	583,296	726,235	-	-	

10. Including Long-term incentive plan- share grant

11. Including sign-on bonus

12. Including sign-on bonus

## 7. Remuneration for members of the Board of Directors and subcommittees

The mandate of the Nomination committee in Arendals Fossekompagni includes proposing remuneration for members of the board, board committees, and the Nomination committee to the General meeting. In preparing the proposals for remuneration, the committee has based its work on the principle that the fees should be competitive but not leading compared to peers. The determination of remuneration for the Board of Directors and subcommittees was approved during the general meeting on May 15, 2025.

**Table 7** Remuneration of Board of directors 2024 / 2025 <sup>(NOK 1 000)</sup>

BOARD MEMBERS	ANNUAL FEE 2024	ANNUAL FEE 2025	NUMBER OF BOARD MEETINGS (i)	
			2024	2025
Trond Westlie, Chair (iii)	1,119	1,003	17	16
Morten Bergesen, Deputy Chair (ii) (iv)	483	521	17	16
Didrik Vignæs, Board Member (iii)	423	450	17	16
Stine Rolstad Brenna, Board Member (ii)	477	514	17	14
Lise Lindback, Board Member (iii)	398	450	17	16
Anne Grethe Dalane, Board Member (ii)	453	487	17	16
Arild Nysæther, Board Member from 15.05.24 (iii)	225	450	12	15

(i) 17 Board meetings were held in 2024 and 16 in 2025

(ii) Member of Audit Committee

(iii) Member of Remuneration Committee

(iv) Member of Nomination Committee

## 8. Advisory vote on last general meeting

Advisory vote on last general meeting unanimously adopted.

13. Employees other than C-suite positions and BoD

14. Parent company includes AFK Vannkraft

15. Remuneration report data for the Group collectively. Previous years' data separate remuneration for employees in Norway

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