

# REMUNERATION REPORT

2022



**KONGBERG**  
AUTOMOTIVE

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**KEY  
DEVELOPMENTS  
IN REMUNERATION  
2022**



## 1 COMPANY SITUATION OVERVIEW IN 2022

Kongsberg Automotive continues to focus on growing profitably and executing on its transformation roadmap: the focus lies on efficiency increases, footprint optimization, and operational synergies. Quality, efficiency, innovation, and cost control continue to guide KA's path to create value for its customers. Nevertheless, KA has faced some challenges in 2022, such as high raw material prices and energy costs, cost inflation, and the unpredictable production schedules for commercial vehicles from customers. Despite that, the company has delivered on the final guidance provided in Q3 with revenues of EUR 905.6 million and adjusted EBIT of EUR 35.6 million. This positive result was driven by our well-respected customer base and the strength of KA's strategic course regarding our future portfolio and our continuous improvement program, Shift Gear, which has had a solid performance for the second year of the program. Shift Gear has become increasingly ingrained in Kongsberg Automotive's DNA. Thanks to the program and to highly motivated employees the company managed to deliver an adjusted EBIT margin of 3.9%. The further implementation of these performance improvement plans contributed to the offsetting of the negative effects of the disruptions in supply chain, inflation and declining volumes. Successful negotiations with customers related to lumpsum payments and future price increased costs compensation took place as well. Finally, the net proceeds out of the divestments allowed the company to strengthen its liquidity position, achieving a

healthy 0.8 gearing ratio with liquidity of EUR 212.9 million. The company went through the finalization of two main divestments through the year: the sale of Interior segment was completed successfully in the first half of 2022. Additionally, the sale of the Canadian Off-Highway business was concluded in October 2022, and included the development, manufacture, and sale of a range of products for powersports applications.

Both of our business segments, Powertrain & Chassis and Specialty Products, managed to gain momentum in the passenger vehicle market in the United States and in the truck market in United States and Europe. Both segments managed to secure growth in spite of the market conditions related to raw material and energy prices. Together, the business segments have won an aggregate of EUR 760.2 million in lifetime revenue sales. In 2022 Powertrain & Chassis has shifted its focus to products and systems for electrified vehicles, as KA is developing next-generation solutions, such as actuators for electric vehicles. The business will increasingly turn its focus on commercial vehicles and off-highway applications instead of passenger cars. As for Specialty Products, in the last quarter of 2022 the two business units Fluid Transfer Systems and Couplings merged into the new Flow Control Systems business unit. With this move, the business will leverage its technology and production capabilities and expertise to deliver effective solutions to customers.

## 2 KEY DEVELOPMENTS IN BOD REMUNERATION 2022

At the Annual General Meeting in June 2022 three shareholder-elected members of the Board were re-elected, and two shareholder-elected members were newly elected for the period until the next Annual General Meeting. All three employee-elected members were re-elected. This maintains the number of Board members at eight, consisting in total of five shareholder-elected and three employee-elected members. The Annual General Meeting on 02 June 2022 adopted a Remuneration Policy which is applicable to the Board in 2022 and onwards. The shareholder-elected members remuneration had a decrease of 12.1% driven by a share price drop from the last AGM

in 2021. As additional compensation, in 2022 the shareholder-elected members received restricted company shares worth NOK 100,000 which was approved in the Annual General Meeting 2022. In contrast, for 2021 there was also an additional compensation to the shareholder-elected members which was given as a cash payment in the amount of NOK 100,000. Meanwhile, the employee-elected members remuneration went up by 3.7%. The remuneration for the Chairman of the Board remained unchanged from 2021. All remuneration in 2022 to the Board has been in line with the approved Remuneration Policy.

## 3 KEY DEVELOPMENTS IN EXECUTIVE REMUNERATION 2022

In accordance with the decision at the Annual General Meeting in June 2022, all remuneration this year to Executive Management was in line with the approved remuneration guidelines. All remuneration this year to Executive Management was in line with the approved Remuneration guidelines. The remuneration level is a result of solid business results and individual performance by the executives when applicable. All executive salary increases from 2022 were in line with the same increase as for the rest of the management teams globally, with the exception of two executives whose roles have changed. In 2022 the company did not reach the Short-term incentive plan

threshold related to the Group Adjusted EBIT in order for any payout to be triggered, and for this reason the executives did not get any payout under this program. To partly mitigate this negative effect on the employees and to reward hard work and extreme dedication, the Compensation Committee approved the use of an extraordinary and reduced budget to allocate a discretionary contribution award to a selected number of key employees. The long-term incentive was redesigned for this year and granted to the same group of participants as per terms and conditions as in 2021.





# **REMUNERATION OF BOARD OF DIRECTORS**



## 4 REMUNERATION POLICY

The remuneration is proposed by the Nomination Committee and approved by the Annual General Meeting on 02 June 2022. The directors hold no other assignment in the company than the directorships to the Board and memberships of committees to the Board. The Board directors are not entitled to performance-related compensation. The Board

members were not offered any stock options, warrants or participation in other incentive schemes. The Board directors did not receive any compensation from the company other than the remuneration for the directorship and remuneration for Board committees work as described in this document. The compensation is paid in arrears semi-annually.

## 5 REMUNERATION COMPOSITION

The remuneration of the Board of Kongsberg Automotive ASA comprises a fixed base fee, plus a fixed fee for the members of the Board Committees, and the reimbursement of expenses related to the Board activities.

### Additional compensation for 2022

In 2022 there was a one-time compensation paid out to the Board of Directors (excluding Chairman) for additional work during 2021 and 2022 in the amount of NOK 100,000 in KOA restricted shares (considering the share price at the AGM 2022). Directors cannot sell any of these shares before June 3, 2024.

### Social security taxes

Kongsberg Automotive ASA paid social security taxes imposed by authorities in Norway in relation to the Board members based in Norway.

### Expenses

For the Board of Directors meetings the company reimbursed any reasonable expenses relating to travel and accommodation for the Board members. The professional fees in connection with assistance on tax-related matters incurred by Board members based outside of Norway are reimbursed.

### Directors' and officers' liability insurance and indemnification

In 2022, Kongsberg Automotive ASA upheld and paid the costs of customary directors' and officers' liability insurance covering also members of the Board. It is the policy of the Company to indemnify Board Members against additional claims subject to certain conditions more fully described in the Remuneration Policy. In 2022, there were no claims against any board member.

## 6 BOARD AND COMMITTEE FEE LEVELS 2022

The compensation to the Directors of the Board of Kongsberg Automotive ASA for 2022 was stipulated by the resolution of the Annual General Meeting 02 June 2022 as follows:

### Remuneration of the Board of Directors

NOK	ANNUAL COMPENSATION	ADDITIONAL COMPENSATION FOR 2021/2022
Chairman of the board	510,000	-
Board director	400,000	KOA Shares equivalent to NOK 100,000 at share price 03 June 2022 (restricted shares until 03 June 2024)
Board director elected by employees	140,000	-
Deputy directors	8,500	-

The compensation to the members of the board committees of Kongsberg Automotive ASA for 2022 was stipulated by the resolution of the Annual General Meeting 02 June 2022 as follows:

#### Remuneration of the Compensation Committee

NOK	ANNUAL COMPENSATION
Chairman	70,000
Committee member	50,000

#### Remuneration of the Audit Committee

NOK	ANNUAL COMPENSATION
Chairman	100,000
Committee member	75,000

## 7 BOARD REMUNERATION 2022

The table below includes the total remuneration of each Board member in 2022, including any remuneration for their membership into the different committees. The total remuneration for each Board

member supports the focus of the Board on corporate strategy, supervision, organization, and governance, thus contributing to the long-term interest of the company.

#### Remuneration to Board of Directors in KEUR

NAME	POSITION	COMPENSATION COMMITTEE	AUDIT COMMITTEE	BOD FEES	TOTAL 2022	TOTAL 2021
Firas Abi-Nassif	Chair	6.9	-	50.5	57.4	56.1
Emese Weissenbacher	Board member	-	7.4	39.6	47.0	61.5
Ellen M. Hanetho	Board member	-	7.4	39.6	47.0	61.5
Gerard Cordonnier	Board member (up to 02.06.2022)	2.5	4.9	19.8	27.2	67.9
Peter Schmitt	Board member (up to 02.06.2022)	2.5	-	19.8	22.3	59.0
Mark Wilhelms	Board member (from 02.06.2022)	2.5	4.9	19.8	27.2	-
Rolf Breidenbach	Board member (from 02.06.2022)	2.5	-	19.8	22.3	-
Bjørn Ivan Ødegård	Employee representative	4.9	-	13.9	18.8	20.4
Siw Reidun Waeras	Employee representative	-	-	13.9	13.9	6.6
Knut Magne Alfsvag	Employee representative	-	-	13.9	13.9	6.6
Leif Havard Stromhaug	Employee representative (until 02.06.2021)	-	-	-	-	11.6
Tonje Sivesintajet	Employee representative (until 02.06.2021)	-	-	-	-	13.8
<b>Total - BoD</b>		<b>21.8</b>	<b>24.7</b>	<b>250.4</b>	<b>297.0</b>	<b>365.0</b>

FX Rate used was NOK/EUR 10.10261

## 8 SHAREHOLDINGS BY THE BOD

As per 31 December 2022 the Board held shares at Kongsberg Automotive as follows:

### Shares owned by Board of Directors as at 31.12.22

NAME	POSITION	NO. OF SHARES 2022	NO. OF SHARES 2021
Firas Abi-Nassif*	Chair	-	-
Ellen M. Hanetho	Board member	112,777	112,777
Emese Weissenbacher	Board member	38,052	-
Mark Wilhelms	Board member (from 02.06.2022)	-	n/a
Rolf Breidenbach	Board member (from 02.06.2022)	-	n/a
Gerard Cordonnier	Board member (up to 02.06.2022)	n/a	-
Peter Schmitt	Board member (up to 02.06.2022)	n/a	-
Bjørn Ivan Ødegård	Employee representative	21,972	21,972
Knut Magne Alfsvag	Employee representative	-	-
Siw Reidun Waeras	Employee representative	7,500	7,500
<b>Total number of shares</b>		<b>180,301</b>	<b>142,249</b>

\* No own shares but Teleios owns 251,887,884 Kongsberg Automotive shares





# **REMUNERATION OF EXECUTIVE MANAGEMENT**



The Board of Directors has established guidelines for the remuneration to the executive management. The remuneration to the management is reviewed annually by the Compensation Committee and the Board. The guidelines are available on the company's website and are

presented to the Annual General Meeting for advisory vote. Performance-related remunerations such as short- and long-term incentives programs are based on the company's financial results and are subject to absolute limits.

## 9 REMUNERATION GUIDELINES

According to the Remuneration Policy adopted by the Annual General Meeting in June 2022, the company's Remuneration Guidelines dated June 2021 provide the framework for the remuneration of Executive Management for this year. The Remuneration Principles are available on [kongsbergautomotive.com](https://www.kongsbergautomotive.com), under the Corporate Governance section:

[https://www.kongsbergautomotive.com/globalassets/uploadeddocuments/corporate-governance/guideline\\_for\\_salary\\_and\\_remuneration\\_210610.pdf](https://www.kongsbergautomotive.com/globalassets/uploadeddocuments/corporate-governance/guideline_for_salary_and_remuneration_210610.pdf)

### Remuneration Governance

The Board has appointed a Compensation Committee (CC) that is headed by the Chair of the Board. The Compensation Committee

monitors decisions on matters regarding remuneration and terms for executives, based on clear and transparent principles. In addition, it reviews global short-term incentive and long-term incentive plans and makes recommendations to the Board of Directors.

The CEO's remuneration package, and any adjustments thereof, are first reviewed by the Compensation Committee and then, given the Compensation Committee recommendation, approved by the Board. The remuneration packages for the executives reporting directly to the CEO, including adjustments of these, are proposed by the CEO and approved by the Compensation Committee.

## 10 REMUNERATION COMPOSITION

The structure of total remuneration should be highly performance and success oriented to ensure that shareholder and management interests are aligned. As part of our reward approach, performance-based short-term and long-term incentives in relation to annual base salary and total compensation increase with higher responsibility.

In 2017, the Board commissioned external consultants, Willis Tower Watson, to benchmark Kongsberg Automotive's remuneration principles and philosophy for its executives. The directions given to the consultants were to suggest a remuneration system that was at market median levels for median market performance, above market median for above-market performance, and below market median for below-median performance levels. The result was a report that made recommendations for annual base salary, benefits, and short- and long-term incentives. The main difference between the old and the new remuneration principles is a shift from short-term to long-term incentives. The Board decided to adopt the recommendations from Willis Tower Watson, in some cases effective immediately, and in other cases through a phased approach. Therefore, in 2018 and 2019 a strong focus was made to implement a consistent and transparent incentive structure for the top managers population embedded into a strong communication roll-out. In addition, corporate HR regularly benchmarks compensation models and values with the market. Both

general industry benchmarks as well as Automotive industry benchmarks are considered to develop local packages depending on the location of employees and executives.

Regarding benefits, in addition to fixed and variable salary, other benefits such as health insurance, or company car might be provided. The total value of these benefits should be modest and only account for a limited part of the total remuneration package. Principles for company car and car allowance shall be allowed to vary in accordance with local conditions, still being within local limits.

Regarding pension and in reference to note 3 from the Annual Report 2022, executives participate in the same pension plans as other employees within the legal entities in which they are employed. The same conditions apply to them as to the rest of the management team.

Other payments mainly comprise the social security costs as stipulated by the legal requirements in each country where the executives are based in.

Regarding extraordinary payments, in 2022 we had some discretionary payouts specific to this year which relate to special tasks such as the closing of our divestiture projects and specific discretionary awards based on targets set by the CEO in alignment with the Chairman and the Compensation Committee. These payments are not part of the regular compensation.



## 11 EXECUTIVE REMUNERATION IN 2022

### Executive Remuneration other than CEO

NAME	KEUR	UNTIL/ FROM	FIXED ELEMENTS			VARIABLE ELEMENTS			SUB-TOTAL	DEFERRED ELEMENT LTI <sup>4</sup>	TOTAL 2022	TOTAL 2021
			ANNUAL BASE SALARY	PENSION	BENE- FITS	STI <sup>1</sup>	EXTRA- ORDINARY PAYMENTS <sup>2</sup>	OTHER <sup>3</sup>				
Frank Heffter*	CFO	From 01.07.2021	348.4	48.5	-	-	78.2	34.1	509.2	30.7	539.8	240.8
Christian Amsel*	CTO	From 01.08.2021	398.1	49.7	-	-	275.4	45.6	768.8	83.2	852.0	324.5
Bob Riedford	President, P&C	Up to 31.10.2022	246.1	-	6.1	-	6.7	8.7	267.5	-	267.5	394.8
David Redfearn	Chief Sales Officer		222.5	56.2	-	-	45.0	-	323.8	38.5	362.3	334.4
Linda Nyquist-Evenrud	EVP, Flow Control Systems		220.6	10.2	-	-	62.0	-	292.9	38.1	331.0	275.8
Robert Pigg	SVP, Off Highway		334.3	-	12.4	-	161.0	8.7	516.2	49.2	565.4	682.2
Jon Munthe	General Counsel		192.5	10.2	-	-	38.6	-	241.3	35.1	276.5	254.3
Dzeki Mackinowski	EVP, Purchasing		211.9	102.9	-	-	58.4	-	373.2	52.5	425.7	434.9
Marcus von Pock	EVP, HR		312.0	38.4	-	-	-	30.9	381.2	-	381.2	456.9
Virginia Grando	EVP, Quality	Up to 31.05.2022	107.9	10.9	-	-	-	9.8	128.6	-	128.6	323.6
Doug Tushar	SVP, IS&T		248.4	-	5.5	-	-	8.7	262.5	-	262.5	257.1
Norbert Loers	Former CFO	Up to 31.08.2021	-	-	-	-	-	-	-	-	n/a	795.9
<b>Total - Management other than CEO</b>			<b>2,842.7</b>	<b>327.1</b>	<b>23.9</b>	<b>-</b>	<b>725.3</b>	<b>146.3</b>	<b>4,065.3</b>	<b>327.3</b>	<b>4,392.5</b>	<b>4,775.2</b>

1 - STI: under the current STI plan there has been no payouts as the fundamental threshold was not reached.

2 - Extraordinary Payments include ad-hoc payments specific for the FY 2022 that are not part of regular compensation in addition to discretionary incentives.

3 - Other: includes social security costs

4 - LTI: reflects the LTI plan costs for 2022 under the IFRS II standards

\* Frank Heffter and Christian Amsel have joined the company on July 2021 and August 2021 respectively.

The total compensation figure in 2021 reflects a partial compensation only.

### Executive Remuneration other than CEO

NAME	KEUR	UNTIL/FROM	FIXED PORTION FOR 2022	VARIABLE PORTION FOR 2022
Frank Heffter	CFO		80%	20%
Christian Amsel	CTO		58%	42%
Bob Riedford	President, P&C	Up to 31.10.2022	n/a	n/a
David Redfearn	Chief Sales Officer		77%	23%
Linda Nyquist-Evenrud	EVP, Flow Control Systems		70%	30%
Robert Pigg	SVP, Off Highway		63%	37%
Jon Munthe	General Counsel		73%	27%
Dzeki Mackinowski	EVP, Purchasing		74%	26%
Marcus von Pock	EVP, HR		n/a	n/a
Virginia Grando	EVP, Quality	Up to 31.05.2022	n/a	n/a
Doug Tushar	SVP, IS&T		n/a	n/a

## 12 BREAKDOWN OF CEO REMUNERATION IN 2022

### Remuneration to CEO in 2022

NAME	KEUR	FIXED ELEMENTS			VARIABLE ELEMENTS			DEFERRED ELEMENT		TOTAL 2022	TOTAL 2021*	FIXED PORTION FOR 2022	VARIABLE PORTION FOR 2022
		ANNUAL BASE SALARY	PENSION	BENEFITS	STI <sup>1</sup>	EXTRA-ORDINARY PAYMENTS <sup>2</sup>	OTHER <sup>3</sup>	SUB-TOTAL	LTI <sup>4</sup>				
Joerg Buchheim	President and CEO	741.1	107.5	-	-	817.4	54.5	1,720.4	391.6	2,112.1	1,196.1	43%	57%

\* Representing remuneration from May 2021 to December 2021 for current CEO Joerg Buchheim, as he joined the company May 2021

1 - STI: under the current STI plan there has been no payouts as the fundamental qualifier was not reached.

2 - Extraordinary Payments include ad-hoc payments specific for the FY 2022 that are not part of regular compensation in addition to discretionary incentives.

3 - Other: includes social security costs

4 - LTI: reflects the LTI plan costs for 2022 under the IFRS II standards

## 13 PRINCIPLES FOR ANNUAL BASE SALARY

The fixed salary should reflect the individual's area of responsibility and performance over time. Kongsberg Automotive offers annual base salary levels which are competitive, but not market leading in

the market in which we operate. Salaries are regularly benchmarked versus salary statistics provided by a global compensation consultancy company and other relevant market data.

## 14 GLOBAL SHORT TERM INCENTIVE PLAN 2022 FOR MANAGEMENT

The Management Incentive Plan (MIP) is the short-term incentive plan (STI) at Kongsberg Automotive and it is targeted to the executive population with a timeframe of one year. The MIP is a worldwide incentive program designed to motivate and incentivize eligible employees for the contributions they make towards meeting KA's financial and business objectives within the term of one calendar year. The plan is based on objective, transparent and measurable pillars.

- > Earnings targets (Group and business unit) weighting 40%
- > New business wins targets (Group and business unit) weighting up to 25%
- > Corporate Cash Flow Targets weighting up to 35%

The performance goals for the MIP are recommended by the Compensation Committee and approved by the Board, depending on the defined needs of the company for each year. Therefore, each year there is a dedicated meeting with the Compensation Committee in which the KPIs are chosen based on the relevance and need for the company to be driven to specific targets for the next financial period. These goals support the sustainable performance and growth of the company by pushing each of the business unit to work together as a team, One KA, and not only to strive to obtain their own isolated business unit targets. Following this logic there is a fundamental qualifier or threshold that the company should reach as a whole and related to a specific Group adjusted EBIT level. Without reaching this threshold there will be no payout under this plan, even if the business units have reached their own goals. In addition to the threshold

as a trigger measure, at least 20% of the plan's payout is based on the group's adjusted EBIT performance.

The target STI level for the CEO is 90% of gross annual base salary. For all other participants the individual target STI ranges – according to role and responsibility – between 10% and 55% of gross annual base salary, with the chance to achieve a maximum of 200% of target STI. The maximum cash payout is capped at 200% of gross annual base salary.

For 2022 there was no payout for eligible participants under the MIP program, as the defined threshold (related to a certain level of group adjusted EBIT) was not reached. This led to no payout to participants, including CEO nor any executive under this specific program.

### Discretionary Contribution Award

To reward performance during 2022 and to mitigate the unwanted negative effects from a year without any short-term incentive (i.e. losing top performers), the management suggested to the Compensation Committee a discretionary award for 2022 based on the contribution to the company during the year called Discretionary Contribution Award for selected top performers and key contributors to our special projects. Similar to 2021, this program amounts to a partial amount, about half of the budget for the MIP 2022. This was presented to and approved by the Compensation Committee, and it is granted to a group of executives as well as the high performers and critical key managers. This was approved by the Compensation Committee.



#### **Extended notice period for selected Global Leadership Team**

As the Company was pursuing multiple potential activities including M&A activities, it was determined that there was a need for securing the continued service of key members of the Company management. Consequently, a retention mechanism was introduced in 2019 in the form of a unilateral extended notice period going until the end of 2022. Selected CEO direct reports had an amendment to their contracts which extends their notice period on the side of the company from one to three years. Those selected employees are not getting an additional payment nor bonus, only a longer notice period in case of termination on the side of the company.

#### **Special retention program for top management**

As the Company pursued activities including M&A activities, it was determined that there was a need for securing the continued service of key employees and knowledge holders from the business units to be divested. Consequently, a retention scheme was decided and introduced in 2022 for selected employees outside of the executive management in the form of a payout with the condition to stay within the company until January 2024. Employees would be entitled to this payout as long as they will not turn in their resignation before the agreed date. This was offered to key employees in the form of a percentage of annual base salary ranging from 20% to 35% depending on the level of contribution, or based on a specific amount per employee.

## **15 SHARE-BASED REMUNERATION**

The Board of Directors has established in the past years share option programs for executives and selected managers that have been approved by shareholders in the Annual General Meeting and have been outlined in our Annual Report. It is the Company's conviction that it is positive for long-term value creation in the Group that this management population hold shares and share options in Kongsberg Automotive. The LTI plan design introduced in 2018 offered an equally weighted mix of two instruments. Half of the respective LTI target value will be allocated into performance-contingent stock options (SO), the other half is based on time-vested restricted stock units (RSU).

Up to 2021, the vesting of the performance-contingent stock options is based on our Total Shareholder Return (TSR) performance against a defined relative peer group of dedicated automotive companies. Only in case the company clearly outperforms this peer group with more than one standard deviation from average will 100% of granted stock options vest. With a performance at the average level of our peer group, 75% of options will vest. If we are lower than one standard deviation from average of the peer group, no manager will receive any stock options. The vesting period is defined as three years from grant, and the overall lifetime of the plan is additionally seven years to exercise (10 years in total).

In 2022, a re-design of the LTI plan was proposed to the Compensation Committee and was accepted in view of the fact that the former plan structure and design led to partial or minimal payouts. For

this reason, it was perceived as unattractive by the participants. This new plan was brought to the AGM 2022 and was approved by shareholders as per the proposal of the BoD. The new LTI plan design offers an equally weighted mix of two instruments: Performance Stock Units and time-vested restricted stock units (RSU). The vesting of the performance-contingent share units is based on three targets: (1) our Total Shareholder Return (TSR) performance against a defined relative peer group; (2) a three-year average of adjusted EBIT Margin; and (3) an ESG target linked to energy intensity decrease from 2019 levels by 2025. Energy intensity is defined as kWh per 1,000 EUR in sales. The vesting period is defined as three years from grant. As for the RSUs portion, there is no change in the plan and those instruments are still linked to the employee staying with the company until vesting date.

Eligible employees for the LTI plan are selected approximately 90 selected executives key employees. The individual LTI target value is based on the role and responsibility and is increased with higher responsibility and level (between 10% and 40% of annual base salary). Based on the individual LTI target level as a percentage of annual base salary of each eligible participant, the number of performance-contingent stock options and restricted shares were derived.

In 2022, we had the vesting events coming from the LTI 2018 and LTI 2019 tranches. The stock option portion of the plan did not vest, as the performance condition linked to the relative TSR was not reached, therefore the vesting was zero.

15 SHARE-BASED REMUNERATION (CONTINUED)

LTI 2018-2022 details

MEMBER	SPECIFICATION OF PLAN	PERFORMANCE PERIOD	AWARD DATE	VESTING DATE	EXERCISE PERIOD	STRIKE PRICE OF THE SHARE	OPENING BALANCE	DURING THE YEAR		CLOSING BALANCE		COMMENT	
							INSTRUMENTS AWARDED AT THE BEGINNING OF THE YEAR*	INSTRUMENTS AWARDED	INSTRUMENTS VESTED	INSTRUMENTS SUBJECT TO A PERFORMANCE CONDITION	INSTRUMENTS AWARDED AND UNVESTED		
Joerg Buchheim, CEO	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	1,373,616	-	-	1,373,616		
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	1,082,927	-	1,082,927	1,082,927		
	RSU Plan	2021-2024	10.06.21	10.06.24	N/A	N/A	1,124,189	-	-	-	1,124,189		
	SO Plan	2021-2024	10.06.21	10.06.24	Until 10.06.2031	3.02	1,581,698	-	-	1,581,698	1,581,698		
	RSU Plan	2019-2022	N/A	N/A	N/A	N/A	-	-	-	-	-		
	SO Plan	2019-2022	N/A	N/A	N/A	N/A	-	-	-	-	-		
	RSU Plan	2018-2021	N/A	N/A	N/A	N/A	-	-	-	-	-		
	SO Plan	2018-2021	N/A	N/A	N/A	N/A	-	-	-	-	-		
Frank Heffter, CFO	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	263,433	-	-	263,433		
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	207,685	-	207,685	207,685		
	RSU Plan	2021-2024	N/A	N/A	N/A	N/A	-	-	-	-	-		
	SO Plan	2021-2024	N/A	N/A	N/A	N/A	-	-	-	-	-		
	RSU Plan	2019-2022	N/A	N/A	N/A	N/A	-	-	-	-	-		
	SO Plan	2019-2022	N/A	N/A	N/A	N/A	-	-	-	-	-		
	RSU Plan	2018-2021	N/A	N/A	N/A	N/A	-	-	-	-	-		
	SO Plan	2018-2021	N/A	N/A	N/A	N/A	-	-	-	-	-		
Christian Amsel, CTO	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	715,033	-	-	715,033		
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	563,715	-	563,715	563,715		
	RSU Plan	2021-2024	N/A	N/A	N/A	N/A	-	-	-	-	-		
	SO Plan	2021-2024	N/A	N/A	N/A	N/A	-	-	-	-	-		
	RSU Plan	2019-2022	N/A	N/A	N/A	N/A	-	-	-	-	-		
	SO Plan	2019-2022	N/A	N/A	N/A	N/A	-	-	-	-	-		
	RSU Plan	2018-2021	N/A	N/A	N/A	N/A	-	-	-	-	-		
	SO Plan	2018-2021	N/A	N/A	N/A	N/A	-	-	-	-	-		
Bob Riedford, President P&C	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	225,004	-	-	-	Forfeited	
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	177,388	-	-	-	Forfeited	
	RSU Plan	2021-2024	10.06.21	10.06.24	N/A	N/A	160,791	-	-	-	-	Forfeited	
	SO Plan	2021-2024	10.06.21	10.06.24	Until 10.06.2031	3.02	226,227	-	-	-	-	Forfeited	
	RSU Plan	2019-2022	15.05.19	25% of Shares: 15.05.20 25% of Shares: 17.05.21 50% of Shares: 16.05.22	N/A	N/A	99,510	-	99,510	-	-	-	
	SO Plan	2019-2022	15.05.19	16.06.22	Until 15.05.2029	79.00	14,755	-	-	-	-	-	
	RSU Plan	2018-2021	05.06.18	33% of Shares: 05.06.19 33% of Shares: 05.06.20 34% of Shares: 07.06.21	N/A	N/A	-	-	-	-	-	-	
	SO Plan	2018-2021	05.06.18	07.06.21	Until 06.06.2028	106.00	-	-	-	-	-	-	

Frank Heffter (CEO) and Christian Amsel (CTO) have joined the company after the 2021 LTI grant date and therefore have not received a grant in 2021. Doug Tushar has not participated in the LTI grants. There is no holding period for any of the instruments once they have vested.



15 SHARE-BASED REMUNERATION (CONTINUED)

LTI 2018-2022 details

MEMBER	SPECIFICATION OF PLAN	PERFORMANCE PERIOD	AWARD DATE	VESTING DATE	EXERCISE PERIOD	STRIKE PRICE OF THE SHARE	OPENING BALANCE	DURING THE YEAR		CLOSING BALANCE		COMMENT
							INSTRUMENTS AWARDED AT THE BEGINNING OF THE YEAR*	INSTRUMENTS AWARDED	INSTRUMENTS VESTED	INSTRUMENTS SUBJECT TO A PERFORMANCE CONDITION	INSTRUMENTS AWARDED AND UNVESTED	
David Redfearn, Chief Sales Officer	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	118,797	-	-	118,797	
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	93,657	-	93,657	93,657	
	RSU Plan	2021-2024	10.06.21	10.06.24	N/A	N/A	99,257	-	-	-	99,257	
	SO Plan	2021-2024	10.06.21	10.06.24	Until 10.06.2031	3.02	139,651	-	-	139,651	139,651	
	RSU Plan	2019-2022	15.05.19	25% of Shares: 15.05.20 25% of Shares: 17.05.21 50% of Shares: 16.05.22	N/A	N/A	38,650	-	38,650	-	-	
	SO Plan	2019-2022	15.05.19	16.06.22	Until 15.05.2029	79.00	5,731	-	-	-	-	
	RSU Plan	2018-2021	05.06.18	33% of Shares: 05.06.19 33% of Shares: 05.06.20 34% of Shares: 07.06.21	N/A	N/A	-	-	-	-	-	
	SO Plan	2018-2021	05.06.18	07.06.21	Until 06.06.2028	106.00	-	-	-	-	-	
Linda Nyquist-Evenrud, EVP Flow Control Systems	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	118,966	-	-	118,966	
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	93,790	-	93,790	93,790	
	RSU Plan	2021-2024	10.06.21	10.06.24	N/A	N/A	99,305	-	-	-	99,305	
	SO Plan	2021-2024	10.06.21	10.06.24	Until 10.06.2031	3.02	139,719	-	-	139,719	139,719	
	RSU Plan	2019-2022	15.05.19	25% of Shares: 15.05.20 25% of Shares: 17.05.21 50% of Shares: 16.05.22	N/A	N/A	35,332	-	35,332	-	-	
	SO Plan	2019-2022	15.05.19	16.06.22	Until 15.05.2029	79.00	5,239	-	-	-	-	
	RSU Plan	2018-2021	05.06.18	33% of Shares: 05.06.19 33% of Shares: 05.06.20 34% of Shares: 07.06.21	N/A	N/A	-	-	-	-	-	
	SO Plan	2018-2021	05.06.18	07.06.21	Until 06.06.2028	106.00	-	-	-	-	-	
Robert Pigg, SVP Off Highway	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	190,684	-	-	190,684	
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	150,331	-	150,331	150,331	
	RSU Plan	2021-2024	10.06.21	10.06.24	N/A	N/A	105,207	-	-	-	105,207	
	SO Plan	2021-2024	10.06.21	10.06.24	Until 10.06.2031	3.02	148,023	-	-	148,023	148,023	
	RSU Plan	2019-2022	15.05.19	25% of Shares: 15.05.20 25% of Shares: 17.05.21 50% of Shares: 16.05.22	N/A	N/A	49,233	-	49,233	-	-	
	SO Plan	2019-2022	15.05.19	16.06.22	Until 15.05.2029	79.00	7,300	-	-	-	-	
	RSU Plan	2018-2021	05.06.18	33% of Shares: 05.06.19 33% of Shares: 05.06.20 34% of Shares: 07.06.21	N/A	N/A	-	-	-	-	-	
	SO Plan	2018-2021	05.06.18	07.06.21	Until 06.06.2028	106.00	-	-	-	-	-	

15 SHARE-BASED REMUNERATION (CONTINUED)

LTI 2018-2022 details

MEMBER	SPECIFICATION OF PLAN	PERFORMANCE PERIOD	AWARD DATE	VESTING DATE	EXERCISE PERIOD	STRIKE PRICE OF THE SHARE	OPENING BALANCE	DURING THE YEAR		CLOSING BALANCE		COMMENT
							INSTRUMENTS AWARDED AT THE BEGINNING OF THE YEAR*	INSTRUMENTS AWARDED	INSTRUMENTS VESTED	INSTRUMENTS SUBJECT TO A PERFORMANCE CONDITION	INSTRUMENTS AWARDED AND UNVESTED	
Jon Munthe, General Counsel	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	109,209	-	-	109,209	
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	86,098	-	86,098	86,098	
	RSU Plan	2021-2024	10.06.21	10.06.24	N/A	N/A	88,505	-	-	-	88,505	
	SO Plan	2021-2024	10.06.21	10.06.24	Until 10.06.2031	3.02	124,524	-	-	124,524	124,524	
	RSU Plan	2019-2022	15.05.19	25% of Shares: 15.05.20 25% of Shares: 17.05.21 50% of Shares: 16.05.22	N/A	N/A	38,617	-	38,617	-	-	
	SO Plan	2019-2022	15.05.19	16.06.22	Until 15.05.2029	79.00	5,726	-	-	-	-	
	RSU Plan	2018-2021	05.06.18	33% of Shares: 05.06.19 33% of Shares: 05.06.20 34% of Shares: 07.06.21	N/A	N/A	-	-	-	-	-	
	SO Plan	2018-2021	05.06.18	07.06.21	Until 06.06.2028	106.00	-	-	-	-	-	
Dzeki Mackinovski, EVP Purchasing	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	125,640	-	-	125,640	
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	99,051	-	99,051	99,051	
	RSU Plan	2021-2024	10.06.21	10.06.24	N/A	N/A	153,383	-	-	-	153,383	
	SO Plan	2021-2024	10.06.21	10.06.24	Until 10.06.2031	3.02	215,804	-	-	215,804	215,804	
	RSU Plan	2019-2022	15.05.19	25% of Shares: 15.05.20 25% of Shares: 17.05.21 50% of Shares: 16.05.22	N/A	N/A	57,901	-	57,901	-	-	
	SO Plan	2019-2022	15.05.19	16.06.22	Until 15.05.2029	79.00	8,585	-	-	-	-	
	RSU Plan	2018-2021	N/A	N/A	N/A	N/A	-	-	-	-	-	
	SO Plan	2018-2021	N/A	N/A	N/A	N/A	-	-	-	-	-	
Marcus Von Pock, EVP HR	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	-	-	-	-	Not granted
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	-	-	-	-	Not granted
	RSU Plan	2021-2024	10.06.21	10.06.24	N/A	N/A	145,991	-	-	-	-	Forfeited
	SO Plan	2021-2024	10.06.21	10.06.24	Until 10.06.2031	3.02	205,404	-	-	-	-	Forfeited
	RSU Plan	2019-2022	15.05.19	25% of Shares: 15.05.20 25% of Shares: 17.05.21 50% of Shares: 16.05.22	N/A	N/A	58,609	-	-	-	-	Forfeited
	SO Plan	2019-2022	15.05.19	16.06.22	Until 15.05.2029	79.00	8,690	-	-	-	-	Forfeited
	RSU Plan	2018-2021	05.06.18	33% of Shares: 05.06.19 33% of Shares: 05.06.20 34% of Shares: 07.06.21	N/A	N/A	-	-	-	-	-	
	SO Plan	2018-2021	05.06.18	07.06.21	Until 06.06.2028	106.00	-	-	-	-	-	

15 SHARE-BASED REMUNERATION (CONTINUED)

LTI 2018-2022 details

MEMBER	SPECIFICATION OF PLAN	PERFORMANCE PERIOD	AWARD DATE	VESTING DATE	EXERCISE PERIOD	STRIKE PRICE OF THE SHARE	OPENING BALANCE	DURING THE YEAR		CLOSING BALANCE		COMMENT
							INSTRUMENTS AWARDED AT THE BEGINNING OF THE YEAR*	INSTRUMENTS AWARDED	INSTRUMENTS VESTED	INSTRUMENTS SUBJECT TO A PERFORMANCE CONDITION	INSTRUMENTS AWARDED AND UNVESTED	
Virginia Grando, EVP Quality	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	-	-	-	-	Not granted
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	-	-	-	-	Not granted
	RSU Plan	2021-2024	10.06.21	10.06.24	N/A	N/A	120,119	-	-	-	-	Forfeited
	SO Plan	2021-2024	10.06.21	10.06.24	Until 10.06.2031	3.02	169,003	-	-	-	-	Forfeited
	RSU Plan	2019-2022	15.05.19	25% of Shares: 15.05.20 25% of Shares: 17.05.21 50% of Shares: 16.05.22	N/A	N/A	47,709	-	-	-	-	Forfeited
	SO Plan	2019-2022	15.05.19	16.06.22	Until 15.05.2029	79.00	7,074	-	-	-	-	Forfeited
	RSU Plan	2018-2021	05.06.18	33% of Shares: 05.06.19 33% of Shares: 05.06.20 34% of Shares: 07.06.21	N/A	N/A	-	-	-	-	-	-
	SO Plan	2018-2021	05.06.18	07.06.21	Until 06.06.2028	106.00	-	-	-	-	-	-
Doug Tushar, VP IS&T	RSU Plan	2022-2025	N/A	N/A	N/A	N/A	-	-	-	-	-	-
	PSU Plan	2022-2025	N/A	N/A	N/A	N/A	-	-	-	-	-	-
	RSU Plan	2021-2024	N/A	N/A	N/A	N/A	-	-	-	-	-	-
	SO Plan	2021-2024	N/A	N/A	N/A	N/A	-	-	-	-	-	-
	RSU Plan	2019-2022	N/A	N/A	N/A	N/A	-	-	-	-	-	-
	SO Plan	2019-2022	N/A	N/A	N/A	N/A	-	-	-	-	-	-
	RSU Plan	2018-2021	N/A	N/A	N/A	N/A	-	-	-	-	-	-
	SO Plan	2018-2021	N/A	N/A	N/A	N/A	-	-	-	-	-	-
Norbert Loers, Former CFO	RSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	-	-	-	-	Not granted
	PSU Plan	2022-2025	02.06.22	02.06.25	N/A	N/A	-	-	-	-	-	Not granted
	RSU Plan	2021-2024	10.06.21	10.06.24	N/A	N/A	-	-	-	-	-	Forfeited
	SO Plan	2021-2024	10.06.21	10.06.24	Until 10.06.2031	3.02	-	-	-	-	-	Forfeited
	RSU Plan	2019-2022	15.05.19	25% of Shares: 15.05.20 25% of Shares: 17.05.21 50% of Shares: 16.05.22	N/A	N/A	-	-	-	-	-	Forfeited
	SO Plan	2019-2022	15.05.19	16.06.22	Until 15.05.2029	79.00	-	-	-	-	-	Forfeited
	RSU Plan	2018-2021	05.06.18	33% of Shares: 05.06.19 33% of Shares: 05.06.20 34% of Shares: 07.06.21	N/A	N/A	-	-	-	-	-	-
	SO Plan	2018-2021	05.06.18	07.06.21	Until 06.06.2028	106.00	-	-	-	-	-	-



## 16 SHAREHOLDINGS BY EXECUTIVE MANAGEMENT

As per 31 December 2022 the executive management held shares at Kongsberg Automotive as follows:

### Shares owned by management as at 31.12.22

NAME	POSITION	NO. OF SHARES BY END OF 2022	NO. OF SHARES BY END OF 2021
Joerg Buchheim	CEO	250,000	0
Frank Heffter	CFO	745,000	345,000
Christian Amsel	CTO	60,000	15,000
Bob Riedford	President, P&C	n/a	312,304
David Redfearn	Chief Sales Officer	437,182	398,532
Linda Nyquist-Evenrud	EVP, Flow Control Systems	355,821	320,489
Robert Pigg	SVP, Off Highway	144,736	95,503
Jon Munthe	General Counsel	170,135	131,518
Dzeki Mackinowski*	EVP, Purchasing	1,153,850	1,095,949
Marcus von Pock	EVP, HR	n/a	351,983
Virginia Grando	EVP, Quality	n/a	150,711
Doug Tushar	SVP, IS&T	0	0
<b>Total number of shares</b>		<b>3,316,724</b>	<b>3,216,989</b>

\* Including shares owned by closely related persons

## 17 RECONCILIATION AGAINST ANNUAL REPORT 2022

A reconciliation of total remuneration for Executive Management between this Remuneration Report and remuneration to Management other than CEO in our Annual Report 2022 in note 27 is provided in the table below.

### Remuneration and fees recognized in the Statement of Comprehensive Income

KEUR	2022	2021*
Total remuneration of the Board of Directors	297.0	365.0
Gross annual base salary to the CEO	741.1	450.1
CEO short-term incentive	817.4	464.3
CEO's long-term incentive costs**	391.6	129.4
Pension costs to the CEO	107.5	55.1
Other remuneration to the CEO	54.5	97.2
Management salaries other than to the CEO	2,842.7	2,891.5
Bonus, LTI costs and other remuneration of management other than the CEO	1,222.7	1,573.5
Pension costs of management other than the CEO	327.1	310.2
<b>Total</b>	<b>6,801.5</b>	<b>6,336.4</b>

\* CEO compensation for 2021 includes only May to December 2021, as CEO joined May 2021

\*\* Long-term incentives plans – share-based compensation. The amounts represent the expenses accounted for in 2022 according to IFRS 2.

## 18 RECLAIM VARIABLE REMUNERATION

Kongsberg Automotive has not implemented any formal regulations relating to the repayment of compensation and benefits. Claims for repayment are subject to applicable law. In 2022, Kongsberg Automotive did

not pursue any actions related to reclaiming or repayments of variable remuneration.

## 19 DEROGATIONS AND DEVIATIONS FROM THE REMUNERATION POLICY AND FROM THE PROCEDURE FOR ITS IMPLEMENTATION

The current remuneration of executives did not deviate from the remuneration guidelines and was therefore in line with the Remuneration Policy.

## 20 INFORMATION ON SHAREHOLDER VOTE

The current Guidelines for Salary and Other Remuneration for the Senior Executives in Kongsberg Automotive were approved by the Annual General Meeting of Kongsberg Automotive ASA on 02 June 2022 in accordance with the Norwegian Public Limited Liability Companies Act § 6-16a and the appurtenant Regulation for Guidelines and Reporting of Remuneration to Personnel in Executive Positions (FOR 2020-12-11 2730). In addition, during the meeting the chairperson of the meeting referred to the proposal by the Board of

Directors in the notice. In accordance with the proposal from the Board of Directors, the Annual General Meeting made the following resolution: the Annual General Meeting approved the Report on Salary and Other Remuneration to Senior Executives (Item 12).

The resolution was passed with the required majority, cf. Section 5-17 (1) of the Norwegian Public Limited Companies Act. See table below for the approval of the Agenda Item 12 - Approval of the Report on Salary and Other Remuneration to Senior Executives:

### Approval of the 2021 Report for Salary and Other Remuneration to Senior Executives during the AGM 2022

	FOR	AGAINST	ABSTAIN	VOTED
Shares	291,077,189	41,262,882	500,000	332,840,071
Votes cast in %	87.45%	12.40%	0.15%	
Representation of SC in %	87.45%	12.40%	0.15%	100%
Total SC in %	27.74%	3.93%	0.05%	31.72%
<b>Total</b>	<b>291,077,189</b>	<b>41,262,882</b>	<b>500,000</b>	<b>332,840,071</b>

## 21 COMPENSATION RECEIVED FROM OTHER GROUP COMPANIES

In 2022, no member of the executive management received any compensation from other group companies.





**REMUNERATION  
AND COMPANY  
PERFORMANCE  
2018-2022**



## 22 EXECUTIVE REMUNERATION, EMPLOYEE REMUNERATION AND COMPANY PERFORMANCE

The Group needs to be able to attract and retain capable executives who are always able to secure shareholders' and other stakeholders' interests in the best possible manner. One important element to achieve this is to offer each leader a competitive compensation package which is in alignment with the market and other stakeholders' interests.

The STI and LTI shall contribute to further financial performance and long-term strategies and goals for the company. The structure of Total Target Compensation shall be performance and success oriented to ensure that shareholder and management interests are aligned.

Performance-based short-term and long-term incentives in relation to Annual Base Salary and Total Target Compensation increase with higher responsibility. The STI provides incentives to the top executives to prioritize defined objectives for each year. The STI is thus a dynamic instrument which allows adjustment each year to the specific needs of the Company. The LTI shall provide incentives to the senior management to increase shareholder value in the long term.

A summary of the development of the executive remuneration, of employee remuneration and of company performance in the five-year period 2018–2022 is provided in the table below.

### Executive Remuneration 2018-2022

NAME	TITLE	NOTE	2018	2019	2020	2021	2022
<b>Joerg Buchheim*</b>	President & CEO	Employment started 01.05.2021.	n/a	n/a	n/a	1,196.1	2,112.1
% change			n/a	n/a	n/a	n/a	77%
<b>Frank Heffter</b>	Chief Financial Officer	Employment started 01.07.2021.	n/a	n/a	n/a	240.8	539.8
% change			n/a	n/a	n/a	n/a	124%
<b>Christian Amsel</b>	Chief Technology Officer	Employment started 01.08.2021.	n/a	n/a	n/a	324.5	852.0
% change			n/a	n/a	n/a	n/a	163%
<b>Bob Riedford</b>	President, Powertrain & Chassis	Started role 28.11.2017. Role relocated to the USA in 2021.	582.8	497.3	693.8	394.8	267.5
% change		Employment ended 31.10.2022	102%	-15%	40%	-43%	-32%
<b>David Redfearn</b>	Chief Sales Officer	New role started 01.07.2022	282.5	256.4	296.1	334.4	362.3
% change			-23%	-9%	15%	13%	8%
<b>Linda Nyquist-Evenrud</b>	Executive Vice President, Flow Control Systems	New role started 01.10.2022	268.3	204.2	227.2	275.8	331.0
% change			22%	-24%	11%	21%	20%
<b>Robert Pigg</b>	Senior Vice President, Off Highway	Compensation 2020 and 2021 include additional compensation for interim role as Co-CEO.	339.8	276.5	546.2	682.2	565.4
% change			23%	-19%	98%	25%	-17%
<b>Jon Munthe</b>	General Counsel		305.0	223.7	221.9	254.3	276.5
% change			-9%	-27%	-1%	15%	9%
<b>Dzeki Mackinowski</b>	Executive Vice President, Purchasing	Employment started 01.05.2019.	n/a	326.6	469.7	434.9	425.7
% change		Role relocated to the Sweden in mid 2021.	n/a	n/a	44%	-7%	-2%
<b>Marcus von Pock</b>	Executive Vice President, Human Resources	Employment ended 31.05.2022	472.5	374.9	422.4	456.9	381.2
% change			590%	-21%	13%	8%	-17%
<b>Virginia Grando</b>	Executive Vice President, Quality & HSE	Employment ended 31.05.2022	376.2	296.8	342.9	323.6	128.6
% change			457%	-21%	16%	-6%	-60%
<b>Doug Tushar</b>	Senior Vice President, Information Systems and Technology	Start date in this position on 17.09.2019.	n/a	70.7	267.8	257.1	262.5
% change			n/a	n/a	279%	-4%	2%

\*CEO remuneration from May 2021 to December 2021 for CEO Joerg Buchheim, as he joined the company May 2021  
In 2019 there was no STI bonus payout. In 2020-2022 there were discretionary bonus payouts.  
The Total Executive Remuneration includes the Long-term Incentive (LTI) grants costs for the year as per IFRS II standards.

### Former Executives 2018-2022

NAME	TITLE	NOTE	2018	2019	2020	2021	2022
<b>Henning Jensen</b>	Former President & CEO	Start date in this position on June 2016 until Sept 2020 (prorated)	1,525.1	1,004.8	953.2	n/a	n/a
% change			-34.1%	-5.1%	n/a	n/a	n/a
<b>Norbert Loers</b>	Chief Financial Officer	Employment started 2017 until 31.08.2021. Compensation 2020 includes additional compensation for interim role as Co-CEO.	834.8	593.3	860.7	n/a	n/a
% change			11%	-29%	45%	n/a	n/a

### Employee Remuneration 2018-2022

KEUR	2018	2019	2020	2021	2022*
Average employee remuneration excl. executives	19.17	20.68	20.53	21.17	29.79
Average remuneration growth	2.50%	7.89%	-0.77%	3.13%	40.73%

\*Continuous operations. Divestments in 2021 had an impact on the average remuneration. Due to the divestment of the Interior segment in 2021, figures in these years are not fully comparable with the figures in 2022.

### Company's Performance 2018-2022 from continuing operation

	2018	2019	2020	2021	2022
Revenue in MEUR	1,123.1	1,160.9	969.3	1,166.8	905.6
% change	6.3%	3.4%	-16.5%	20.4%	-22.4%
Adjusted EBIT margin in %	6.7%	6.1%	1.1%	3.3%	3.9%
% change	41.1%	-8.2%	-81.9%	203.0%	16.6%
Adjusted EBIT in MEUR	74.7	70.9	10.7	39.0	35.6
% change	50.0%	-5.1%	-84.9%	264.7%	-8.8%
<b>Net Profit MEUR*</b>	<b>23.8</b>	<b>28.8</b>	<b>(58.5)</b>	<b>28.5</b>	<b>20.8</b>

\* Due to the divestment of the Interior segment in 2021, figures in these years are not fully comparable with the figures in 2022, which had been restated in the accordance with the requirements of IFRS 5. Items of the Statement of Comprehensive Income and Statement of Cash Flow classified as Discontinued operation are excluded in 2022, 2021, and 2020.

# DECLARATION TO THE REMUNERATION REPORT 2022

## Responsibility Statement

### The Board of Directors' statement on the Remuneration Report

The Board of Directors has today considered and adopted the Remuneration Report of Kongsberg Automotive ASA for the financial year 2022. The Remuneration Report is prepared in accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act. The Remuneration Report will be presented to the Annual General Meeting 2022 for an advisory vote.

Oslo, 8 May 2023



**Firas Abi-Nassif**  
Chairman



**Rolf Breidenbach**  
Director



**Emese Weissenbacher**  
Director



**Ellen M. Hanetho**  
Director



**Mark Wilhelms**  
Director



**Siw Reidun Wærås**  
Elected by the employees



**Knut Magne Alfsvåg**  
Elected by the employees



**Bjørn Ivan Ødegård**  
Elected by the employees



**Joerg Buchheim**  
President and CEO



To the General Meeting of Kongsberg Automotive 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 Kongsberg Automotive 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 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, 9 May 2023  
Deloitte AS



**Lars Atle Lauvsnes**

State Authorised Public Accountant



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