



Guidelines for remuneration of Executive Management

Annual General meeting 2025

Approved by the Board of Directors
March 2025



1. General

These guidelines for remuneration of the Executive Management are prepared by the Board of Directors (the “**Board**”) in Scatec ASA (the “**Company**” or “**Scatec**”) in accordance with the Norwegian Public Limited Liability Companies Act (the “**Companies Act**”) section 6-16a, for consideration at the Annual General Meeting on 24 April 2025, according to the Companies Act section 5-6 (3).

The principles for determination of salaries and other remuneration, apply for the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), and the Executive Vice Presidents of Scatec (together “**Executive Management**”) and for each member of the Board, for the financial year 2025 and until new principles are resolved by the General Meeting in accordance with the Companies Act.

2. How the guidelines advance the Company's business strategy, long-term interests and sustainability

Scatec is a leading renewable energy solutions provider, accelerating access to reliable and affordable clean energy in emerging markets, with a vision to improve our future. As a long-term player, Scatec develops, builds, owns and operates renewable energy plants, across five continents today. More information regarding the Company's strategic priorities can be found in the Company's annual report and on the Company's website (www.scatec.com).

To successfully implement and execute the Company's strategy and safeguard Scatec's long-term interests, the Company must be able to recruit, develop and retain Executive Management with relevant experience, expertise and leadership skills. Therefore, it is important that the Company offers its Executive Management terms that are motivational and in line with the market level, as well as balanced and reasonable, based on the respective executive's competence, responsibility and performance.

At the same time, it is fundamental for the Company that the guidelines for the remuneration of Executive Management, ensure financial sustainability and that the overall level of remuneration does not entail an unreasonable burden on the Company's liquidity and equity.

These guidelines seek to provide a clear framework for remuneration of the Executive Management, so that conditions that promote the Company's strategy and long-term targets can be developed and contribute to increased shareholder value.

3. The main principles of the Company's Guidelines for the remuneration of Executive Management

Executive Management remuneration in Scatec shall be determined based on the following main principles:

Competitive, but not leading: remuneration shall, as a general guideline, be suited to attract and retain skilled leaders, taking into account the international market the Company participates in. The salaries for the Executive Management should be comparable, where possible, to those of executives in publicly traded organisations of a similar size and complexity, in Norway or the respective local market.

Motivational: remuneration should be structured to motivate the Executive Management to strive to realise the Company's strategic goals. The main element of Executive Management remuneration should be the base salary, although additional variable incentives should be available to motivate the Executive Management's efforts on behalf of the Company.

Creating sustainable long-term performance: a significant portion of remuneration consists of variable pay linked to sustainable value generation for shareholders over time. Variable remuneration is considered a management tool and determined by the achievement of individual and companywide goals and Key Performance Indicators (KPIs). It is fundamental that Executive Management, both individually and collectively, have influence over the achievement of the goals and KPIs.

4. Types of remuneration and principles for the Executive Management

The composition of remuneration for the Executive Management Team is based on seven elements and is further described below:

- Fixed base salary
- Benefits
- Pension
- Short-term Incentive
- Long-term Incentive
- All Employee Share Purchase Programme
- Other temporary and one-off remuneration

4.1. Fixed base salary

The objective of the fixed base salary is to attract and retain qualified executives with competencies to deliver Scatec's strategy and short-term goals. Salaries should be in line with the local market, competitive, but not leading and comparable, where possible, to executives in publicly traded organisations of a similar size and complexity, in Norway or the respective local market.

Salaries are set based on the executive's experience and competencies relevant to the role and normally reviewed annually or following a change in responsibilities. Salary increases are typically made in the context of the broader pay environment and in line with those made to other employees in the country where the executive is based, unless there is a change in role or responsibility, or other exceptional circumstances. The following parameters are considered when reviewing the executive's salary levels:

- Relevant external market benchmarks (base salaries and total remuneration) for management salaries in similar businesses in respective local markets
- The executives performance and competencies
- Pay levels and increases for other employees across the Company in the respective local market

4.2. Benefits

Market-competitive benefits may be offered as part of total remuneration designed to attract and retain qualified executives. Benefits will be in accordance with local legislation, market practice common for comparable positions of a similar size and complexity and based on business need. There are no special restrictions on the type of benefits that can be offered however, typical benefits may include:

- Car benefits
- Mobile phones and subscription
- Reimbursement of broadband expenses
- Medical and travel insurance
- Life insurance plans¹

Discretion exists to offer executives additional allowances and benefits, if considered appropriate and reasonable, including support with relocation or international secondments. These may include, but not limited to: relocation expenses, housing and school fees, where the executive is asked to relocate or take up an international secondment opportunity. Where appropriate, the Company may also provide the executive with a temporary Global Mobility allowance/premium, home leave travel, tax and tax return preparation support, and meet the tax costs associated with the provision of such benefits.

¹For Norwegian based executives, the Company may compensate the executive and their family, defined as close associates pursuant to the Norwegian Securities Trading Act section 2-5 no. 1 and 2, 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.

4.3. Pension

Pension is offered to provide market-competitive post-retirement benefits as part of total remuneration designed to attract and retain qualified executives.

Executives employed in Norway: the Company has established a pension scheme in accordance with the Norwegian Occupation Pension Act. The pension scheme is based on a defined contribution for all Norwegian employees. The pension scheme covers salaries up to 12G² and is therefore in accordance with Norwegian legislation. The Company may, but currently has not, signed early retirement agreements for Executive Management.

Executives employed outside of Norway: pension plans and insurance schemes exist in accordance with the schemes of the respective local market and in line with local legislation.

4.4. Short-term Incentive

The Short-term Incentive (STI) variable bonus scheme exists to incentivise and reward delivery of short-term business objectives that drive the Company's strategic priorities and create shareholder value in the longer term.

Performance is measured by a combination of the achievement of goals and KPIs and individual holistic performance. The executive will be assessed on 'what' they have delivered as well as 'how' they have delivered it, in the context of behaviours and leadership against the Company's values. A key principle of the bonus scheme is that the executive shall have the possibility to influence the performance against goals and KPIs of which part of their bonus shall be tied to. Fixed short-term goals and KPIs that the executive can influence strengthen the executive's commitment to the delivery of the Company's strategic priorities determined by the Board. Typical goals and KPIs for Executive Management include but are not limited to: operational and financial performance; growth targets; people; HSSE; and ESG; as well as other targets deemed appropriate by the Board for the relevant performance year.

Through such a structure, the incentives in the bonus scheme contribute to advance the long-term goals and financial sustainability for the Company. The STI bonus for the CEO and other members of Executive Management shall not exceed sixty percent (60%) of annual base salary. The performance framework differs for the CEO and the remaining Executive Management members.

CEO: performance is measured against Company performance and KPIs, and typically Scatec leadership and group values, as well as individual and key priorities related to longer-term value creation, not formally captured under company KPIs. The Company KPIs used for measuring performance are included in the Company's Monthly Operating Report and reviewed by the Board on a regular basis. When determining the overall performance of the CEO, the Board exercise discretion and take into consideration the general development of the Company as well as reputational matters, including the Company's position in the capital markets. Overall individual holistic performance is taken into consideration by the Board when determining performance and bonus outcomes for the CEO.

²The Norwegian National Insurance Scheme Basic Amount (G), often referred to simply as "G", is a standardised reference amount used to calculate social security benefits, pensions, and certain salary-related thresholds in Norway. It is set annually by the government and adjusts with inflation and economic conditions.

Other members of Executive Management:

other members of Executive Management are evaluated against the respective department's performance, and typically Scatec leadership and Company values, as well as individual and key priorities. Overall individual holistic performance is taken into consideration when determining performance and bonus outcomes for other members of Executive Management. Members of the Executive Management team will have different measures and weightings within each category according to role and responsibility but will also be held responsible for the overall performance of the Company. In 2024, company and individual performance weightings were introduced into the STI design of the Executive Management team, whereby the bonus components would consist of a 40% company and 60% individual performance weighting. The company performance component is based on the performance against the corporate scorecard, as determined by the Board following the conclusion of the performance period. Throughout the year the validity of the executives' goals and KPIs is continuously assessed and updated in line with ongoing business activities. At the end of the performance year, based on a holistic evaluation of in year performance, a final bonus pay-out is determined.

A Company threshold exists and determines the payment of the bonus. Threshold assessment includes the overall Company goals, objectives and key financial performance, as well as the objective of being a leading Company within environmental and sustainability, which is considered to contribute to long-term growth in shareholder value. Performance below the Company threshold may result in a reduction or even annulment of bonus payout.

Bonuses are typically paid in March, for the preceding earnings year. Any deferral of bonus payments is subject to approval by the Organisation and Remuneration Committee. Terminations are handled according to the Company global bonus policy. Executives who have submitted their notice of resignation or been given notice of termination/been terminated will no longer be eligible for a bonus payment, although for jurisdictions outside of Norway, bonus payments may still be made where this is required by local legislation. Bonus payment for company initiated contractual terminations are mutually agreed as part of the final settlement based on local legislation and practice.

4.5. Long-term Incentive Programme

The Scatec Long-term Incentive (LTI) programme exists to create an ownership culture, ensuring and strengthening alignment of Executive Management and key and leading employees and shareholders long-term interests and sustainability of the company. The LTI programme is an important tool to attract, incentivise and retain high calibre and talented employees. In line with the evolution of Scatec as a business and maturity of the organisation, as well as market movements towards performance-based instruments with balanced KPIs and longer vesting periods, from 2026, the existing share option plan will be replaced by a new Performance Share Unit (PSU) Programme. The new PSU programme is designed to measure performance on an absolute and relative level and it includes an extended vesting period encouraging executives and key and leading employees to focus on the Company's long-term success, financial sustainability and aligning better with shareholder expectations.

Current share option plan

The last award under the existing share option plan was made in January 2025³. Under the principles of the option plan, approximately 1/3 of the options awarded vest annually, with corresponding vesting periods of 12, 24 and 36 months. Unexercised share options expire 5 years after grant. Outstanding options are cancelled in the event of exit from the Company. The number of options awarded to each executive is calculated so that the value of the options is expected to correspond to fifty percent of their base salary based on a predefined share price increase over the tenor of the option plan. The final award granted in 2025 will expire in January 2030.

All outstanding awards made under the existing Scatec share option plan will continue to vest under the terms and conditions of the awards, i.e. awards made under the existing Scatec share option plan will not be cancelled due to the introduction of the new PSU programme.

New Performance Shares Programme

From 2026, a new PSU programme will be introduced for Executive Management and key and leading employees. Under the new PSU programme, Executive Management will receive an annual award equivalent to 45% of annual base salary in PSUs, with the PSU's vesting subject to the meeting of performance conditions, following a three-year performance period. Performance conditions, include two KPIs measuring absolute Total Shareholder Return (TSR) and relative TSR (rTSR) against a peer group of comparable companies.

Vesting of PSUs will be determined by the Board following the three-year performance period pursuant to the terms and conditions for each award. The PSU award, including the number of PSUs vesting, may be reduced or altered in accordance with its terms, based on the performance of the employee over the performance period, the overall situation of the Company or other special circumstances.

The threshold, target and max levels, weightings and peer group will be determined by the Board annually prior to each award and performance period. The Board will aim to keep the peer group stable during the performance period, however, may intervene as necessary to account for changes under exceptional circumstances, including, but not limited to, removal and/or replacement of companies to account for mergers, acquisitions, dispositions, de-listings and other changes. The KPIs shall generally be equally weighted unless otherwise decided by the Board. The number of PSUs granted will be determined by the Fair Value of the PSU at grant.

In the event the executive gives or is given notice of termination, any unvested PSUs will lapse and considered to be null and void, unless the Board considers otherwise. Clawback provisions apply under the terms and conditions of the programme, allowing the Company to revoke, recover or cancel granted PSUs/shares under circumstances relating to (but not limited to) misconduct, misrepresentation and/or non-compliance with Company policies, legal or ethical standards.

The Board will use its authorisation to increase the share capital of the Company and/or buy own shares to settle vested PSUs under the scheme.

³At the Annual General Meeting in April 2022, the Board of Directors confirmed they intend to continue the share option plan following the same principles as previously for the coming three years from January 2023. Under the principles of this plan, over a three-year period, Executive Management and other key and leading employees may be allocated share options corresponding to up to 4,000,000 shares of the Company, equivalent to approximately 2.5 percent of the total outstanding shares.

4.6. Employee Share Purchase Programme

The executive is eligible for participation in the annual all Employee Share Purchase Programme (ESPP). The programme exists to strengthen employee interest in Scatec's long-term development; lower the bar for purchasing shares in the company; and increase employees' ownership in Scatec. Under the programme eligible employees have the opportunity to purchase Scatec shares with a price reduction up to a max subscription amount⁴. Executives can purchase shares with a price reduction through an interest free loan and benefit from any gain through share price appreciation following the 2-year lock in period.

4.7. Other temporary and one-off remuneration

From time to time the Company may offer the executive additional one-off or temporary remuneration based on special circumstances relating to external recruitment or for existing executives, extraordinary effort over time in exceptionally demanding work situations. The provision of this remuneration is discretionary and based on unique and individual circumstances and typically consists of but not limited to: sign-on bonuses in relation to recruitment; stay-on bonuses in the event of mergers or divestments; and temporary recognition allowances in exceptionally demanding work situations. Maximum remuneration pursuant to this category shall be 100% of the executive's annual base salary. All remuneration under this category is subject to the approval of the CEO and/or Board in line with section 8 of these guidelines.

⁴The subscription amounts are adjusted annually, the max subscription amount for the 2024 ESPP was 99,223 NOK.



5. Conditions for dismissal and severance

Conditions for dismissal shall be set out in individual employment agreements for the Executive Management. For the CEO and other members of the Executive Management there is a mutual notice period of six months.

Agreements may be signed regarding severance pay for the CEO and other members of the Executive Management in order to attend to the Company's needs, at all times, to ensure that the selection of executives is in commensuration with the Company's needs. Severance terms shall aim to be set up so that they are acceptable internally and externally. An agreement on severance pay shall, if this is relevant, normally be entered into when establishing employment relationships, but may in special cases also be agreed upon termination of employment.

The period for the severance is assessed based on what will be sufficient for the relevant executive to accept an agreement on reduced notice of termination. However, in addition to salary and other benefits during the term of notice, such schemes are not to give entitlement to severance pay for more than twelve months.


6. Executive Management remuneration in other Scatec companies

Other companies in the Scatec group are to follow the main principles for determining management salaries and remuneration as set out in this declaration. Scatec aims at coordinating management remuneration guidelines and the schemes used for variable benefits throughout the group. Executives outside of Norway are eligible for participation in the same STI and LTI programmes as their Norwegian counterparts.

7. Remuneration for the Board

The General Meeting determines each year the remuneration for the Board based on the nomination committee's proposal. The members of the Board are not eligible for variable pay pursuant to the Company's STI or LTI programmes, or other temporary and one-off remuneration as set out in these guidelines.

Members of the Board may be engaged to provide professional services in addition to the work provided as a director. Such services shall be provided in accordance with arm's length principles and be documented in written agreements between the Board member and the Company.

A photograph of two men in safety gear (hard hats, sunglasses, and high-visibility vests) standing on a construction site. The man on the left is wearing a yellow vest with 'Scatec' and 'BIRKHOLZ' logos, and is holding a tablet. The man on the right is wearing a blue shirt and a white hard hat with the 'Scatec' logo, and is pointing at the tablet. They are both looking at the screen. The background shows a clear blue sky and some construction equipment.

8. Preparation and decision-making process for establishing, reviewing and implementing the guidelines

The Board has established an Organisation and Remuneration Committee (the “**Committee**”). The Committee shall monitor and evaluate the application of the guidelines, variable remuneration programmes for Executive Management that are ongoing and those that were concluded during the year, as well as remuneration structures and levels within the Company and the group. For each financial year, the Board shall prepare a remuneration report and make this available to shareholders on the Company’s website at least three weeks prior to the Annual General Meeting.

The duties of the Committee include preparing the Board resolution on proposed guidelines for remuneration of Executive Management. The guidelines are subject to approval by the Annual General Meeting when there is a material change and at least every fourth year in accordance with the Norwegian Public Limited Liability Companies Act, section 6-16a, and supplementing regulations. The guidelines shall apply until new guidelines have been adopted by the Annual General Meeting.

Remuneration for the CEO shall be decided by the Board in line with these guidelines following preparation and recommendation by the Committee. Remuneration to other Executive Management shall be decided by the CEO in line with these guidelines and after consultation with the Committee if deemed necessary.

The members of the Committee are independent of Executive Management. The CEO and other members of the management shall not participate in the Board of Directors’ discussions on matters related to remuneration that concerns them. The Company has implemented standard procedures of operations in line with market practice to prevent any conflict of interest that applies also with respect to the preparation and decision making for matters related to remuneration.

9. Consideration of salary and terms of employment for other employees

In preparing the Board of Directors proposal for these guidelines, payment and employment, conditions for employees in the group have been taken into account. The level of remuneration is assessed considering information about the employee's total income, the components of the remuneration and increase and growth over time. Information on payment and employment conditions in the group forms part of the Committee's and the Board basis for decision when assessing whether the guidelines and restrictions set out in these are reasonable.

10. Deviation from these guidelines

The principles in these guidelines are binding for the Board from the time they are approved by the General Meeting.

In extraordinary circumstances involving significant events for the Company that require efforts by executives substantially beyond their normal tasks or the recruitment of business-critical personnel, the Board may decide to deviate from the guidelines in individual cases. Such deviation must be based on objective grounds (i) with a view to the shared interests of the shareholders and the Company in retaining and providing incentives for existing key personnel or recruitment of key personnel during extraordinary circumstances, and (ii) must be deemed necessary by the Board in the situation and for the executive in question. Hence, the Board may deviate from these guidelines in consideration both of long-term interests in retaining existing or new key personnel and to incentivise senior executives inter alia in processes that require additional efforts and/or that has a potential impact on the relevant executive's employment depending on the outcome of the process.

For Executive Management where the employment relationship is regulated in whole or in part by regulations in countries other than Norway, adjustments that are necessary because of applicable legislation with associated regulations and market practices in the relevant markets are allowed.

The level of remuneration that may be agreed and that deviates from these guidelines shall always be determined with a view to safeguard the Company's business strategy, long-term interests, and sustainability. Any deviation in each case is limited to an increase of 100% compared to what is allowed in accordance with these guidelines.

The Committee prepares the Board assessments of matters concerning remuneration, including deviations from these guidelines.

It is in the Board's discretion to decide whether there is an extraordinary situation requiring deviation from the guidelines. When making such an assessment, the Board shall ensure that the deviation is in the Company's interests. However, the Board may not deviate from the guidelines regarding remuneration of the Board. Such deviations must be proposed and presented to the general meeting for a general vote.

A written explanation of any deviation from the guidelines is required and shall be included in the report on salaries and other remuneration to executives, which is presented to the annual general meeting as further set out in section 9 in these guidelines.

11. Right to reclaim

All members of the Executive Management accept that the Company can rectify any errors in payment of salary, holiday allowance and any other benefits, including bonus as outlined in respective employment contracts.

12. Clawback Policy

In cases of financial restatements, misconduct, or gross negligence, the Company reserves the right to reclaim any variable remuneration paid to executives. This ensures accountability and alignment with the company's long-term interests.

Oslo, March 2025

The Board of Directors of Scatec ASA



Scatec

www.scatec.com