

## ATLANTIC SAPPHIRE ASA – REPORT ON SALARY AND OTHER REMUNERATION FOR THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT TEAM

### 1 INTRODUCTION

#### 1.1 Basis of the Report

This report on salary and other remuneration (the "Report") for the Board of Directors (the "Board") of Atlantic Sapphire ASA ("Atlantic Sapphire" or the "Company", and together with its consolidated subsidiaries, the "Group") and the senior management team of the Company (the "Executive Management Team") has been prepared for the fiscal year ended 31 December 2023.

The purpose of the Report is to give an overview of paid and retained salary and other remuneration from the Company and the Group to the members of the Board and the Executive Management Team for 2023, pursuant to the Company's remuneration policy as approved by the Company's general meeting on 23 May 2023 (the "Remuneration Policy"). The Remuneration Policy is available at <https://atlanticsapphire.com/investor-relations/corporate-governance/#policies>.

This Report is based on the requirements set out in the Norwegian Public Limited Companies Act of 13 June 1997 no. 45 (the "Companies Act") sections 6-16a and 6-16b, as well as the Regulation on guidelines and report on remuneration for Senior Executives of 11 December 2021 no. 2730 (the "Regulation").

#### 1.2 About Atlantic Sapphire

Atlantic Sapphire ASA ("ASA") is a Norwegian company headquartered in Vikebukt, Norway and listed on the Oslo Stock Exchange with the ticker symbol ASA. ASA owns the following subsidiaries (collectively, "Atlantic Sapphire", the "Company", or the "Group"):

- Atlantic Sapphire Denmark A/S ("ASDK", registered in Hvide Sande, Denmark)
- Atlantic Sapphire USA LLC ("ASUS", registered in Miami, Florida, US)
- AS Purchasing, LLC ("ASP", registered in Miami, Florida, US)
- S.F. Development, L.L.C. ("ASSF", registered in Miami, Florida, US)
- Atlantic Sapphire IP, LLC ("ASIP", registered in Miami, Florida, US)

The Group owns and operates land-based Atlantic salmon farms in Hvide Sande, Denmark (the "Denmark Bluehouse" facility) and Homestead, Florida, US (the "Miami Bluehouse" facility). A Bluehouse® facility ("Bluehouse") is proprietary production technology developed by the Group in collaboration with a wide range of supply chain partners to optimize growing conditions for Atlantic salmon. Each Bluehouse contains the facilities needed for a salmon's full growth cycle, from egg hatchery to grow-out tanks to harvest processing. Consolidated operations enable the Group to control the entire production cycle without having to transport salmon to and from ocean-based net pens. The Miami Bluehouse (Phase 1) has an annual design production capacity of approximately 9,500 tons HOG<sup>1</sup>.

On 15 September 2021, a fire broke out in the Denmark Bluehouse. Substantially all property, plant, and equipment related to its saltwater on-growing systems were lost in the fire. On 10 May 2022, the Group agreed on a cash settlement of DKK 180.0m (USD 25.3m equivalent upon receipt in June 2022) which is included as part of the Group's other income. The Group allocated the settlement proceeds towards US operations and construction, and the Group is currently reviewing its strategy for its Danish operations.

By the end of 2023, the Group employed 158 full-time employees.

#### 1.3 Overall Company Performance in 2023

Completion of US Phase 1 Bluehouse allows for the continuous fine-tuning of systems and stable production. In Q4 2022, the Group experienced higher-than-normal mortality in its Miami Bluehouse which negatively impacted production. As a direct response, we performed a full audit of the US Phase 1 Bluehouse infrastructure to identify

the root cause and to reduce the risk moving forward. Such efforts pinpointed sedimentation and anoxic areas (those in which water was without any current or movement, with potential absence in oxygen that may contain gases) as a leading cause. Accordingly, an action plan was executed in which we “reset” and upgraded all our biofilter systems, enacted organizational changes, implemented protocol improvements, performed significant upgrades to equipment and automation, and installed over 100 new camera inspection points in the RAS to proactively identify and prevent potential risks of sludge sedimentation.

The first half of 2023 was marked by the continued implementation of US Phase 1 Bluehouse infrastructure upgrades to achieve stable operating conditions for the salmon and to mitigate risk. Our ability to perform upgrades in specific systems, notably our biofilter and water filtration systems, required work performed in parallel to live fish systems with temporary shutdown of components or full shutdowns of fish systems. As a result, it was critical for us adequately balance the timing of ongoing production with the execution of such upgrades, while simultaneously adequately balancing optimal fish welfare and feeding volumes given the reduced capacity of our biofilter and water filtration systems.

The third quarter of 2023 was marked by elevated temperatures in our saltwater systems which further impacted the biological performance of the batches in the growout systems at the time (the “Lead Batches”). The initial increase in temperatures resulted in a gradual reduction in water quality and ultimately resulted in reduced feeding and production volume. Increased chiller capacity through modifications to the existing chiller bank and new chillers added in September and October 2023 resulted in a reduction in temperatures down to targeted parameters and provided stable conditions across our saltwater systems in Q4 2023.

Although 2023 was marked by challenges, the Group’s efforts towards infrastructure upgrades and increased chiller capacity set the stage in Q4 2023 for strong operational performance for the newer batches moving forward. Such batches were largely unaffected by the infrastructure upgrades and increased temperatures, and we’ve noted a significant improvement in feed conversion rates, which is a leading indicator of improved fish health and water quality conditions. The Group expects to increase the standing biomass in the facility and harvest volumes towards full production in H2 2024.

## Group Results

Below are the Group’s consolidated statements of operations for the years ended 31 December 2023 and 2022:

(USD 1,000)	31 DECEMBER 2023	31 DECEMBER 2022	CHANGE IN USD	AS A % OF 2023 REVENUE	AS A % OF 2022 REVENUE
Revenue	13,995	18,954	(4,959)	100%	100%
Cost of goods sold	(67,141)	(75,890)	8,749	-480%	-400%
Fair value adjustment on biological assets	(14,095)	95	(14,190)	-101%	1%
Salary and personnel costs	(4,051)	(6,294)	2,243	-29%	-33%
Selling, general, and administrative costs	(7,984)	(10,449)	2,465	-57%	-55%
Other income (expense), net	1,927	25,542	(23,615)	14%	135%
Impairment of non-current assets	(35,000)	-	(35,000)	-250%	0%
Depreciation and amortization	(13,839)	(14,217)	378	-99%	-75%
<b>Operating loss (EBIT)</b>	<b>(126,188)</b>	<b>(62,259)</b>	<b>(63,929)</b>	<b>-902%</b>	<b>-328%</b>
Finance income	1,516	4,907	(3,391)	11%	26%
Finance expense	(9,086)	(7,654)	(1,432)	-65%	-40%
<b>Loss before income tax</b>	<b>(133,758)</b>	<b>(65,006)</b>	<b>(68,752)</b>	<b>-956%</b>	<b>-343%</b>
Income tax	-	-	-	0%	0%
<b>Net loss</b>	<b>(133,758)</b>	<b>(65,006)</b>	<b>(68,752)</b>	<b>-956%</b>	<b>-343%</b>
<b>Non-IFRS measures</b>					
Operating loss (EBIT)	(126,188)	(62,259)	(63,929)	-902%	-328%
Add back: depreciation and amortization	13,839	14,217	(378)	99%	75%
<b>EBITDA</b>	<b>(112,349)</b>	<b>(48,042)</b>	<b>(64,307)</b>	<b>-803%</b>	<b>-253%</b>
Add back: fair value adjustment on biological assets	14,095	(95)	14,190	101%	-1%
Add back: impairment of non-current assets	35,000	-	35,000	250%	0%
Less: insurance proceeds from Denmark fire	-	(25,322)	25,322	0%	-134%
<b>EBITDA, adjusted</b>	<b>(63,254)</b>	<b>(73,459)</b>	<b>10,205</b>	<b>-452%</b>	<b>-388%</b>

Group net loss for the years ended 31 December 2023 and 2022 was USD 133.8m and USD 65.0m, respectively, which represents a USD 33.7m increase in net losses over the prior year. Overall, the Group reduced revenues from its US harvests and reduced operational costs, write-down of production costs from biomass incidents and underutilized plant capacity, and in 2022, Other income tied to the recognition of insurance proceeds from the September 2021 Denmark Bluehouse fire.

For the year ended 31 December 2023, given certain impairment indicators, notably the current market cap lower than the balance value of the Group's net assets, led to a weighted scenario-based discounted cash flow analysis. The assessment was based on forecasts and management determined that the estimated recoverable amount of the cash generating unit (the "CGU") to be lower than the carrying amount of the CGU as of 31 December 2023. As such, management elected to recognize a USD 35.0m impairment allowance of non-current assets in the US allocated based on each respective fixed asset category's cost basis at year-end.

## 1.4 Composition of the Board and the Executive Management Team in 2023

### 1.4.1 The Board of Directors

For the years ended 31 December 2023 and 2022, the Group's Board of Directors consisted of the following members who received the following total annual compensation:

(USD 1,000)	2023	2022
Kenneth Jarl Andersen, Chairman (2, 5)	99	34
Johan E. Andreassen, Chairman (4)	-	-
Eirik Welde, Deputy Chairman	50	-
Marta Rojo Alonso, Director (5)	57	-
Tone Bjørnov, Director (4)	23	89
Patrice Flanagan, Director (4)	21	64
Alexander Reus, Director (3)	-	68
André Skarbø, Director	68	64
Ellen Marie Sætre, Director	72	74
Runar Vatne, Director (1)	-	34
<b>Total Board of Directors</b>	<b>390</b>	<b>427</b>

(1) Stepped down on 3 August 2022

(2) Stepped in on 3 August 2022

(3) Stepped down on 5 December 2022

(4) Stepped down on 23 May 2023

(5) Stepped in on 23 May 2023

The Board is independent of Group management. Ellen Marie Sætre, related party of nomination committee member Bjørn-Vegard Løvik, is the only individual represented on the Board and non-independent members.

The Company has also established a Nomination Committee, a Compensation Committee, and an Audit Committee. Certain Board members are also members of the Compensation Committee and the Audit Committee, being Kenneth J. Andersen (Compensation Committee), Eirik Welde (Compensation Committee), , Ellen Marie Sætre (Audit Committee), and Marta Rojo Alonso (Audit Committee). No Board members are members of the Nomination Committee.

### 1.4.2 The Executive Management Team

As of 31 December 2023, the Executive Management Team consisted of:

- Johan E. Andreassen, CEO ;
- Mario Palma, Chief Operating Officer;
- Karl Øystein Øyehaug, Chief Financial Officer;
- Svein Taklo, Chief Development and Infrastructure Officer; and
- Valerie Leath, Director of Human Resources.

All members of the Executive Management Team are employed by Atlantic Sapphire USA LLC and received their remuneration solely from that company.

## **2 REMUNERATION OF THE BOARD OF DIRECTORS**

### **2.1 Key Principles for Remuneration of the Board of Directors**

Any independent Chairman or member of the Board receives a fixed annual fee. In addition, each member of any committee may receive an additional fee based on the number of meetings held by each such committee. Members of the Board are reimbursed for reasonable and documented business expenses related to the performance of required functions. Such expenses include, but are not limited to, accommodation, transportation, and meals when traveling for Board meetings, if applicable.

As part of each Board member's remuneration package, the Company may also grant stock options based on recommendations provided by an external consultant. No active board members have been granted any stock options.

Remuneration to the Board members is approved by the Board of Directors by the general meeting, typically in the annual general meeting, as a separate item on the agenda, which is in accordance with the Remuneration Policy. The proposals for remuneration of the Board members are prepared by the Compensation Committee.

### **2.2 Remuneration to the Board Members in 2023**

During 2023, the members of the Board received remuneration as set out below (in USD thousands):

Name	Board fees	Audit committee fees	Compensation Committee fees	Extraordinary items	Pension expense	Total remuneration	Proportion of fixed and variable remuneration	
							fixed	variable
Johan E. Andreassen	-	-	-	-	-	-	N/A	fixed
							N/A	variable
Runar Vatne	-	-	-	-	-	-	N/A	fixed
							N/A	variable
Alexander Reus	-	-	-	-	-	-	N/A	fixed
							N/A	variable
André Skarbø	68	-	-	-	-	68	100%	fixed
							0%	variable
Patrice Flanagan	19	2	-	-	-	21	90%	fixed
							10%	variable
Tone Bjørnov	19	5	-	-	-	23	80%	fixed
							20%	variable
Ellen Marie Sætre	70	2	-	-	-	72	97%	fixed
							3%	variable
Kenneth Jarl Andersen	89	-	10	-	-	99	90%	fixed
							10%	variable
Marta Rojo Alonso	47	10	-	-	-	57	83%	fixed
							17%	variable
Eirik Welde	50	-	-	-	-	50	100%	fixed
							0%	variable
Patrick Dempster (Observer)	-	-	-	-	-	-	N/A	fixed
							N/A	variable

The table below shows the change of the Board members' total Board fees for the years 2019 until 2023. The Board does not consider it relevant to show changes for years earlier than 2019.

Name	Change in total remuneration from previous years							
	2023 vs. 2022		2022 vs. 2021		2021 vs. 2020		2020 vs. 2019	
	USD	%	USD	%	USD	%	USD	%
Johan E. Andreassen	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Runar Vatne (1)	N/A	N/A	(72)	-100%	(5)	-6%	N/A	N/A
Alexander Reus	N/A	N/A	(82)	-100%	(25)	-23%	98	1089%
André Skarbø	4	6%	-	0%	(30)	-31%	89	989%
Patrice Flanagan (2)	(44)	-68%	(48)	-70%	(11)	-14%	N/A	N/A
Tone Bjørnov (3)	(66)	-74%	(45)	-66%	14	26%	N/A	N/A
Ellen Marie Sætre (4)	(2)	-3%	4	6%	14	26%	N/A	N/A
Kenneth Jarl Andersen (5)	65	195%	N/A	N/A	N/A	N/A	N/A	N/A
Marta Rojo Alonso (6)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Eirik Welde (7)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Patrick Dempster (8)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

- 1) Runar Vatne was appointed to the Board in 2019 and stepped down in 2022
- 2) Patrice Flanagan was appointed to the Board in 2019 and stepped down in 2023
- 3) Tone Bjørnov was appointed to the Board in 2020 and stepped down in 2023
- 4) Ellen Marie Sætre was appointed to the Board in 2020
- 5) Kenneth Jarl Andersen was appointed to the Board in 2022 and took on the role as Chairman from 2023
- 6) Marta Rojo Alonso was appointed to the Board in 2023
- 7) Eirik Welde was appointed to the Board in 2023
- 8) Patrick Dempster was appointed as Observer to the Board in 2023 but did not receive any compensation

## 2.3 Share-Based Remuneration

Apart from share options granted to Johan E. Andreassen (which is described in Section 3.5.2 below), the Company did not provide share-based remuneration to the Board members during 2023.

As of 31 December 2023, the Board members held shares in the Company as set out below:

Name	Total shareholding
André Skarbø <sup>1)</sup>	9,643,599
Patrice Flanagan	4,900
Tone Bjørnov	39,406
Kenneth J. Andersen <sup>2)</sup>	-
Ellen Marie Sætre	-
Marta Rojo Alonso	-
Eirik Welde <sup>3)</sup>	-
Patrick Dempster	-

- 1) Held through AS Invest AS, a company wholly owned by André Skarbø
- 2) Kenneth J. Andersen does not hold shares personally but represents Strawberry Capital AS on the Board, which held a total of 65,096,062 shares in the Company, which is the equivalent of 8.15% of the outstanding shares
- 3) Eirik Welde does not hold shares personally but represented Nordlaks Holding AS on the Board, which held a total of 98,357,244 shares in the Company, which is the equivalent of 12.32% of the outstanding shares

As of 31 December 2023, none of the Board members held share options in the Company.

## 3 REMUNERATION OF THE EXECUTIVE MANAGEMENT TEAM

### 3.1 Key Principles for the Remuneration of the Executive Management Team

The overall objective of the remuneration guidelines can be summarized as follows:

- Support the Company's strategic performance and sustainability (ESG) targets;
- Drive the Company culture and values;
- Align remuneration with shareholder and stakeholder interests; and
- Provide guidelines for establishing the Executive Management Team's remuneration to attract, retain, and motivate employees with the skills, qualifications, and experience needed to maximize value creation for the Company and its shareholders.

The Group offers its Executive Management Team remuneration consisting of a base salary, participation in a defined contribution pension plan, customary benefits such as healthcare, life insurance, long and short-term disability, and mobile expense coverage, financial counselling, car allowance and tax preparation benefits. In addition, the Group offers variable compensation consisting of both short-term and long-term incentives to the members of the Executive Management Team, excluding Johan E. Andreassen (CEO), and has granted share options pursuant to a specific share option program for Johan E. Andreassen.

The Company cannot demand repayment of variable remuneration unless obvious miscalculations or non-entitled payments have been made.

### 3.2 Further Information on Variable Remuneration

#### 3.2.1 Short-Term Incentives

The Group provides the Executive Management Team, excluding Johan E. Andreassen (CEO), with a profit share bonus plan. Compensation under such plan is based on the Group achieving certain delineated financial and biological performance targets. Such targets should be objective, measurable and linked to the achievement of the Group's strategic goals. However, given the operational challenges experienced in 2022 and 2023, the Board did not intend to award any short-term incentives and, consequently, didn't set such targets for 2023.

In addition, each member of the Executive Management Team is eligible for annual individual performance bonuses, which are reviewed and assessed by the Compensation Committee and benchmarked against similarly situated companies. When determining such bonuses, the Compensation Committee considers each individual's performance in light of the target goals set at the beginning of the year. No individual bonuses were awarded.

### 3.2.2 Long-Term Incentives

The Group's long-term incentive program takes into account financial and non-financial measurable criteria aligned with our sustainability (ESG) strategy, including criteria related to financial performance, fish welfare, and the Group's environmental and social impact.

The targets are measurable and set up in advance and reviewed against achievement throughout the year. However, given the operational challenges experienced in 2022 and 2023, the Board did not intend to award any long-term incentives and, consequently, didn't set such targets for 2023.

Johan E. Andreassen does not participate in these long-term incentives.

### 3.3 Remuneration to the Executive Management Team in 2023

During 2023, the members of the Executive Management Team (as of 31 December 2023) received remuneration as set out below (in USD thousands):

Name, Position	Fixed Remuneration			Variable Remuneration		Extraordinary items	Pension Expense	Total Remuneration	Proportion of fixed and variable remuneration
	Base salary	Fees	Fringe benefits	One-year variable	Multi-year variable				
Johan Andreassen, CEO	500	-	2	-	-	-	13	515	97% fixed 3% variable
Alejandro Castro, CBO	69	-	-	-	-	-	3	72	96% fixed 4% variable
Jon-Birger Løvik, COO	300	-	2	-	-	-	12	314	96% fixed 4% variable
Karl Øystein Øyehaug, CFO	270	-	2	-	-	-	10	282	96% fixed 4% variable
Svein Taklo, CDIO	296	-	2	-	-	-	12	310	95% fixed 5% variable
Valerie Leath, Director of Human Resources	168	-	2	3	-	-	7	180	93% fixed 7% variable
Mario Palma, COO	232	-	-	9	-	-	14	255	91% fixed 9% variable

As noted in Section 1.4.2 of this Report, all members of the Executive Management Team are employed by ASUS and have only received remuneration from this company and not from any other Group companies.

### 3.4 Comparison of Remuneration, Group Performance, and Average Remuneration of Other Employees

The table below shows the change in total remuneration paid to the members of the Executive Management for the years 2018 until 2023, compared with the performance of the Group and the average remuneration of employees outside the Executive Management Team (on a full-time equivalent basis). The Board does not consider it relevant to show changes for years earlier than 2018, as the Company did not become listed until May 2018.

Name	Change in fees from previous years									
	2023 vs. 2022		2022 vs. 2021		2021 vs. 2020		2020 vs. 2019		2019 vs. 2018	
	USD	%	USD	%	USD	%	USD	%	USD	%
Johan Andreassen, CEO	3	1%	(1)	0%	2	0%	(2)	0%	59	13%
Alejandro Castro, CBO (1)	N/A	N/A	8	3%	37	18%	35	20%	122	0%
Karl Øystein Øyehaug, CFO (2)	26	10%	10	4%	39	19%	52	34%	110	N/A
Svein Taklo, CDO (3)	10	3%	3	1%	(6)	-2%	234	N/A	N/A	N/A
Jon-Birger Løvik, COO (4)	N/A	N/A	92	41%	N/A	N/A	N/A	N/A	N/A	N/A
Valerie Leath, Director of Human Resources (5)	30	20%	150	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mario Palma, COO (6)	44	21%	211	N/A	N/A	N/A	N/A	N/A	N/A	N/A
1) Hired August 2018, stepped down March 2023										
2) Hired October 2018										
3) Hired October 2019										
4) Hired March 2021, stepped down October 2023										
5) Hired January 2021										
6) Hired August 2018, appointed COO in October 2023										

	Other									
	2023 vs. 2022		2022 vs. 2021		2021 vs. 2020		2020 vs. 2019		2019 vs. 2018	
	USD	%	USD	%	USD	%	USD	%	USD	%
Net loss for the period	(68,752)	106%	67,772	-51%	(77,585)	141%	(42,041)	320%	(1,753)	N/A
Average total remuneration per employee ASUS	(18)	-15%	(12)	-9%	36	38%	3	4%	(32)	-26%

The Board does not consider it relevant to show the average remuneration per employee in Atlantic Sapphire ASA since all members of the Executive Management team are employed by ASUS. Therefore, based on materiality and practical considerations, only the average total remuneration per employee for ASUS employees is depicted in the table above.



### 3.5 Share-Based Remuneration

#### 3.5.1 General Information

On 12 May 2023, the Board of Directors of the Company granted a total of 2,000,000 share options to Atlantic Sapphire USA LLC employees, as part of the existing employee share option program. The options were distributed by the Board of Directors to a total of 33 key employees, none of whom had received any ordinary share options since January 2020.

The options granted have a strike price of NOK 5 and an expiration date of 12 May 2028. Further, all options have a four-year vesting period (with 25% of the total options vesting each year). Each option gives the holder the right upon exercise to purchase one new share in the Company.

The following member of the Executive Management Team of the Company were allocated share options:

- Jon Birger Løvik, COO (until October 2023), was granted 200,000 share options with a strike price of NOK 5 per share option;
- Svein Taklo, CDIO, was granted 200,000 share options with a strike price of NOK 5 per share option;
- Valerie Leath, Director of HR, was granted 75,000 share options with a strike price of NOK 5 per share option; and
- Mario Palma, COO (from November 2023), was granted 75,000 share options with a strike price of NOK 5 per share option

Share options granted to Johan E. Andreassen and Karl Øystein Øyehaug are described in Section 3.5.2 and 3below.

As of 31 December 2023, the members of the Executive Management Team held shares in the Company as set out below:

Name	Total shareholding
Johan E. Andreassen <sup>1)</sup>	6,287,442
Valerie Leath	-
Mario Palma	-
Karl Øystein Øyehaug	184,145
Svein Taklo	299,099

- 1) Held through JEA Invest AS, which is wholly owned by Johan E Andreassen, and through AlSCO AS, which is jointly owned by Johan E. Andreassen and Bjørn-Vegard Løvik. The number of Shares held by AlSCO AS has been weighted according to ownership by Johan E. Andreassen and Bjørn-Vegard Løvik.

As of 31 December 2023, the members of the Executive Management Team held share options in the Company as set out below:

Name	Grant Date	Vesting Date	Expiration Date	Quantity Granted	Exercise Price (NOK)	Grant Date Fair Value (NOK)	Grant Date Fair Value (NOK)
Johan E. Andreassen	1/21/2020	1/20/2021	1/20/2025	27,797.00	176.00	28.15	782,394.14
	1/21/2020	1/20/2022	1/20/2025	27,797.00	176.00	28.15	782,394.14
	1/21/2020	1/20/2023	1/20/2025	27,797.00	176.00	28.15	782,394.14
	1/21/2020	1/20/2024	1/20/2025	27,797.00	176.00	28.15	782,394.14
	5/23/2023	12/31/2024	12/31/2025	7,000,000.00	10.00	1.81	12,688,557.61
	5/23/2023	5/23/2024	12/31/2028	1,400,000.00	15.00	1.66	2,318,313.30
	5/23/2023	5/23/2025	12/31/2028	1,400,000.00	15.00	1.69	2,369,185.05
	5/23/2023	5/23/2026	12/31/2028	1,400,000.00	15.00	1.73	2,420,347.40
	5/23/2023	5/23/2027	12/31/2028	1,400,000.00	15.00	1.83	2,558,143.85
	5/23/2023	5/23/2028	12/31/2028	1,400,000.00	15.00	1.88	2,630,708.01
Karl Øystein Øyehaug	1/21/2020	1/20/2021	1/20/2025	965.00	176.00	28.15	27,161.58
	1/21/2020	1/20/2022	1/20/2025	966.00	176.00	28.15	27,189.72
	1/21/2020	1/20/2023	1/20/2025	965.00	176.00	28.15	27,161.58
	1/21/2020	1/20/2024	1/20/2025	965.00	176.00	28.15	27,161.58
	5/23/2023	5/23/2023	12/31/2028	560,000.00	10.00	1.93	1,081,540.28
	5/23/2023	5/23/2024	12/31/2028	560,000.00	12.00	1.90	1,065,263.66
	5/23/2023	5/23/2025	12/31/2028	560,000.00	14.00	1.77	989,755.00
	5/23/2023	5/23/2026	12/31/2028	560,000.00	16.00	1.66	929,253.95
	5/23/2023	5/23/2027	12/31/2028	560,000.00	18.00	1.63	915,088.31
Mario Palma	1/21/2020	1/20/2021	1/20/2025	1,229.00	136.00	40.45	49,714.20
	1/21/2020	1/20/2022	1/20/2025	1,230.00	136.00	40.45	49,754.65
	1/21/2020	1/20/2023	1/20/2025	1,229.00	136.00	40.45	49,714.20
	1/21/2020	1/20/2024	1/20/2025	1,229.00	136.00	40.45	49,714.20
	1/21/2020	1/20/2021	1/20/2025	1,448.00	176.00	28.15	40,756.44
	1/21/2020	1/20/2022	1/20/2025	1,448.00	176.00	28.15	40,756.44
	1/21/2020	1/20/2023	1/20/2025	1,447.00	176.00	28.15	40,728.29
	1/21/2020	1/20/2024	1/20/2025	1,448.00	176.00	28.15	40,756.44
	5/12/2023	5/12/2024	5/12/2028	18,750.00	5.00	2.64	49,488.97
	5/12/2023	5/12/2025	5/12/2028	18,750.00	5.00	2.64	49,488.97
	5/12/2023	5/12/2026	5/12/2028	18,750.00	5.00	2.64	49,488.97
	5/12/2023	5/12/2027	5/12/2028	18,750.00	5.00	2.64	49,488.97
	Svein Taklo	12/3/2019	9/30/2020	9/30/2024	8,750.00	104.00	44.90
12/3/2019		9/30/2021	9/30/2024	8,750.00	104.00	44.90	392,843.27
12/3/2019		9/30/2022	9/30/2024	8,750.00	104.00	44.90	392,843.27
12/3/2019		9/30/2023	9/30/2024	8,750.00	104.00	44.90	392,843.27
1/21/2020		1/20/2021	1/20/2025	5,116.00	176.00	28.15	143,998.58
1/21/2020		1/20/2022	1/20/2025	5,115.00	176.00	28.15	143,970.43
1/21/2020		1/20/2023	1/20/2025	5,116.00	176.00	28.15	143,998.58
1/21/2020		1/20/2024	1/20/2025	5,115.00	176.00	28.15	143,970.43
1/21/2020		1/20/2021	1/20/2025	4,343.00	136.00	40.45	175,678.40
1/21/2020		1/20/2022	1/20/2025	4,344.00	136.00	40.45	175,718.85
1/21/2020		1/20/2023	1/20/2025	4,343.00	136.00	40.45	175,678.40
1/21/2020		1/20/2024	1/20/2025	4,343.00	136.00	40.45	175,678.40
5/12/2023		5/12/2024	5/12/2028	50,000.00	5.00	2.64	131,970.58
5/12/2023		5/12/2025	5/12/2028	50,000.00	5.00	2.64	131,970.58
5/12/2023		5/12/2026	5/12/2028	50,000.00	5.00	2.64	131,970.58
5/12/2023		5/12/2027	5/12/2028	50,000.00	5.00	2.64	131,970.58
Valerie Leath		1/28/2021	1/25/2022	1/25/2026	1,250.00	140.00	31.67
	1/28/2021	1/25/2023	1/25/2026	1,250.00	140.00	31.67	39,589.42
	1/28/2021	1/25/2024	1/25/2026	1,250.00	140.00	31.67	39,589.42
	1/28/2021	1/25/2025	1/25/2026	1,250.00	140.00	31.67	39,589.42
	5/12/2023	5/12/2024	5/12/2028	18,750.00	5.00	2.64	49,488.97
	5/12/2023	5/12/2025	5/12/2028	18,750.00	5.00	2.64	49,488.97
	5/12/2023	5/12/2026	5/12/2028	18,750.00	5.00	2.64	49,488.97
	5/12/2023	5/12/2027	5/12/2028	18,750.00	5.00	2.64	49,488.97

### 3.5.2 Share option package for Johan Andreassen, CEO, approved by the 2023 Annual General Meeting

Johan E. Andreassen, as CEO, is a key target of the long-term retention option program of Atlantic Sapphire. In order to maintain retention and appropriate incentives for Mr. Andreassen, a new share option package for Mr. Andreassen (the "**CEO Option Program**") was approved that replaced the share option program approved by the annual general meeting in 2021.

The CEO Option Program is split into two parts, one that gives Mr. Andreassen the opportunity to offset some of the dilutionary effect of the 2023 Private Placement within the end of 2025, and one that will act as a long-term incentive plan with a longer duration. The main components of the two parts are further described below:

#### Part 1 – 2.5% of the outstanding shares after the 2023 Private Placement when fully vested

- **Number:** 7.0m options (equivalent to approx. 2.5% of the outstanding number of shares)
- **Vesting:** The conditions for vesting shall be determined by the Board of Directors following the annual general meeting in 2023, but the share options in Part 1 shall vest no later than 31 December 2024
- **Expiry:** All options expire on December 31, 2025
- **Strike:** All options have a strike price of NOK 10 per share
- **Lock-up:** Upon exercise of the options, there is a 5-year lock-up period before the shares may be traded
- **M&A:** In the event of a merger or acquisition of the Company, all options vest immediately

#### Part 2 – 2.5% of the outstanding shares after the 2023 Private Placement when fully vested

- **Number:** 7.0m options (equivalent to approx. 2.5% of the outstanding number of shares)
- **Vesting:** Options vest over five years (20% each year)
- **Expiry:** All options expire on December 31, 2028
- **Strike:** All options have a strike price of NOK 15 per share
- **Lock-up:** Upon exercise of the options, there is a 3-year lock-up period before the shares may be traded
- **M&A:** In the event of a merger or acquisition of the Company, all options vest immediately

The further terms of the CEO Option Program include that Mr. Andreassen must remain with the Company, that the unvested share options will be cancelled if Mr. Andreassen terminates his employment with the Company as well as other restrictive covenants. Further, the Company may terminate Mr. Andreassen's position with the Company upon violation of certain contractual obligations such as misconduct, financial misstatements, fraud, etc. Additional terms and conditions apply in accordance with local US practice.

This remuneration is not transferrable to other positions or people in the Group, but the option holder may request that shares issued upon exercise of options is issued to a company closely associated with the option holder.

### 3.5.3 Share option package for Karl Øystein Øyehaug, CFO of AS USA, as approved by the 2023 Annual General Meeting

Karl Øystein Øyehaug, as CFO, is a key target of the long-term retention option program of Atlantic Sapphire. As a key employee of the Company, the long-term retention of Mr. Øyehaug is critical for the Group's performance and delivering shareholder value.

In order to maintain retention and appropriate incentives, the 2023 Annual General Meeting approved a share option package (the "**CFO Option Program**") for Mr. Øyehaug, where strike prices are set to levels that were considerably higher than the share price of the Company at the time. Further, the strike prices increase for every new portion of the option plan that vest, with an average strike price for the package of NOK 14 per share and ranging from NOK 10 to NOK 18 per share.

The main components of the CFO Option Program are further described below:

CFO Option program

- **Number:** 2.8m options
- **Vesting:** In five steps (20% each step) over four years
- **Expiry:** All options expire on December 31, 2028
- **Strike:**

**Strike prices (NOK per share)**

May '23	May '24	May '25	May '26	May '27
10.0	12.0	14.0	16.0	18.0

- **M&A:** In the event of a merger or acquisition of the Company, all options vest immediately

The further terms of the CFO Option Program include that Mr. Øyehaug must remain with the Company, that the share unvested options will be cancelled if Øyehaug terminates his employment with the Company as well as other restrictive covenants. Further, the Company may terminate Mr. Øyehaug's position with the Company upon violation of certain contractual obligations such as misconduct, financial misstatements, fraud, etc. Additional terms and conditions apply in accordance with local US practice.

This remuneration is not transferrable to other positions or people in the Group, but the option holder may request that shares issued upon exercise of options is issued to a company closely associated with the option holder.

#### **4 DEROGATIONS AND DEVIATIONS FROM THE REMUNERATION POLICY AND THE PROCEDURE FOR IMPLEMENTATION OF THE REMUNERATION POLICY**

The Company has not deviated from the guidelines set out in the Remuneration Policy in connection with remuneration granted in 2023.

#### **5 CONSIDERATION AT THE ANNUAL GENERAL MEETING**

This Report will be presented to the Company's annual general meeting, to be held on 23 May 2024, and will be subject to an advisory vote at such general meeting.