



ATLANTIC SAPPHERE 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 2024.

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 2024, 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. All of the Group's employees are employed in the 100% owned subsidiary Atlantic Sapphire USA LLC ("ASUS", 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 HOG¹.

By the end of 2024, the Group employed 237 full-time employees.

1.3 Overall Company Performance in 2024

- The first half of 2024 was marked by the harvest of mature fish that was impacted by prior period's warm water. Warm water, which was caused by inadequate water-cooling capacity during the third quarter of 2023, had triggered maturation in most batches and thus harvesting in the first half had low average harvest weight and poor quality and low sales price. The temperature issue was caused by inadequate water-cooling capacity, and the prior water-cooling solution was replaced by the fourth quarter of 2023 and Atlantic Sapphire has not experienced severe temperature challenges from the fourth quarter 2023 and onwards.
- From the third quarter of 2024 new management, with new CEO and new Deputy CEO & CFO, was hired and on site in Florida. A new strategy was developed and short-term measures to adapt current feeding capacity to current biomass was implemented – number of fish per batch was reduced in order to allow the remaining fish to be fed per appetite and allow growth to their potential. The reduction of number of fish per batch resulted in low average harvest weights in the third quarter, although increasing towards the end of the quarter. Further, medium term measures were initiated, to improve feeding capacity through de-bottlenecking current limitations in the wastewater treatment capacity.
- During the fourth quarter of 2024, the company continued to see increased average harvest weights from the measures implemented in the third quarter. The company raised \$80 million in new funding to implement short-term and medium-term measures to improve operational performance. Further, the Company continued to plan and implement de-bottlenecking projects as well as improved operational performance. Long-term measures through preparing for resumption of phase 2 construction was initiated.

Group Results

Below are the Group's consolidated statements of operations for the years ended 31 December 2024 and 2023:

(USD 1,000)	Note	2024	2023
Revenue	3	22,819	13,995
Cost of goods sold	5,15	(83,095)	(67,141)
Fair value adjustment on biological assets	5	4,057	(14,095)
Salary and personnel costs	6,18,20	(7,234)	(4,051)
Selling, general, and administrative costs	4,7,8	(12,369)	(7,984)
Other income, net	4	59	1,927
Impairment of non-current assets	9	(73,000)	(35,000)
Depreciation and amortization	9	(14,418)	(13,839)
Operating loss		(163,181)	(126,188)
Finance income	10	4,175	1,516
Finance expense	10,19	(8,315)	(9,086)
Loss before income tax		(167,321)	(133,758)
Income tax	11	-	-
Net loss		(167,321)	(133,758)
Earnings per share:			
Retrospectively adjusted basic earnings per share	12	(17.19)	(340.39)
Retrospectively adjusted diluted earnings per share	12	(17.19)	(340.39)

Group net loss for the years ended 31 December 2024 and 2023 was USD 167.3m and USD 133.8m, respectively, which represents a USD 32.0m increase in net losses over the prior year. Overall, the Group increased harvest volume in 2024 and recognized a positive fair value adjustment on its biological assets as the biomass consist of bigger fish at the end of 2024 compared to prior period. Further, 2023 operating loss was inclusive of a USD 35.0m impairment on non-current assets in the US whereas that of 2024 was USD 73.0m.

1.4 Composition of the Board and the Executive Management Team in 2024

1.4.1 The Board of Directors

For the years ended 31 December 2024 and 2023, the Group's Board of Directors consisted of the following members who received the following total annual compensation:

	FY 2024	FY 2023
Name	Total remuneration	Total remuneration
Johan E. Andreassen	-	-
André Skarbø	21	68
Patrice Flanagan	-	21
Tone Bjørnov	-	23
Ellen Marie Sætre	84	72
Kenneth Jarl Andersen	118	99
Marta Rojo Alonso	94	57
Eirik Welde	83	50
Patrick Dempster	54	

Johan E. Andreassen Stepped Down on 23 May 2023

Andre Skarbø Stepped Down on May 23 2024

Patrice Flanagan Stepped down on 23 May 2023

Tone Bjørnov Stepped down on 23 May 2023

Marta Rojo Alonso Stepped in on 23 May 2023

Eirik Welde Stepped in on May 23 2023

Patrick Dempster Stepped in on May 23 2024

The Board is independent of Group management.

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 2024, the Executive Management Team consisted of:

- Pedro Courard, CEO
- Mario Palma, Chief Technology Officer
- Gunnar Aasbo-Skinderhaug, Deputy CEO & CFO
- Damien Claire, Chief Sales and Marketing Officer
- 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 and an additional fee based on the number of meetings attended. 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 2024

Name	Board fees	Audit committee fees	Compensation Committee fees	Extraordinary items	Pension expense	Total remuneration	Proportion of fixed and variable remuneration
André Skarbø	21	-	-	-	-	21	100% fixed 0% variable
Ellen Marie Sætre	78	6		-	-	84	93% fixed 7% variable
Kenneth Jarl Andersen	103		15	-	-	118	87% fixed 13% variable
Marta Rojo Alonso	78	16		-	-	94	83% fixed 17% variable
Eirik Welde	78		5	-	-	83	94% fixed 6% variable
Patrick Dempster	54	-	-	-	-	54	N/A fixed N/A variable

The table below shows the change of the Board members' total Board fees for the years 2019 until 2024. The Board does not consider it relevant to show changes for years earlier than 2019.

Name	Change in total remuneration from previous years						
	2024 vs. 2023		2023 vs. 2022		2022 vs. 2021		2020 vs. 2019
	USD	%	USD	%	USD	%	%
Johan E. Andreassen	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Runar Vatne (1)	N/A	N/A	N/A	N/A	(72)	-100%	N/A
Alexander Reus	N/A	N/A	N/A	N/A	(82)	-100%	1089%
André Skarbø	(48)	-70%	4	6%	(48)	-70%	989%
Patrice Flanagan (2)	N/A	N/A	(43)	-67%	(68)	-100%	N/A
Tone Bjørnov (3)	N/A	N/A	(66)	-74%	(68)	-100%	N/A
Ellen Marie Sætre (4)	12	17%	(2)	-3%	16	24%	N/A
Kenneth Jarl Andersen (5)	19	19%	66	196%	N/A	N/A	N/A
Marta Rojo Alonso (6)	37	65%	N/A	N/A	N/A	N/A	N/A
Eirik Welde (7)	33	66%	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
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 to the Board in 2024							

2.3 Share-Based Remuneration

The Company did not provide share-based remuneration to the Board members during 2024.

As of 31 December 2024, the Board members held shares in the Company as set out below:

Name	Total shareholding
Kenneth J. Andersen ¹⁾	-
Ellen Marie Sætre	-
Marta Rojo Alonso	-
Eirik Welde ²⁾	-
Patrick Dempster	-

- 1) Kenneth J. Andersen does not hold shares personally but represents Strawberry Capital AS on the Board, which held a total of 649,682,682 shares in the Company, which is the equivalent of 9.06% of the outstanding shares
- 2) Eirik Welde does not hold shares personally but represented Nordlaks Holding AS on the Board, which held a total of 1,157,591,552 shares in the Company, which is the equivalent of 16.14% of the outstanding shares

As of 31 December 2024, 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
- 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.

The Group compensated new CEO and new Deputy CEO & CFO for relocation cost when starting their new positions in 2024.

3.2 Remuneration to the Executive Management Team in 2024

During 2024, the members of the Executive Management Team (as of 31 December 2024) received remuneration as set out below (in USD thousands):

		Fixed Remuneration			Variable Remuneration						
Name, Position	Entering or leaving in 2024	Base salary	Fees	Fringe benefits	One-year variable	Multi-year variable	Extraordinary items	Pension Expense	Total Remuneration		Proportion of fixed and variable remuneration
Johan Andreassen, CEO	Until August 2024	356	-	5	250	-	500	14	1124		32% fixed 68% variable
Pedro Courard, CEO	From August 2024	202	-	-	62	-	-	6	269		75% fixed 25% variable
Gunnar Skinderhaug, CFO	From June 2024	192	-	-	52	-	-	7	251		76% fixed 24% variable
Damien Claire, CSMO		292	-	-	-	-	-	12	304		96% fixed 4% variable
Karl Øystein Øyehaug, CFO	Until September 2024	277	-	5	173	-	350	10	814		34% fixed 66% variable
Svein Taklo, CDIO	Until November 2024	327	-	5	-	-	-	13	345		95% fixed 5% variable
Valerie Leath, Director of Human Resources		180	-	5	-	-	-	7	191		94% fixed 6% variable
Mario Palma, COO		325	-	5	-	-	-	-	330		99% fixed 1% variable

Management team consists of CEO Pedro Courard from August 1 2024, Deputy CEO and CFO Gunnar Aasbo-Skinderhaug from June 14 2024, CTO Mario Palma, CDIO Svein Taklo until November, Head of HR & HSSE Valerie Leath, CSMO Damien Claire, CEO Johan E. Andreassen until August 2024, CFO Karl Øystein Øyehaug until September 2024

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.

3.3 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 2019 until 2024, compared with the performance of the Group and the average remuneration of employees outside the Executive Management Team (on a full-time equivalent basis).

Name	2024 vs. 2023		2023 vs. 2022		2022 vs. 2021		2021 vs. 2020		2020 vs. 2019	
	USD	%	USD	%	USD	%	USD	%	USD	%
Pedro Courard, CEO (1)	N/A	N/A								
Gunnar Skinderhaug, CFO (2)	N/A	N/A								
Johan Andreassen, former CEO	609	118%	3	1%	(1)	0%	2	0	(2)	(0)
Karl Øystein Øyehaug, former CFO (3)	532	189%	26	10%	10	4%	39	19%	52	34%
Svein Taklo, former CDIO (4)	35	11%	10	3%	3	1%	(6)	-2%	N/A	N/A
Damien Claire, CSMD (5)	6	2%	7	2%	92	41%	N/A	N/A	N/A	N/A
Valerie Leath, Director of Human Resources (6)	11	6%	30	20%	N/A	N/A	N/A	N/A	N/A	N/A
Mario Palma, CTO (7)	75	29%	44	21%	N/A	N/A	N/A	N/A	N/A	N/A

1) Hired July 2024
2) Hired June 2024
3) Hired October 2018, stepped down October 2024
4) Hired October 2019, stepped down Nov 2024
5) Hired September 2020
6) Hired January 2021
7) Hired August 2018

	2024 vs. 2023		2023 vs. 2022		2022 vs. 2021		2021 vs. 2020		2020 vs. 2019	
	USD	%	USD	%	USD	%	USD	%	USD	%
Net loss for the period	(32,776)	25%	(68,752)	106%	67,772	-51%	(77,585)	141%	(42,041)	320%
Average total remuneration per employee ASUS	(13)	-13%	(18)	-15%	(12)	-9%	36	38%	3	4%

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.

3.4 Share-Based Remuneration

3.4.1 General Information

Related with new executive management entering the company in 2024, the Board of Directors granted CEO Pedro Courard, Deputy CEO & CFO Gunnar Aasbo Skinderhaug and CTO Mario Palma sign-on options in the company with specific vesting period and strike price.

On 10 December 2024, the Board of Directors of the Company granted a total of 328,282,981 share options to Atlantic Sapphire USA LLC employees, to replace the existing employee share option program, including new options to replace the awarded options to new executive management earlier the same year. The options were distributed by the Board of Directors to a total of 36 key employees.

The options granted have an initial strike price of NOK 0.12 and an expiration date of 10 December 2029. Further, all options have a three-year vesting period (with 25% of the total options vested on granted date and 25% each additional year through 2028). 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:

- Pedro Courard, CEO, was granted 118,416,701 share options with an initial strike price of NOK 0.12 per share option;
- Gunnar Skinderhaug, CFO, was granted 94,825,084 share options with an initial strike price of NOK 0.12 per share option;
- Mario Palma, COO, was granted 42,291,679 share options with an initial strike price of NOK 0.12 per share option;
- Damien Claire, CSMO, was granted 28,447,525 share options with an initial strike price of NOK 0.12 - 0.21 per share option.
- Valerie Leath, Head of HR & HSSE, was granted 9,482,508 share options with an initial strike price of NOK 0.12 - 0.21 per share option.
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As of 31 December 2024, the members of the Executive Management Team the following options in the Company as set out below, both vested and unvested options:

Name	Total shareholding
Pedro Courard	118,416,701
Gunnar Skinderhaug	94,825,084
Mario Palma	42,291,679
Damien Claire	28,447,525
Valerie Leath	9,482,508

As of 31 December 2024, the members of the Executive Management Team held the following shares:

Name	Total shareholding
Damien Claire	23,143

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 2024.

5 CONSIDERATION AT THE ANNUAL GENERAL MEETING

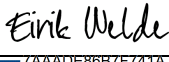
This Report will be presented to the Company's annual general meeting, to be held on 22 May 2025, and will be subject to an advisory vote at such general meeting.

SIGNATURE PAGE

23 April 2025



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Kenneth Jarl Andersen
Chairman

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Eirik Welde
Director

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Ellen Marie Sætre
Director

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Marta Rojo Alonso
Director

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Patrick Dempster
Director

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Pedro Courard
Chief Executive Office