

Executive Management Remuneration Report

2024



KONGSBERG

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Introduction

The purpose of this report

The purpose of this report is to give an open, comprehensible, consistent and comparable overview of remuneration for the Board and the corporate management team (CMT) at KONGSBERG. Furthermore, the report explains how the remuneration, which is paid out and accrued in 2024, is in accordance with the Board's guidelines for remuneration for executive management personnel (approved at the 2021 annual general meeting).

The report will be presented for an advisory vote at the general meeting in 2025. In 2024, the general meeting (81.86%) approved the presented report for 2023. During 2024, the company has continued to work on further improvements to the report.

The report is prepared in accordance with the Accounting Act § 7-31 b, the Public Limited Liability Companies Act § 6-16 b and supplementary regulations.

The report is available in Norwegian and English. In the event of any discrepancies between the original Norwegian text and the English translation, the Norwegian text shall apply.

Changes in the CMT

During 2024 we have not experienced any changes in the CMT.

Members of the CMT

Name	Position
Geir Håøy	President & CEO
Mette Toft Bjørgen	Group EVP & CFO
Even Aas	Group EVP Public Affairs & Communication
Iver Christian Olerud	Group EVP Corporate Development
Christian Karde	Group EVP General Counsel & Chief of Staff
Lisa Edvardsen Haugan	EVP KONGSBERG & President Kongsberg Maritime
Eirik Lie	EVP KONGSBERG & President Kongsberg Defence & Aerospace
Martin Wien Fjell	EVP KONGSBERG & President Kongsberg Discovery

See www.kongsberg.com for a more detailed presentation of KONGSBERG's CMT.



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1. COMPENSATION COMMITTEE

The Board's compensation committee is a subcommittee of the Board of Kongsberg Gruppen ASA (KONGSBERG) and its purpose is to serve as a preparatory body for the Board's consideration of matters related to compensation, leadership, development and diversity. The committee is solely accountable to the assembled Board of KONGSBERG and has only advisory authority in this regard. The committee's primary responsibilities include preparing the Board's review of the CEO's terms of employment, compensation, as well as any adjustments to these terms. Additionally, the committee prepares the handling of principal issues related to salary levels, bonuses, pension terms and conditions and employment agreements for members of the CMT. The committee also prepares compensation matters that affect the Group's competitiveness, profile, recruitment capability, and reputation beyond members of the CMT. Furthermore, it includes preparing the Board's executive management remuneration report, according to the Public Limited Liability Companies Act § 6-16 b, as well as leadership development plans, leadership assessments and management succession plans, with a focus on diversity. The mandate for the compensation committee is available at www.kongsberg.com.



Eivind Reiten
Chairman



Merete Hverven
Member



Rune Fanøy
Member



Kristin Færøvik
Member

Change:
Stepped out of the Compensation committee

Day/time:
30.05.2024

The committee held three meetings in 2024, and attendance was 100 per cent.

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2. GUIDELINES FOR REMUNERATION FOR MANAGEMENT EMPLOYEES

The Board's guidelines for remuneration to executive management personnel at KONGSBERG were approved by the shareholders at the annual general meeting on 6 May 2021. The guidelines are available at www.kongsberg.com.

The guidelines should be presented for consideration at the annual general meeting at least every four years, or when significant changes have been made. Because four years have passed since the last submission, the guidelines will be submitted at the 2025 annual general meeting.

2.1 Core principles

The purpose of KONGSBERG's guidelines for remuneration to executive management personnel is to ensure that the company manages to attract and retain competent people in governing bodies and the CMT. This requires KONGSBERG to offer competitive salaries and remuneration packages that match the practice in comparable markets in Norway. At the same time, KONGSBERG emphasises moderation and shall not be a market leader. To ensure this, KONGSBERG will annually benchmark the various compensation elements individually and collectively.

The remuneration shall be composed in such a way that it provides motivation to make an extra effort to the continuous improvement of the business and the company's financial performance. In addition, the remuneration shall be regarded as understandable and acceptable both internally within KONGSBERG and externally. The schemes must therefore be transparent and in line with the principles of good corporate governance and company management. The remuneration shall also be flexible so that adjustments can be made when needs change. KONGSBERG also aims for a remuneration system that promotes collaboration.

KONGSBERG is permitted to reclaim variable remuneration from executive management personnel who have received or are owed such remuneration. KONGSBERG did not exercise this right in 2024.

2.2 Determining the amount of compensation

KONGSBERG follows a three-step process when determining the amount of compensation for the members of the CMT. This process is described below.



Position evaluation

First, we evaluate the weight of the position. By this, we mean the responsibility, necessary knowledge, and degree of problem-solving which is required for the position. This is carried out by an external consultant to ensure objectivity. Once the result is available, we calibrate the level internally.



Analysis

Based on the position's level, a compensation analysis is conducted. In this analysis, market data, the employee's experience at this level, performance, the compensation level of other internal employees at the same level, equal pay requirements, the employee's competence, and the availability of this type of competence in the market are evaluated.



Approval

When the proposal is prepared, the President & CEO consults the Chairman of the Board for the members of the CMT. The President & CEO's compensation is presented to the Board's compensation committee and approved by the Board.




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3. OVERVIEW OF THE VARIOUS COMPENSATION ELEMENTS

Remuneration for members of CMT consist of fixed and variable compensation elements.


Fixed remuneration

- Basic salary
- Pension
- Insurance
- Other benefits



Variable remuneration

- Bonus scheme (short-term incentive: STI)
- Share scheme (long term incentive: LTI)



In addition, KONGSBERG offers a share plan for all employees, including members of CMT, but not the President & CEO. The scheme was established in 1996.

From 1 January 2024, KONGSBERG introduced a global employee bonus scheme. The members of CMT are not eligible to participate in this scheme.

The members of CMT no longer receive compensation for Board roles in KONGSBERG’s subsidiaries or associates (for example, joint venture companies). However, two members of CMT still receive such compensation because they remain on the same Board as when the scheme was closed.

A description of the various compensation elements that are available for CMT appears below.

3.1 Basic salary

The basic salary for the President & CEO and other members of CMT is the main element of their compensation package. The basic salary is evaluated annually as part of the company’s salary adjustment process and is normally determined based on the results of the negotiations with Norwegian trade unions. During the salary assessment for CMT, consideration will also be given to the krona-based salary growth for other employees as part of the moderation assessment.

3.2 Pension

The purpose of KONGSBERG’s pension scheme is to contribute to the financial security of the employee when reaching retirement age. The members of CMT are members of the defined contribution pension scheme that is offered to all employees in Norway. The savings rate of the defined contribution scheme is 5 per cent of the pensionable salary between 0G and 7.1G, and 11 per cent of the pensionable salary between 7.1G and 12G. No pension is accrued on the part of the salary that exceeds 12G. The basis for the pension accrual is the employee’s basic salary. Some members of CMT are covered by closed pension schemes, see the section on individual terms and conditions.

3.3 Early retirement agreement

KONGSBERG no longer enters into early retirement agreements, but employees who had such schemes before 1 October 2015 were able to continue with such agreements. This includes two current CMT members. See the section on individual terms and conditions for a description of these.

3.4 Insurance

The members of the CMT are subject to the same collective insurance scheme as all KONGSBERG employees in Norway. The company has also taken out an extended group and accident insurance policy for the members of the CMT.

3.5 Other benefits

For members of CMT, other benefits consist of a car scheme, either a leased company car or car allowance, in addition to work-related benefits such as a phone, internet, newspapers, etc. There are no special restrictions on which benefits can be agreed.



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3.6 Bonus scheme (STI)

The purpose of the company's STI scheme is to motivate the participants to achieve the short-term targets that support the company's long-term strategic objective and sustainable development. The scheme is designed to be simple and easy to understand in order to stimulate the right behaviour. The STI scheme was introduced in 2006.

The Board decides annually whether the STI plan will be implemented, who will be invited to participate, and the KPIs in the scheme. The scheme will be implemented in 2025 with some changes as described below.

The company's STI scheme is cash based with an accrual period of 12 months that follows the calendar year. The maximum achievable bonus potential in a single year can amount to 50 per cent of the employee's basic salary as of 31 December in the performance year, while the expected bonus accrual over time is 30 per cent. KONGSBERG's STI scheme has no minimum or guaranteed bonus. For employees who enter into CMT after 1 January 2025, the main rule will be that the maximum achievable bonus potential in the STI scheme can amount to 25 per cent of the basic salary.

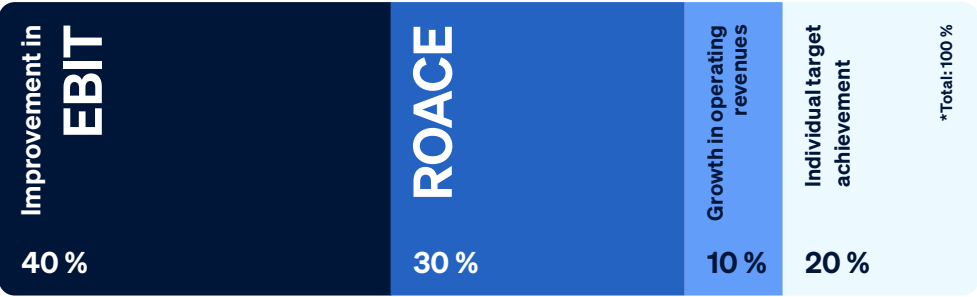
KONGSBERG's STI scheme involves a deviation from the major shareholders' executive pay guidelines. The Board has considered this to be critical for the company in a period of extraordinary growth where it is especially important to ensure continuity in management and critical competence. Nor does the Board want an increase in the fixed costs that would be a consequence of a possible lower bonus potential.

Individual STI agreements may be entered into when taking on special large projects, making major strategic investments, and dealing with demanding turnarounds or purchases that depend on short-term falls in profits. In such cases the regular STI scheme will be temporarily suspended and replaced by a separate agreement. In accordance with the company's procedures, the President & CEO will report any such schemes to the compensation committee. No members of CMT were part of a special scheme in 2024.

The STI scheme does not give grounds for pension accrual.

Growth and profitability are over time a necessary condition for creating share value, but KONGSBERG also places great emphasis on short-term profitability and positive cash flows in order to invest in future solutions and products, and to give the shareholders an annual return through dividends. The profit and capital components are therefore weighted heavier than the growth component in the scheme.

The STI scheme will be calculated based on the following four independent key performance indicators (KPIs):



In the Board's guidelines for remuneration to executive management personnel, the KPIs are referred to as a percent of the basic salary, while in the Executive Management Remuneration Report, the KPIs are referred to as a percent of the total STI. The difference between these terms is only due to a change in the way the information is communicated.

3.6.1 Improvement in EBIT

This KPI will give the participants incentives to improve the company's financial performance. Improvement in EBIT is measured as the change in this year's EBIT compared with the previous year. Improvement in EBIT is measured both at Group level and business area level. The weighting is different for the various participants in the scheme and is based on their organisational belonging. Group employees will be measured 40 per cent on the Group's improvement in EBIT, while business area employees will be measured 10 per cent on the Group's improvement in EBIT and 30 per cent on their own business area's improvement in EBIT. Improvement in EBIT accounts for up to 40 per cent of the full STI.

1 per cent growth gives a 2 per cent achievement on this KPI, with a maximum achievement of 40 per cent. This means that to achieve a full payment on this KPI, EBIT must be improved by 20 per cent. In the event of a reduction in improvement in EBIT, the achievement will be zero for the relevant level, for example the business area level. Nevertheless, it will be possible for the participant to have an achievement on other levels, for example Group level.

3.6.2 ROACE

This KPI will give the participants incentives to generate profit in a capital-effective way that provides positive cash flows. ROACE is equal to the cost of capital before tax. ROACE is only measured at Group level.

Every year the Board of Directors define an interval with a threshold value and a maximum value that is based on the ROACE target for the performance year. 1 per cent achievement within the set interval provides a 3 per cent KPI achievement, with a maximum achievement of 30 per cent.

The threshold value and maximum value will be evaluated and determined annually.

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3.6.3 Growth in operating revenues

Growth in operating revenues will give the participants incentives to create growth in KONGSBERG. Growth in operating revenues is measured as a change in this year's operating revenues compared with the previous year. Growth in operating revenues is only measured at Group level.

1 per cent growth gives a 0.5 per cent KPI achievement, with a maximum achievement of 10 per cent. This means that to achieve a full payment on this KPI, growth in operating revenues must be improved by 20 per cent.

3.6.4 Individual target achievement

Target achievement is related to the individual's achievement on individual targets associated with important KPIs for the individual participant in the scheme. The targets may be of a financial and non-financial nature and may vary from year to year depending on KONGSBERG's priorities. The individual targets are divided into three main categories: 1) Strategy, market & innovation, 2) Operation & execution and 3) People & licence to operate. The targets will normally be within the areas strategy, market, innovation, operation and execution, HR, HSE, Compliance and ESG. The participants will also be measured on how they reach their targets, i.e. that they demonstrate leadership in line with KONGSBERG's values, leadership principles and code of ethics and business conduct.

The process of determining the annual targets starts after the annual strategy process to ensure conformity with KONGSBERG's most important strategic and operational targets. The President & CEO's targets for the performance year is presented first to the compensation committee and then to the Board for consideration. The performance criteria are a mix of financial and discretionary criteria. It is the participant's manager that sets the target achievement (President & CEO for members of CMT, and the Board for the President & CEO). 20 per cent is the maximum achievement of this KPI.

3.7 Share scheme (LTI)

The purpose of the company's LTI scheme is to achieve long-term interests and retain and strengthen the commitment of the participants to KONGSBERG. The scheme is designed to be simple and easy to understand in order to stimulate the right behaviour. The LTI scheme was introduced in 2012.

The Board decides annually whether the LTI scheme will be implemented, who will be invited to participate, and the KPIs in the scheme. The scheme will be implemented in 2025, without changes.

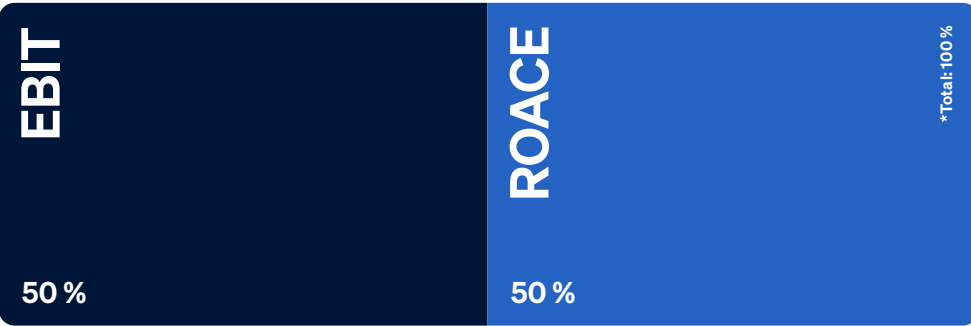
The company's LTI scheme is share based with an accrual period of 12 months that follows the calendar year. When the threshold and KPIs have been met, the participants receive shares for a percentage of their basic salary as of 31 December in the performance year, after tax deductions. The shares are purchased in the market and are owned with a three-year lock-in period. The LTI scheme accounts for a maximum of 30 per cent of the basic salary for the President & CEO and 25 per cent for other members of CMT. KONGSBERG's LTI scheme has no minimum or guaranteed payment.

If a member of CMT resigns from or is dismissed by the company, they must upon termination repay an amount to the company corresponding to the value of the shares that does not satisfy the three year

lock-in period, adjusted for tax (profit or loss) on the difference between the original value of the shares and the value of the shares upon termination.

The LTI scheme does not give grounds for pension accrual.

The LTI scheme's threshold is positive EBIT. When the threshold is reached, LTI may be calculated based on the following two independent key performance indicators (KPIs):



3.7.1 EBIT

A full target achievement is given for this KPI if EBIT is higher than 0. If EBIT is lower than 0, no target achievement is given.

3.7.2 ROACE

A full target achievement is given for this KPI if ROACE is equal to or higher than 20 per cent. If ROACE is lower than 20 per cent, no target achievement is given.

3.8 Employee share plan

The purpose of the employee share plan is to stimulate share ownership among employees in order to foster mutual interests among employees and shareholders. The Board evaluates and adopts the scheme annually. The scheme has been implemented every year since 1996.

CMT, except for the President & CEO, can purchase KONGSBERG shares under the same terms and conditions as all KONGSBERG employees. In 2024 the share programme enabled employees to purchase KONGSBERG shares worth NOK 100,000, before a discount of 25 per cent.

20 per cent of the purchase sum is paid when transferring the shares to the employees, while the remaining 80 per cent is repaid monthly as an interest-free salary loan over 12 months.

There is a one-year lock-in period for shares purchased in the share program.

KONGSBERG has no scheme for allotting share options or other instruments associated with the company's shares. There are no plans to introduce such schemes.

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4. RESULTS VARIABLE SALARY

2024 has been a strong year for Kongsberg Gruppen. We have set new records both in terms of order intake, revenue and operating profit.

In 2024 the Group's improvement in EBIT was 42 per cent. Kongsberg Maritime achieved an improvement of 63 per cent, Kongsberg Defence & Aerospace achieved an improvement of 21 percent and Kongsberg Discovery achieved an improvement of 17 per cent. ROACE in 2024 was 46.8 percent, up 16.5 percent from 30.3 per cent in 2023. And operating revenues in 2024 were NOK 48,872 million, up 20 per cent from NOK 40,617 million in 2023.

Looking ahead, we see an increased demand across all our markets. The long-term need for stronger national defence capabilities and sustainable solutions offers us considerable future opportunities. That is why we have raised the bar in 2024 and set even higher ambitions for the future. During the next decade we will triple the size of our revenue. This is ambitious, but we believe that we will succeed.



4.1 STI results

The positive results described above resulted in excellent KPI achievement in the 2024 STI scheme.



KPI:

EBIT

(max 40 per cent)

Achievement:

- Group: 40 per cent
- Kongsberg Maritime (KM): 40 per cent
- Kongsberg Defence & Aerospace (KDA): 40 per cent
- Kongsberg Discovery (KD): 36 per cent



ROACE

(max 30 per cent)

- Group: 30 per cent



Growth in operating revenues

(max 10 per cent)

- Group: 10 per cent



Individual goal

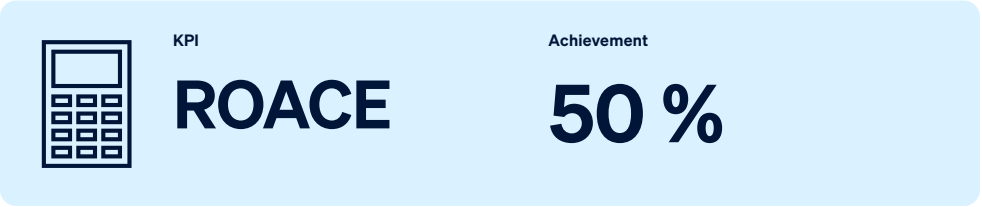
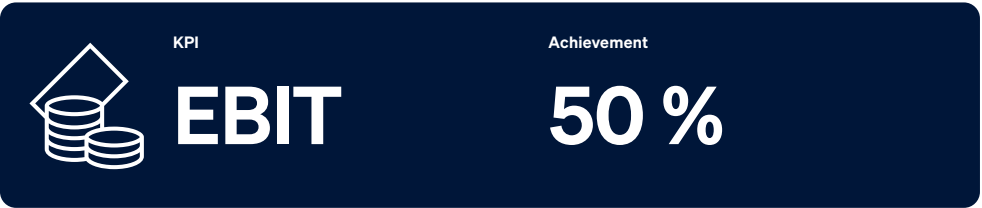
(max 20 per cent)

- **Geir Håøy**, President & CEO: 14 per cent
- **Mette Toft Bjørgen**, Group EVP & CFO: 14 per cent
- **Even Aas**, Group EVP Public Affairs & Communication: 14 per cent
- **Iver Christian Olerud**, Group EVP Corporate Development: 14 prosent
- **Christian Karde**, Group EVP General Counsel & Chief of Staff: 14 per cent
- **Lisa Edvardsen Haugan**, EVP KONGSBERG & President Kongsberg Maritime: 16 per cent
- **Eirik Lie**, EVP KONGSBERG & President Kongsberg Defence & Aerospace: 16 per cent
- **Martin Wien Fjell**, EVP KONGSBERG & President Kongsberg Discovery: 15,5 per cent

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4.2 LTI results

The positive results for KONGSBERG resulted in the following KPI achievement in the 2024 LTI scheme.



5. INDIVIDUAL TERMS AND CONDITIONS

The President & CEO and some of the members of CMT have individual terms and conditions related to pension and early retirement. The schemes are closed to new members. They have also been changed over the years due to legislative changes or changes in the major shareholders' executive pay guidelines.

5.1 Compensation for removal of defined benefit pension

On 1 January 2008, KONGSBERG switched from a defined benefit pension scheme to a defined contribution pension scheme. Employees over 52 years were able to continue with the closed defined benefit pension scheme, while employees under 52 years had a compensation calculated. The compensation corresponds to the estimated calculated loss in pension capital upon reaching the age of 67 in a defined benefit pension scheme compared with a defined contribution pension scheme. The President & CEO, EVP KONGSBERG & President KDA, Group EVP Public Affairs & Communication and Group EVP General Counsel & Chief of Staff receive such compensation. The compensation amount is adjusted annually by 2.5 per cent.

5.2 Closed pension scheme for salaries above 12G

KONGSBERG ended its pension scheme for salaries over 12G on 1 October 2015. Employees with salaries above 12G at this time were allowed to continue with the scheme and five members of CMT are with this scheme.

The scheme is a closed unfunded defined benefit or defined contribution pension scheme. An unfunded pension scheme means that the money that is needed for the pension payouts is not available from a pension provider, but that the company has undertaken to cover the pension payouts from its own funds. Accumulated funds, including return, will be paid out to the member at retirement age or if the member is leaving the company. KONGSBERG maintains an overview of contributions and return together with our pension adviser. The return reference is DNB's "Pensjonsprofil 50" fund. When transferring to a new position internally, the accrual in the scheme will cease, but the return on the previously accrued balance will still be added.

The President & CEO's scheme for salaries over 12G is a defined contribution pension scheme with an 18 per cent accrual on the part of the salary that exceeds 12G, up to a limit of NOK 2,424,200.

Group EVP Public Affairs & Communication has a 60 per cent defined benefit scheme on the part of the salary that exceeds 12G, up to a limit of NOK 1,995,951.

Group EVP General Counsel & Chief of Staff, EVP KONGSBERG & President KDA and EVP KONGSBERG & President KD do not accrue additional contributions in the scheme, but a return on the previously accrued balance is still added.

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5.3 Early retirement agreements

KONGSBERG has different early retirement agreements. The content differs depending on when the agreements were entered into. The early retirement agreements have always been entered into in line with the applicable major shareholders’ executive pay guidelines. No early retirement agreements have been entered into after 1 October 2015. Two members of CMT have early retirement agreements.

The President & CEO follows what can be defined as the main model. This involves an option to retire from 65 years, but with a mutual right for KONGSBERG and the President & CEO to claim early retirement from 63 years. When retiring from 65 years, the early retirement is 65 per cent of the salary base, provided a minimum of 15 years’ accrual. The accrual in other pension schemes intended to start from 67 years is maintained. However, if the President & CEO retires between 63 and 65 years, the accrual in other pension schemes will be reduced by lowering the salary base to the same level as the early retirement pension. The salary base in the agreement is initially set at the annual salary before commencing as President & CEO (NOK 2,424,200). This is adjusted annually by the same percentage increase as the last increase in G (the basic amount in the National Insurance minus 0.75 per cent).

Group EVP Public Affairs & Communication has another early retirement pension agreement that provides an option to retire from 60 years. Provided there is a minimum accrual period of 10 years, the benefit is 90 per cent of salary from 60 years, with a 10 per cent reduction each year until 60 per cent of salary from 63 to 67 years. Implementation of this agreement was postponed by up to three years (starting at 63 years) following a mutual request from both parties in 2019 and again for an additional two years (starting at 65 years) in 2023. During the last postponement, the salary base was locked to salary as of 30 December 2023 (NOK 1,995,951). This means that Group EVP Public Affairs & Communication will receive early retirement until he reaches the age of 72, as the deferred agreement is linked to and follows the duration of his original early retirement agreement.

Overview of other pension plans and early retirement pensions

	Compensation for transition from defined benefit to defined contribution scheme	Closed pension scheme for salaries over 12G	Early retirement agreement
Geir Håøy, President & CEO	Yes	Yes	Yes
Mette Toft Bjørgen, Group EVP & CFO	No	No	No
Even Aas, Group EVP Public Affairs & Communication	Yes	Yes	Yes
Iver Christian Olerud, Group EVP Corporate Development	No	No	No
Christian Karde, Group EVP General Counsel & Chief of Staff	Yes	Accrues return	No
Lisa Edvardsen Haugan, EVP KONGSBERG & President Kongsberg Maritime	No	No	No
Eirik Lie, EVP KONGSBERG & President Kongsberg Defence & Aerospace	Yes	Accrues return	No
Martin Wien Fjell, EVP KONGSBERG & President Kongsberg Discovery	No	Accrues return	No

5.4 Termination of employment

The President & CEO and other members of CMT normally have a six-month notice period. During the notice period, the agreed remuneration terms and conditions continue to apply, except for STI, LTI and the employee's share program.

In order to meet KONGSBERG's need to ensure that the composition of managers is in accordance with the company's needs at all times, severance schemes may be entered into. Severance pay schemes agreements have been designed so that they will be perceived as acceptable internally and externally. For agreements entered into from 2011 the holder is not entitled to severance pay that exceeds salary and remuneration that in value exceeds six months, or until commencing a new position. In some situations, it may be appropriate to deviate from this, but within the six-month limit. No agreements have been entered into on severance pay for the members of the CMT in 2024.



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6. REMUNERATION FOR CMT

6.1 Overview of remuneration for CMT

Remuneration and other benefits for members of CMT are based on their actual period in CMT. Amounts are stated in NOK thousands.

				Fixed remuneration				Variable remuneration				
Name and title		Basic salary ¹⁾		Paid out salary ²⁾	Other benefits ³⁾	Paid pension compensation ⁴⁾	Pension accrued for the year ⁵⁾	LTI ⁶⁾	STI ⁷⁾	Total remuneration ⁸⁾	Proportion of fixed remuneration	Proportion of variable remuneration
Geir Håøy, President & CEO	2024	6 800		7 098	252	56	1 138	1 849	3 196	13 589	63 %	37 %
	2023	6 500		6 756	277	55	1 008	1 701	2 763	12 560	64 %	36 %
Mette Toft Bjørgen, Group EVP & CFO	2024	3 472		3 318	361		109	289	1 632	5 709	66 %	34 %
	2023	3 300		2 039	173		75		1 010	3 297	69 %	31 %
Even Aas, Group EVP Public Affairs & Communication	2024	2 472		2 540	461	94	109	532	1 162	4 898	65 %	35 %
	2023	2 350		2 160	456 ¹⁵⁾	92	104	481	999	4 292	66 %	34 %
Iver Christian Olerud, Group EVP Corporate Development	2024	2 972		3 073	338		109	687	1 397	5 604	63 %	37 %
	2023	2 826		2 938	234		104	474	1 201	4 951	66 %	34 %
Christian Karde, Group EVP General Counsel & Chief of Staff	2024	2 941		3 037	276	84	331	642	1 382	5 752	65 %	35 %
	2023	2 796		2 857	279	82	289	453	1 188	5 148	68 %	32 %
Lisa Edvardsen Haugan, EVP KONGSBERG & President Kongsberg Maritime	2024	3 715		3 787	355		109	379	1 783	6 413	66 %	34 %
	2023	3 532		3 495	240		104	70	1 519 ⁹⁾	5 428	71 %	29 %
Eirik Lie, EVP KONGSBERG & President Kongsberg Defence & Aerospace	2024	3 853		4 001	596	83	288	892	1 850	7 710	64 %	36 %
	2023	3 663		3 822	609 ¹⁵⁾	81	253	819	1 575 ⁹⁾	7 159	67 %	33 %
Martin Wien Fjell, EVP KONGSBERG & President Kongsberg Discovery	2024	3 439		3 517	231		209	287	1 573	5 817	68 %	32 %
	2023	3 269		3 006	211		166		1 293	4 676	72 %	28 %
Total remuneration for CMT		2024		30 371	2 870	317	2 402	5 557	13 975	55 492	65 %	35 %
Total remuneration for CMT, excluding previous CMT members		2023		27 073	2 479	310	2 103	3 998	11 548	47 511	67 %	33 %
Total remuneration for CMT including previous CMT members ¹⁰⁾		2023		28 283	2 040	310	2 132	4 784	11 548	49 097	67 %	33 %

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6.2 The development of CMT’s remuneration and the company’s financial results

The table below shows the annual change in basic salary and total remuneration for each member of CMT. The company’s financial results and average salary for other employees in the last five accounting years are also shown. For the comparison to be relevant, and because there are major differences in the salary level between KONGSBERG’s locations, the Norwegian workforce has been used as a reference in the comparison between the level for CMT members and other employees. Basic salary and total remuneration for the members of CMT are only reported for the period they have been a member of CMT. For those who have not been members of CMT for a whole year, the increase is calculated pro rata for the whole year in order to provide a relevant comparison for the following year. The total remuneration for CMT members includes paid out salary (incl. holiday pay), other reported benefits, LTI, STI, pension compensation and pension accrual for the year. Amounts are stated in NOK thousands.

The average increase in total compensation for CMT from 2023 to 2024 was 16.8 per cent. The increase can primarily be explained by the following factors:

Salary adjustment: during the 2024 salary adjustment, a benchmark was performed with corresponding positions in relevant markets in Norway, while consideration was also given to the krona-based salary growth for other employees as part of the moderation adjustment. In order to maintain competitive salary levels, an average salary adjustment of 5.1 per cent was awarded. This is somewhat lower than the general salary growth we have had in the company in Norway, which was 5.375 per cent on average.

STI: Strong financial results in 2024 led to higher STI payments than in 2023. The average STI payment increased from 85.4 per cent in 2023 to 94.2 per cent in 2024.

LTI: The accounting of the LTI scheme is periodised over three years because the shares can only be used freely after this period. For 2024 the reported LTI amount consists of a third from each of the schemes for 2021, 2022 and 2023. For members of CMT who were appointed after 1 January 2021, the periodisation includes fewer shares (less than 3/3). This results in a disproportional increase in reported LTI amounts from 2023 to 2024, because an extra third will be included in 2024. Furthermore, this affects the prorating of the 2023 compensation for those who became part of CMT in 2023. For these, the LTI amounts for 2023 will be a zero third, and the prorating will also be zero. Then, when a third of the 2023 scheme is reported in 2024, the growth will be unbalanced.

Pension accrual: Several members of CMT have individual pension terms and conditions. The return on the pension scheme for salaries over 12G follows the trend in DNB’s “Pensjonsprofil 50” fund. In 2024 the return on this pension scheme was 11.83 per cent, which contributed to an increase in total compensation. The return in 2023 was 10.95 per cent, respectively.

Car: From 1 January 2024, the rates in KONGSBERG’s car scheme were adjusted upwards. For the members of CMT who have chosen a car allowance, they have received a higher amount for the whole of 2024. For those with a company car, the new rates only come into force when the current company car agreement expires.

Name and title	2020	2021	2022	2023	2024
Geir Håøy, President & CEO	10 565	11 230	11 546	12 560	13 589
Change in total remuneration from last year	1,75 %	6,29 %	2,81 %	8,78 %	8,19 %
Change in basic salary from last year	0,00 %	3,30 %	12,90 %	4,80 %	4,60 %
Mette Toft Bjørgen, Group EVP & CFO - CMT from 14.04.23				4 396 ^{1b)}	5 709
Change in total remuneration from last year					29,87 %
Change in basic salary from last year					5,20 %
Even Aas, Group EVP Public Affairs & Communication	3 456 ^{1b)}	4 174 ^{1b)}	4 752 ^{1b)}	4 292 ^{1b)}	4 898
Change in total remuneration from last year	-44,79 %	20,78 %	13,85 %	-9,68 %	14,12 %
Change in basic salary from last year	0,00 %	3,32 %	4,20 %	18,00 %	5,20 %
Iver Christian Olerud, Group EVP Corporate Development - CMT from 01.11.20	4 050 ^{1b)}	3 942	4 527	4 951	5 604
Change in total remuneration from last year		-2,67 %	14,84 %	9,37 %	13,19 %
Change in basic salary from last year		3,30 %	4,20 %	5,00 %	5,20 %
Christian Karde, Group EVP General Counsel & Chief of Staff - CMT from 01.11.20	3 711 ^{1b)}	3 830	4 209	5 148	5 752
Change in total remuneration from last year		3,21 %	9,90 %	22,31 %	11,73 %
Change in basic salary from last year		3,33 %	14,80 %	15,50 %	5,20 %
Lisa Edvardsen Haugan, EVP KONGSBERG & President KM - CMT from 01.10.22			5 264 ^{1b)}	5 428	6 413
Change in total remuneration from last year				3,12 %	18,15 %
Change in basic salary from last year				5,50 %	5,20 %
Eirik Lie, EVP KONGSBERG & President KDA	6 070 ^{1b)}	6 538 ^{1b)}	6 644 ^{1b)}	7 159 ^{1b)}	7 710
Change in total remuneration from last year	11,34 %	7,71 %	1,62 %	7,75 %	7,70 %
Change in basic salary from last year	0,00 %	12,80 %	4,20 %	4,70 %	5,20 %
Martin Wien, Fjell EVP KONGSBERG & President KD - CMT from 01.02.23				5 101 ^{1b)}	5 817
Change in total remuneration from last year					14,03 %
Change in basic salary from last year					5,20 %
Average basic salary for other employees in the Group companies in Norway	758	783	816	862	908
Change in basic salary from last year	1,45 %	3,30 %	4,20 %	5,60 %	5,38 %
The Group's operating profit EBIT	1905	2 863	3 309	4 600	6 507
Change in EBIT from last year	85,13 %	50,29 %	15,58 %	39,01 %	41,46 %

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7. SHARE OWNERSHIP

The three tables below show an overview of active LTI schemes, LTI allotment and numbers of shares held per member of CMT as of 31 December 2024.

Active LTI schemes in 2024

LTI scheme	Results period	Date of allotment	Market value at the date of allotment	Expiration of the binding period
LTI 2023	01.01.2023 - 31.12.2023	11.04.2024	626.99	01.04.2027
LTI 2022	01.01.2022 - 31.12.2022	19.04.2023	406.85	01.04.2026
LTI 2021	01.01.2021 - 31.12.2021	24.03.2022	284.79	01.04.2025
LTI 2020	01.01.2020 - 31.12.2020	23.03.2021	179.63	01.04.2024

Overview LTI allotment

Name and title	LTI scheme	Opening balance	During the year		Closing balance
			Allotment shares	Vested shares	Shares in lock-in period
Geir Håøy, President & CEO	LTI 2023	10207	1635	4760	7082
	LTI 2022	12481	2404	4678	10207
	LTI 2021	15184	3043	5746	12481
	LTI 2020	13582	4760	3158	15184
Mette Toft Bjørgen, Group EVP & CFO	LTI 2023	0	498	0	498
Even Aas, Group EVP Public Affairs & Communication	LTI 2023	2912	492	1383	2021
	LTI 2022	3626	645	1359	2912
	LTI 2021	4284	884	1542	3626
	LTI 2020	3579	1383	678	4284
Iver Christian Olerud, Group EVP Corporate Development	LTI 2023	2371	592	310	2653
	LTI 2022	1502	869	0	2371
	LTI 2021	310	1192	0	1502
	LTI 2020	0	310	0	310
Christian Karde, Group EVP General Counsel & Chief of Staff	LTI 2023	2668	586	839	2415
	LTI 2022	1812	856	0	2668
	LTI 2021	839	973	0	1812
	LTI 2020	0	839	0	839
Lisa Edvardsen Haugan, EVP KONGSBERG & President Kongsberg Maritime	LTI 2023	270	740	0	1010
	LTI 2022	0	270	0	270
Eirik Lie, EVP KONGSBERG & President Kongsberg Defence & Aerospace	LTI 2023	4900	768	2220	3448
	LTI 2022	5952	1130	2182	4900
	LTI 2021	7084	1550	2682	5952
	LTI 2020	6338	2220	1474	7084
Martin Wien Fjell, EVP KONGSBERG & President Kongsberg Discovery	LTI 2023	0	630	0	630

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Numbers of shares held per member of CMT

This table includes shares allotted through the LTI scheme, shares purchased through the company's employee share plan, as well as shares purchased privately. Therefore, the number of shares in lock-in period may differ from the table above, which only includes shares allotted through the LTI scheme.

Name and title	Numbers of shares 01.01.2024	Net transactions during the year	Numbers of shares 31.12.2024	Shares in lock-in period 31.12.2024	Share ownership as a percentage of base salary
Geir Håøy, President & CEO	46756	1635	48391	7082	9.11
Mette Toft Bjørgen, Group EVP & CFO	1519	659	2178	584	0.8
Even Aas, Group EVP Public Affairs & Communication	31295	578	31873	2107	16.5
Iver Christian Olerud, Group EVP Corporate Development	8189	592	8781	2653	3.78
Christian Karde, Group EVP General Counsel & Chief of Staff	4522	586	5108	2415	2.22
Lisa Edvardsen Haugan, EVP KONGSBERG & President Kongsberg Maritime	7585	826	8411	1096	2.9
Eirik Lie, EVP KONGSBERG & President Kongsberg Defence & Aerospace	17076	854	17930	3534	5.96
Martin Wien Fjell, EVP KONGSBERG & President Kongsberg Discovery	6556	173	6729	716	2.5

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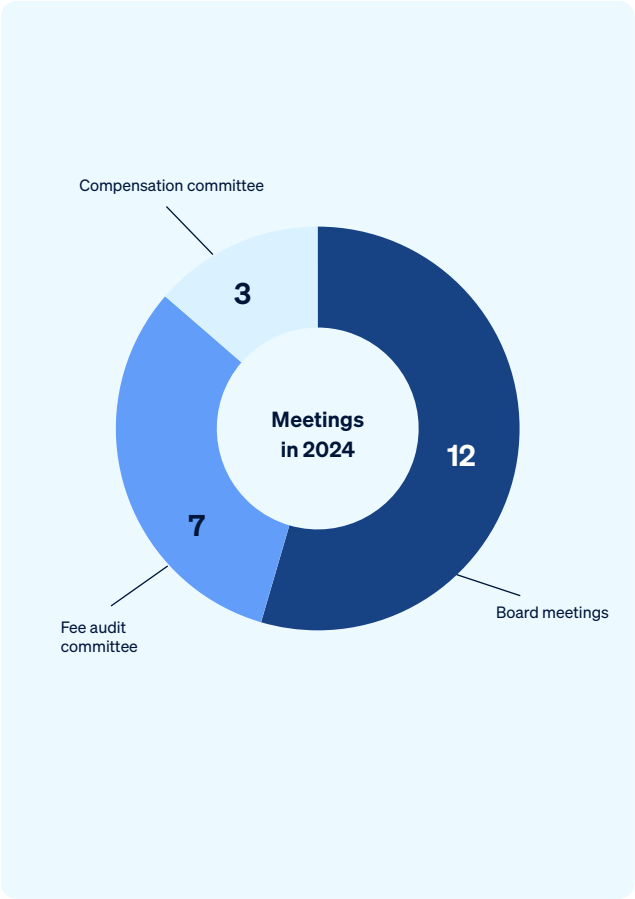
8. REMUNERATION FOR THE BOARD

The remuneration for the Board consists of board fees and fees for committee work. The members of the Board's two committees receive a fixed fee in addition to the regular board fee. As of 31 December 2024, there are three members of the audit committee and three members of the compensation committee. Pension contributions or holiday pay are not paid on fees for the Board's members.

The annual fees are presented and adopted at the annual general meeting. Amounts are stated in NOK.

Overview of remuneration for the Board

Board	Year	Board fee	Fee audit committee	Fee compensation committee	Total remuneration	Number shares	Number of board meetings ¹²⁾
Eivind K. Reiten, Chairman	2024	737 800 ¹³⁾		85 517	823 317	3 850	12
	2023	632 333		76 650	708 983	3 850	15
Per Arthur Sørli, Deputy chair	2024	345 417	128 650		474 067	3 400	11
	2023	311 021	115 300		426 321	3 400	15
Morten Henriksen, Board member	2024	323 500	172 267		495 767	4 960	10
	2023	299 033	154 400		453 433	4 960	15
Merete Hverven, Board member	2024	323 500		57 583	381 083		10
	2023	299 033		30 538	329 571		14
Kristin Færøvik, Board member	2024	323 500	78 458	22 467	424 425	1 000	11
	2023	202 200		30 538	232 738		8
Oda Ellingsen, Board member	2024	323 500	128 650		452 150	1 610	9
	2023	299 033	115 300		414 333	1 524	15
Rune Fanøy, Board member	2024	323 500		57 583	381 083	288	12
	2023	299 033		51 617	350 650	216	15
Kjersti Rød, Board member	2024	323 500	78 458		401 958	2 213	12
	2023	215 823			215 823	2 127	11
Berit Floor Lund, Deputy member	2024	15 070			15 070		2
Total remuneration for the Board	2024	3 039 287	586 483	223 150	3 848 920	17 321	
Total remuneration for the Board	2023	2 557 509	385 000	189 343	3 131 852	16 077	
Total remuneration for the Board including previous Board members ¹⁴⁾	2023	2 770 380	385 000	206 060	3 361 440	18 077	



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9. REPORT ON THE FINANCIAL YEAR

The remuneration for executive management personnel of KONGSBERG for the 2024 financial year was performed in line with the guidelines that were approved at the annual general meeting in 2021.

No remuneration agreements were entered into or amended that have significant effects for KONGSBERG or the shareholders in the previous financial year.

The Board has reviewed and approved the executive management remuneration report for Kongsberg Gruppen ASA for the 2024 financial year. The remuneration report is prepared in accordance with Accounting Act § 7-31 b, the Public Limited Liability Companies Act § 6-16 b and supplementary regulations.

The executive management remuneration report will be presented at the annual general meeting in May 2025 for an advisory vote.

Oslo, 19 March 2025

Eivind Reiten Chairman	Per A. Sørli Deputy chair	Merete Hverven Board member
Morten Henriksen Board member	Kristin Færøvik Board member	Kjersti Rød Board member
Rune Fanøy Board member	Oda Ellingsen Board member	Geir Håøy President & CEO

* Digitally signed



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10. AUDITOR'S CERTIFICATE



Statsautoriserte revisorer
Ernst & Young AS

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Medlemmer av Den norske Revisorforening

To the General Meeting of Kongsberg Gruppen 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 Gruppen ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2024 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 control

We are independent of the company in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. The firm applies International Standard on Quality Management, which requires the firm to design, implement and operate a system of quality management including policies or 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, 19 March 2025
Ernst & Young AS

Anders Gøbel
State Authorised Public Accountant (Norway)

(This translation from Norwegian has been prepared for information purposes only.)

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11. NOTES

¹⁾ Basic salary as of 31 December 2024.

²⁾ Paid out salary for the individual in the period, including holiday and any compensation for board roles.

³⁾ The amount includes benefits such as communication, car scheme, taxable portion of insurance, cost discount in relation to KONGSBERG's share programme, board compensation and other taxable benefits.

⁴⁾ Pension compensation paid for the transition from defined benefit pension to defined contribution pension as of 1 January 2008.

⁵⁾ The amount includes the year's accrual in the defined contribution pension scheme for salaries below 12G. This also includes accrued pension for salaries above 12G and early retirement pension for those in The CMT who have this. Described in more detail in the section "Individual terms and conditions".

⁶⁾ Accrued LTI, including tax compensation, is periodised linearly in the accounts over three years because the shares can only be used freely after three years. For 2024 the LTI amount consists of a third from each of the schemes for 2021, 2022 and 2023.

⁷⁾ Accrued STI in 2024 and that is paid out when the accounts for 2024 are approved by the Board.

⁸⁾ "Total remuneration" is the total of paid out salary, other benefits, pension compensation, pension accrual, accrued LTI and STI.

⁹⁾ Accrued STI in 2023 has been corrected for Lisa Edvardsen Haugan and Eirik Lie, as the figures that were reported last year were calculated on an incorrect salary base.

¹⁰⁾ The figures are included for comparison with the figures that were reported in the Remuneration report for management personnel at KONGSBERG and in the 2023 Annual Report. The figures include all those who were members of The CMT during 2023.

¹¹⁾ Remuneration was initially reduced last year due to the start date or end date, but in this table has been converted to a whole year for comparison with the change next year.

¹²⁾ In 2024 the Board held 12 meetings of which three were extraordinary (15 board meetings in 2023).

¹³⁾ The Chairman received payment in arrears of NOK 100 in board fees in January 2025.

¹⁴⁾ The figures are included for comparison with the figures that were reported in the Remuneration report for management personnel at KONGSBERG and in the 2023 Annual Report. The figures include all those who were members of the Board during 2023.

¹⁵⁾ The amount has been changed for Even Aas and Eirik Lie, as the amount reported for previous years did not include paid out board compensation.



KONGSBERG