

Carbon Transition ASA
REPORT ON REMUNERATION TO EXECUTIVE MANAGEMENT AND BOARD
MEMBERS FOR 2021

Advisory vote by the general meeting on 25 May 2022

1. Introduction

This report on remuneration to Executive Management (the "**Report**") is prepared by the board of directors of Carbon Transition ASA (the "**Company**" and together with its subsidiaries the "**Group**"). The Report has been prepared in accordance with the Norwegian Public Limited Liability Act 1997 section 6-16 b, the Norwegian Regulation on Guidelines and Report on Remuneration of Leading Employees of 2020 (Nw.: Forskrift om retningslinjer og rapport om godtgjørelse for ledende personer) section 6 and the Norwegian Accounting Act section 7-31b

The Report comprises remuneration to the Company's CEO, CFO and other members of the management who report directly to the CEO ("Executive Management") as well as members of the board of directors who are or have been employed by, or held office in, the Company for the financial year 2021. The purpose of the Report is to provide a comprehensive, clear and understandable overview over awarded and due gross salary and remuneration to Executive Management and board members for the last financial year and how the remuneration is in accordance with the guidelines for remuneration of Executive Management adopted by the annual general meeting 2021 of the Company (the "**Remuneration Guidelines**") and to what extent the remuneration is linked to the performance of the Company. The Report provides details, both in total and individualized, on the remuneration of the Company's Executive Management as well as the remuneration received by members of the Company's board of directors in their capacity as board members in the Company.

Remuneration of the members of the board of directors of the Company is covered in section 6 of this Report.

2. Group highlights in 2021

Overall Group performance in 2021

The Group has during 2021 changed name to Carbon Transition ASA and implemented a new operational strategy. Following the restructuring completed in June 2021, the Group refocused the business model to become a listed investment company with the goal to invest in companies and technologies which contribute to significant reduction of carbon emissions. The Group may also invest more broadly in the "energy transition" space. Carbon has a legacy seismic business operating under the name Axxis Geo Solutions. Under Axxis Geo Solutions, the Company manages a seismic multi-client data library with assets in Norway and Egypt. Axxis Geo Solutions operated an ocean-bottom seismic contract business which the Company sold to Magseis Fairfield through an earn-out structure on 3 March 2022.

The 2021 Group's revenues of USD 15.8 million is lower than the previous year's revenues of USD 92.8 million. The revenues for 2021 is mainly based on one exclusive node seismic contract in the UK of USD 9.0 million and late sales of USD 5.5 million from the multi-client Utsira project in the North Sea. Change in fair value for investment in the last quarter of 2021 was a gain of USD 8.4 million compared to zero in 2020. EBIT for the Group in 2021 was

USD -7.1 million compared to USD 5.8 million in 2020 Net financial income was USD 21.2 million in 2021 compared to net financial expense of USD 1.9 million in 2020. The improvement is mainly related to the restructuring gain of USD 24.7 million during 2021. For 2021, the Group had a profit of USD 13.9 million compared to a loss of USD 3.1 million for the same period in 2020.

For further details on the Company's performance in 2021, reference is made to the Company's consolidated annual accounts for 2021.

3 Compliance with the remuneration guidelines and application of performance criteria

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company can recruit and retain qualified personnel. The Company must therefore offer a competitive total remuneration, and the Company's Remuneration Guidelines enable the Company to offer Executive Management such competitive total remuneration. Under the Remuneration Guidelines of the Company, remuneration of Executive Management shall ensure alignment between performance and remuneration.

Further purpose of the executive remuneration is to align interests between executive management and the Company's shareholders and stimulate a strong and enduring profit-oriented culture that is expected to contribute to share price growth. The remuneration to the executive management shall promote the achievement of good financial results and leadership in accordance with the Company's values and business ethics and shall reflect the content and complexity of the executives' position as well as the performance of the individual.

The salary program consists of the following components: A fixed salary, standard employee pension and insurance coverage, a variable salary element (if in place) and share incentive programs (if in place). The fixed salary for executives shall be in line with the market level for corresponding jobs in the industry and be based on responsibilities, expertise, and performance.

Overview of the application of the remuneration guidelines in 2021

Variable salary

The variable salary program will have two, main components. The first component is a payment of cash bonus depending on the Company's overall performance as determined by the Board of Directors. The second component is a payment of cash bonus based on personal achievement, including evaluation of each participant's contribution to the Company's value creation and development. These variable salary elements may total up to maximum 100% of the fixed salary

Share incentive programs

A share option plan was approved by the extraordinary general meeting 30 September 2021. The Executive Management is part of this plan.

The share option plan is designed to create an ownership culture to ensure alignment between shareholders and the Executive Management of the Company. The option plan is an important tool to attract and retain high caliber employees. The new share option plan includes the following main terms: A total of 5,000,000 options may be granted to members of Executive Management and other employees, as well as others with an affiliation with the Company. Granted options vest over a four-year period with equal proportions each year, giving right to a maximum of 5,000,000 shares of the Company, equivalent to approximately 2.3 percent of the total outstanding shares.

Pension plans and insurance

The Company has established a pension scheme in accordance with the Norwegian Occupation Pension Act. The pension scheme is based on a defined contribution pension plan for all Norwegian employees, including the Norway based executive team. The pension scheme covers salaries from 0G to 12G and is in accordance with Norwegian legislation

The Company compensates the executive team and their families, as defined as close associates pursuant to the Norwegian Securities Trading Act section 2-5 no. 1 and 2, for health and life insurance plans in line with standard conditions for executive positions, in addition to mandatory occupational injury insurance required under Norwegian law.

Benefit in kind

Members of the Executive Management may be offered benefits in kind that are common for comparable positions, e.g. free telephone service, home PC, free broadband service, and newspapers. There are no special restrictions on the type of other benefits that can be agreed on.

The Board of Directors has not granted any options to employees or others affiliated with the Company after the power of attorney received 30 September 2021.

The Company has not had a variable salary program in place for the Executive Management for 2021. However, this may be implemented in future periods.

The Remuneration Guidelines, adopted by the extraordinary general meeting 30 September 2021, can be found on the Company's website www.carbn.no. The auditor's report regarding the Company's compliance with the Remuneration Guidelines is available on www.carbn.no.

The Remuneration Guidelines, adopted by the extraordinary general meeting in 2021, have been implemented. No deviations from the Remuneration Guidelines have been decided and no derogations from the procedure for implementation of the Remuneration Guidelines have been made.

No remuneration has been reclaimed by the Company during the reported financial year.

4 Total remuneration of Executive Management in the Company

Table 1 below sets out total remuneration, split by component, paid and due to each current or previous Senior Executive in the Company for the last financial year.

Table 1 – Total remuneration of Executive Management in the Company in 2021 and 2020

USD thousands

Name of management Executive, position	Reported Financial year	Fixed remuneration			Variable remuneration		Extraordinary items	Pensions expenses	Total remuneration	Proportion of fixed and variable remuneration
		Base	Fees	Other Benefits	One-year variable	Multi-year variable				
Nils Haugestad, CFO *1	2021	279	-	2	-	-	-	20	301	100/0
	2020	191	-	1	-	-	-	13	205	100/0
Ronny Bøhn, CEO *2	2021	262	-	3	-	-	-	20	285	100/0
	2020	100	-	1	-	-	-	7	108	100/0
Svein Knudsen, CCO *3	2021	490	-	2	-	-	-	20	512	100/0
	2020	213	-	3	-	-	-	17	233	100/0
Rick Dunlop, EVP Operations	2021	192	-	27	-	-	-	-	219	100/0
	2020	220	-	26	-	-	-	-	246	100/0
Lee Parker, CEO *4	2021	-	-	-	-	-	-	-	-	-
	2020	210	-	37	-	-	-	-	247	100/0

*1 Nils Haugestad started as CFO 1 April 2020, acting CEO from 3 December 2021

*2 Ronny Bøhn started as CEO 8 August 2020 to 3 December 2021, severance package for Mr. Bøhn was accrued per December 2021 with USD 112 thousands

*3 Svein Knudsen was CFO till April 2020 and then CCO till 28 June 2021

*4 Lee Parker was CEO till 8 August 2020

5 Share based remuneration

At the extraordinary general meeting of 30 September 2021, two members of the Board of Directors were granted a total of 1,600,000 options which vests over a two-year period, giving right to 1,600,000 shares of the Company, equivalent to approximately 0.75 percent of the total outstanding shares. If the board member resigns from his position as board member in the Company or does not make himself available for re-election in the Company, both vested and unvested options shall become void and unenforceable. If the board member otherwise must resign from the position or is not re-elected as board member, the board member shall retain options which have vested on the date of the resignation from the board, but not options which have not vested. Upon exercise of the options which vests in 2022, the board member shall pay to the Company a price per share of NOK 1.70, and upon exercise of the options which vests in 2023, the board member shall pay to the Company a price per share of NOK 1.90. The price shall be adjusted for dividends paid to the shareholders. The options may be exercised from each vesting period and within 5 years thereafter.

At the same general meeting, the following was approved; the board of directors may during a period of 3 years from the date of this general meeting grant certain employees and others who are affiliated with the Company options for an aggregate number of 5,000,000 options (each an "Option Holder") on the following terms: the options vest over a period of four years, so that 25% vest at the expiry of each year from the allocation date (each a "Vesting Period"). Upon exercise of the options the Option Holder shall pay to the Company a consideration per share equaling to the share price per the allocation date, adjusted for dividends subsequently paid to the shareholders. The options may be exercised by the Option Holder from each Vesting Period up until two years after expiry of the last Vesting Period. Other terms applicable under the option programme shall be subject to the board's decision, hereunder including, inter alia, terms in connection with the Option Holder's resignation from position, acceleration of options in case of change of control in the Company, etc. as well as option agreements.

The Board of Directors has not granted any options to any employees or others affiliated with the Company after the power of attorney received 30 September 2021.

Rick Dunlop, EVP Operations received options before 2019. Options per December 2021 is 10 640 and they are all out of money.

Mr. Dunlop has 14 423 shares in the Company, these shares was purchased before 2019.

6 Remuneration to the board of directors

This section describes the remuneration received by the Company's board members in their capacity as board members of the Company.

The proposal for remuneration of the board of directors is, pursuant to the Company's articles of association, prepared by the Company's nomination committee. The remuneration for the Company's board members is then resolved by the Company's general meeting.

Each member of the Board of Directors receives a fixed fee determined by the General Meeting on an annual basis. Members of the Board of Directors' committees receive a fixed annual fee in addition to the ordinary board fee. In addition, travel expenses are reimbursed on account.

The board members in the Company are included in the share-based remuneration programs. Two members of the Board of Directors are granted a total of 1,600,000 options which vests over a two-year period, giving right to 1,600,000 shares of the Company, equivalent to approximately 0.75 percent of the total outstanding shares. Please refer to section 4 for further details. Below is a specification of remuneration to the board of directors (amounts in USD 1,000)

USD thousands

Name of board member	Position	Period	Number of options held	Number of shares	Type of remuneration	2021	2020
Gisle Grønlie	Chair	From 23.6.2021	800 000	134 000	Regular board remuneration	23	-
					Remuneration of the audit committee	-	-
Torstein Sannes	Board member	From 23.6.2021	800 000	285 000	Regular board remuneration	16	-
					Remuneration of the audit committee	2	-
Nina Skage	Board member	From 2.7.2019	-	-	Regular board remuneration	44	29
					Remuneration of the audit committee	9	5
Christian Huseby	Chair	30.6.2020 to 23.6.2021	-	-	Regular board remuneration	41	-
					Remuneration of the audit committee	-	-
Njål Sævik	Board member	From 6.11.2017 to 23.6.2021	-	-	Regular board remuneration	28	29
					Remuneration of the audit committee	-	-
Eirin Inderberg	Board member	From 2.7.2019 to 23.6.2021	-	-	Regular board remuneration	28	29
					Remuneration of the audit committee	-	-
Vibeke Fængsrud	Board member	From 2.7.2019 to 23.6.2021	-	-	Regular board remuneration	28	29
					Remuneration of the audit committee	4	4
Rolf Rønningen	Chair	From 2.7.2019 to 30.6.2020	-	-	Regular board remuneration	-	43
					Remuneration of the audit committee	-	-
Tore Tønseth	Board member	1.12.2019 to 12.2.2020	-	-	Regular board remuneration	-	7
					Remuneration of the audit committee	-	-

7 Comparative information on the change of remuneration and company performance

Table 2 : Comparative table on the change of remuneration and company performance over the last five reported financial years (RFY)

The Company was listed at Oslo Axess in 2019 and the comparable figures is therefore from 2019.

Annual change	2021 vs 2020	2020 vs 2019
Management remuneration		
Nils Haugestad, CFO *1	46%	N/A
Ronny Bøhn, CEO *2	164%	N/A
Svein Knudsen, CCO *3	120%	-30%
Rick Dunlop, EVP Operations	-11%	-19%
Lee Parker, CEO *4	-100%	-47%
Key financial figures for the Group		
Multi-client late sales *5	422%	100%
Change in fair value of investments	100%	N/A
Multi-client library, net of amortization	-9%	-16%
Investments	100%	N/A
Average remuneration on a full-time equivalent basis of other employees, in USD thousands *6	166	139
Average remuneration on a full-time equivalent basis of other employees *6	20%	21%

*1 Nils Haugestad started as CFO 1 April 2020, acting CEO from 3 December 2021

*2 Ronny Bøhn started as CEO 8 August 2020

*3 Svein Knudsen had a settlement remuneration in 2021

*4 Lee Parker was CEO till 8 August 2020

*5 The Utsira seismic data was processed and ready for sale in Q3 2020 and therefore no multi-client late sales in 2019

*6 Figures and employees only from the Company

Oslo, 7 April 2022

The Board of Directors and CEO of Carbon Transition ASA

Gisle Grønlie
Chairman

Nina Skage
Director

Torstein Sannes
Director

Nils Haugestad
Interim CEO



To the General Meeting of Carbon Transition 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 Carbon Transition ASA report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2021 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 as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. Our firm applies International Standard on Quality Control 1 (ISQC 1) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information".

We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Further we performed procedures to ensure completeness and accuracy of the information provided in



the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 7 April 2022
PricewaterhouseCoopers AS

Martin Alexandersen
State Authorised Public Accountant

Revisjonsberetning lederlønn

Signers:

<i>Name</i>	<i>Method</i>	<i>Date</i>
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