

# Remuneration





# Salary and other remuneration of senior executives

Orkla’s report on salary and other remuneration of senior executives in 2024 has been prepared in accordance with section 6–16b of the Public Limited Liabilities Companies Act. The report makes transparent and detailed disclosures on the salary and other remuneration paid to and earned by members of the Orkla Board of Directors, the President and CEO, and members of the Orkla Management Team in 2024.

## Chapter Navigation

- 1. [Highlights](#)
- 2. [The work of the Board of Director's Compensation Committee in 2024](#)
- 3. [Remuneration of the Board of Directors](#)
- 4. [Principles for remuneration of senior executives](#)
- 5. [Remuneration of senior executives](#)
- 6. [Annual changes in the last five financial years](#)
- 7. [Deviations from the guidelines](#)

Orkla’s guidelines on salary and remuneration of senior executives define the framework for remuneration paid to members of the Board of Directors, the President and CEO, and Orkla’s Management Team. The remuneration guidelines for senior executives were adopted by the Orkla ASA General Meeting on 13 April 2023, and apply to remuneration agreed after the 2023 Annual General Meeting as well as subsequent changes to agreed remuneration. Remuneration agreed before the Annual General Meeting in 2023 is governed by the previously adopted guidelines for executive remuneration. The guidelines for remuneration of senior executives can be read in full on [Orkla’s website](#).

## 2024 Highlights

### Strategic measures and operational improvements

Orkla ASA implemented extensive measures in 2024 to strengthen its position as an industrial investment company. This involved both strategic adjustments and operational improvements aimed at enhancing competitiveness and driving long-term value creation.

The company continued its efforts with portfolio companies to ensure increased value creation through ambitious strategic plans. These plans included initiatives to improve efficiency, foster innovation, and enhance sustainability. Through a combination of cost optimisation and targeted investments, Orkla ASA laid the foundation for further growth and development in the years ahead. Strong governance, continuous improvement, and market adaptation have been key elements of the company’s strategy.

### Financial results 2024

Orkla increased its operating revenue by 4.2% compared to the previous year, driven by organic growth in the consolidated portfolio companies and positive currency translation effects. The portfolio companies' organic growth was fueled by higher sales volumes and price increases to offset rising input costs. Lower electricity prices for Hydro Power had a negative impact on overall revenue development.

Profit before tax amounted to NOK 8,128 million, an increase of 16.7% from 2023. The Group’s EBIT (adj.) rose by 15.0% compared to 2023. This growth was primarily due to strong underlying EBIT (adj.) growth in the consolidated portfolio companies.

Jotun, in which Orkla holds a 42.7% ownership stake, contributed NOK 1,860 million in earnings in 2024, representing a 0.4% increase from 2023. This is reported as part of the results from associated companies and joint ventures.

Interest and financial expenses were slightly lower due to a reduction in average gross interest-bearing debt compared to 2023, partially offset by a higher average borrowing rate.

In 2024, Orkla delivered a total annual shareholder return of 35.2%

### Remuneration of and changes in the Management Team

Orkla’s President and CEO received an annual salary adjustment of 5.0% in 2024. The overall salary framework for other Orkla ASA employees was 5.5%. For other members of the Management Team, the salary framework was 5.0%, with the exception of three members who, in addition to 5%, received an additional salary increase of 5% and 2% respectively. This was done to adjust salary levels in line with market conditions for similar positions. The weighted average salary adjustment for the Management Team was thus 7.4%. The annual bonus outcome for 2024 amounted to 55.1% of the fixed salary for the President and CEO and the Management Team. The value of share options awarded in 2024 corresponded to 25% of base salary, while the value of performance shares awarded in the same year amounted to 37.5% of the base salary for all members of the Management Team.

To strengthen active ownership and cost-effective operations, Orkla ASA implemented changes in the Management Team from 1 November 2024. The changes involve a leaner management structure, internal reorganisations and lower running costs. As part of the adjustments, Atle Vidar Nagel Johansen, Christer Grönberg and Håkon Mageli left the Management Team. Mr Nagel

Johansen and Mr Grönberg will retire in 2025, while Mr Mageli continues as EVP Corporate Affairs and Crisis Management.

**Advisory vote on the report on salary and remuneration of senior executives in 2023**

The remuneration report for 2023 was submitted to Orkla ASA’s Annual General Meeting (advisory vote) in April 2024. Of the votes cast, 75.4% approved the executive remuneration report, while 23.8% opposed it, with 0.8% abstentions.

Following the Annual General Meeting, Orkla ASA has had conversations with several major shareholders and proxy advisory firms in order to understand the reason for the opposing votes and consider implementing any measures. Based on these conversations, it is Orkla’s understanding that some of the criticism concerns the option programme and the fact that the exercise price is adjusted for dividends paid. This will be addressed in a separate section of the report.

To receive input on the reward of senior executives, Orkla ASA will continue its close dialogue with its shareholders and other stakeholders. The aim of Orkla ASA’s executive remuneration policy is to offer competitive remuneration, including incentive schemes that help foster long-term results for Orkla in line with shareholder interests and to retain capable executives in the company.

**The Compensation Committee’s work in 2024**

The Compensation Committee has three members elected by and from among the members of the Board of Directors. The Board appoints the committee chair. In 2024, the Compensation Committee was chaired by Liselott Kilaas. The other members of the Committee were Stein Erik Hagen and Terje Utstrand (employee-elected). Further information on the Committee’s members is provided on pages 33 and 35 of the annual report. The Compensation Committee met seven times in 2024.

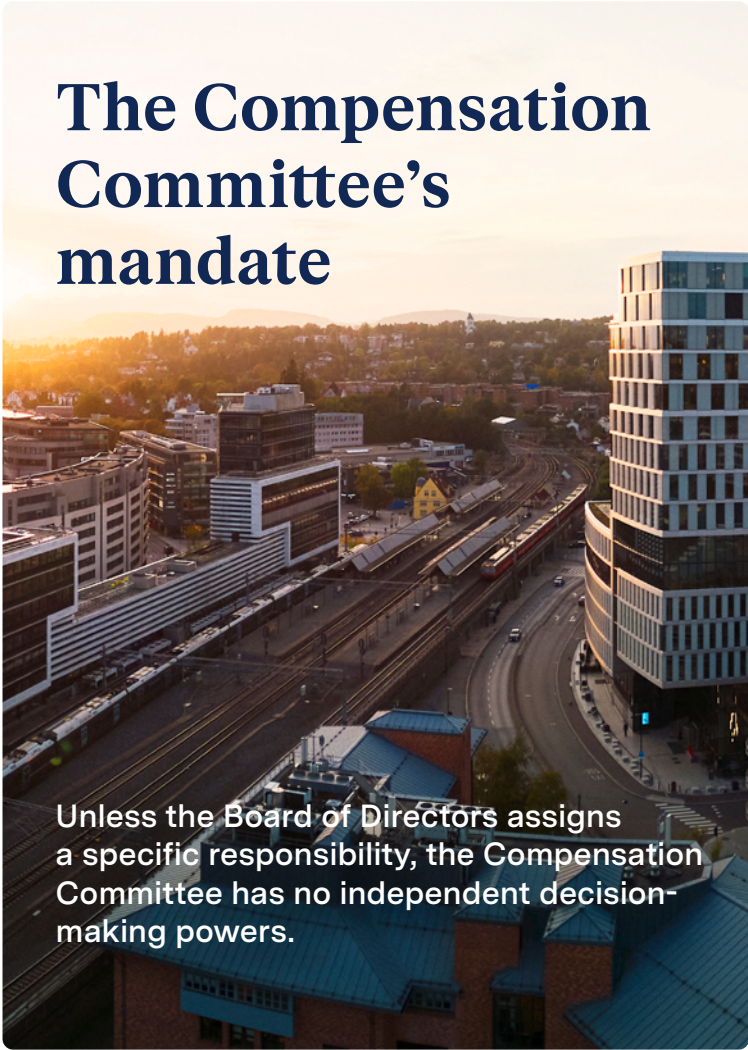
**Activities in 2024**

During 2024, the Compensation Committee has had a number of important tasks and responsibilities. The Committee was in charge of presenting matters relating to the President and CEO’s remuneration for board consideration and approval. In addition, the Committee has advised the President and CEO on remuneration of the other members of the Management Team and acted as his sparring partner.

Throughout the year, the Committee has worked to define targets for Orkla ASA’s short-term and long-term incentive programmes. The main objective of this work has been to ensure that the incentive programmes support Orkla ASA’s overarching goals and strategies, and that they are in line with the guidelines for executive remuneration adopted by the Annual General Meeting.

The Compensation Committee has also played a key role in following up the executive remuneration report and contributed to the discussion on how Orkla ASA can best ensure that shareholders and other stakeholders understand Orkla ASA’s executive remuneration policy and programmes. In communicating on these topics, the Committee has given importance to ensuring transparent and accessible communication.

Furthermore, the Compensation Committee has actively engaged in efforts to promote pay equity within the company. The committee has requested regular updates on initiatives that enhance fairness and equality in compensation practices.



**The Committee’s mandate includes:**

**Assessing the President and CEO’s performance and proposing a remuneration package to the Board of Directors based on this assessment**

**Preparing compensation matters for submission to the Board of Directors**

**Recommending guidelines on the remuneration of senior executives**

**Preparing the executive remuneration report for submission to the Board of Directors**

**Responsible for the annual Board of Directors evaluation processes**

Remuneration of the Board of Directors

The members of the Board of Directors receive a fixed annual fee for their work on behalf of the Board. Additional compensation is paid for participation in the Board’s Audit and Compensation Committees. Shareholder-elected board members residing outside Norway receive an additional NOK 24,200 per board meeting they attend in person, by way of travel allowance. Every year, the Nomination Committee proposes the fee to be paid to members of the Board of Directors; this proposal is then considered by the Annual General Meeting.

Unless special circumstances dictate otherwise, Orkla ASA adjusts the fees paid to Board members annually in accordance with general wage growth. The Nomination Committee proposed to increase the fees by 10% for 2024 to reflect the general salary increase since the most recent adjustment in 2022. The Annual General Meeting approved the proposal of the Nomination Committee.

Board fees

Amounts in NOK 1 000

Function	Year	Board of Directors	Audit Committee	Compensation Committee
Chair	2024	1 067	231	184
	2023	970	210	167
Shareholder-elected members	2024	693	154	135
	2023	630	140	123
Employee-elected members	2024	534	154	135
	2023	485	140	123

Compensation to employee-elected Board representatives

Amounts in NOK 1 000

		Salary and holiday pay	Board fee	Benefits in kind	Pension costs	Total remuneration
Terje Utstrand	2024	760	651	11	39	1 461
	2023	721	608	10	38	1 378
Roger Vangen	2024	673	627	10	33	1 343
	2023	596	485	10	32	1 123
Ingrid Sofie Nielsen <sup>1</sup>	2024	727	375	157	39	1 298
	2023					

1 Ingrid Sofie Nielsen joined as employee-elected board member as per 18 April 2024, replacing Sverre Josvanger and Karin Hansson.

Compensation paid to board members

Amounts in NOK 1 000

	Year	Board fees	Audit Committee fees	Compensation Committee fees	Total fees	Number of Orkla shares <sup>2</sup>
Stein Erik Hagen	2024	1 038		132	1 170	250 386 411
	2023	970		123	1 093	250 386 411
Liselott Kilaas	2024	674		179	853	21 400
	2023	630		167	797	19 100
Peter Agnefjäll	2024	674	71		745	20 000
	2023	630	210		840	20 000
Christina Fagerberg	2024	674	150		824	20 000
	2023	630	140		770	20 000
Rolv Erik Ryssdal	2024	674			674	28 500
	2023	630			630	16 000
Caroline Marie Hagen Kjos	2024	674			674	
	2023	420			420	
Bengt Arve Rem <sup>1</sup>	2024	488	161		649	10 000
	2023					
Terje Utstrand	2024	519		132	651	11 174
	2023	485		123	608	11 174
Roger Vangen	2024	519	108		627	11 828
	2023	485			485	11 443
Ingrid Sofie Nielsen <sup>1</sup>	2024	375			375	1 820
	2023					

1 Bengt Arve Rem and Ingrid Sofie Nielsen joined as shareholder-elected and employee-elected board members, respectively, in April 2024.

2 All figures reflect total holdings including related parties.



## Principles governing salary and remuneration paid to senior executives

Orkla ASA’s guidelines on salary and other remuneration paid to senior executives are designed to ensure that the company is able to attract and retain managers with relevant experience, a high level of expertise and good leadership qualities. Orkla ASA must be able to offer competitive terms on a par with market conditions.

The remuneration offered senior executives must include both fixed elements such as base salary and benefits-in-kind and variable elements such as an annual bonus and long-term incentives. In addition, pension and insurance schemes are offered. The President and CEO and the members of the Management Team are covered by the same compensation schemes unless otherwise specified.

### Base salary

The base salary of senior executives must be competitive. The salary must reflect the criteria of the position with regard to qualifications, responsibilities and complexity, as well as the extent to which the employee contributes to achieving Orkla’s overarching business objectives. In assessing positions, Orkla ASA uses internationally recognised job evaluation systems, and a salary range of +/- 20% relative to the market median is employed. Employees’ individual performance must also be reflected in the base salary, which must consequently be set on an individual, differentiated basis. The base salary level is evaluated regularly, normally every year.

### Benefits in kind

Senior executives at Orkla ASA are offered benefits-in-kind in line with market practice. This includes a fixed car allowance, mobile telephone, internet, newspapers, etc.

### Variable remuneration

Orkla ASA offers its senior executives short-term and long-term incentive programmes. The purposes behind these programmes include clarifying Orkla ASA’s shared goals and ambitions, and rewarding performance which contributes to goal achievement. A further aim is that the programmes

should safeguard shareholder interests by defining performance criteria which are consistent with long-term value creation and sustainability.

### Pension scheme

Orkla's senior executives participate in the same pension schemes as other employees in Orkla ASA. Orkla ASA has a defined contribution pension plan with contribution rates of 5% for salaries up to 7.1 G and 23.1% for salaries between 7.1 G and 12 G. Additionally, a defined contribution pension scheme is offered for salaries exceeding 12 G, with a contribution rate of 23.1%.

### Termination

There shall be a mutual six-month notice period for senior executives. If a senior executive is dismissed or resigns at Orkla’s request, severance pay/post-employment salary may be paid in an amount corresponding to no more than one year’s base salary.

1      G = grunnbeløp (the Norwegian National Insurance’s basic amount)

## Overview of remuneration elements

### Base salary

Attract and retain managers with relevant experience, high levels of expertise and leadership qualities.

The base salary shall be competitive and on a par with the salary level for comparable positions.

### STI

Motivate and reward achievement of short-term goals which underpin long-term value creation and sustainability.

Annual bonus capped at 60% of base salary. The programme must be linked to one or more pre-determined and measurable criteria. The targets used must be clearly linked to Orkla’s business strategy, long-term interests and sustained growth.

### LTI

Orkla’s LTI programme rewards long-term value creation and sustainability, to ensure that the management’s goals are aligned with shareholder interests. The programme also helps retain key staff, as payments are made after three years at the earliest.

Under the LTI scheme, share options and performance shares are awarded with a three-year vesting period, and the award per year may not exceed 75% of the annual salary.

### Pension scheme

Help ensure financial security for senior executives and other employees upon reaching retirement age.

Orkla's senior executives participate in a defined contribution pension scheme with contribution rates of 5% for salaries up to 7.1 G and 23.1% for salaries above 7.1 G.



Remuneration of the Orkla Management Team

In 2024, the President and CEO received a total compensation of NOK 25.8 million. Fixed remuneration accounted for 56% of this compensation, while variable remuneration accounted for 44%.

Members of the Management Team received a total compensation of NOK 48.7 million in 2024. On average, fixed remuneration accounted for 58%, while variable remuneration constituted 42% of the total compensation.

Amounts in NOK 1 000	Fixed remuneration elements					Variable remuneration elements				Fixed vs. variable remuneration	
	Year	Period 1.1–31.12	Annual salary as at 31.12	Salary and holiday pay	Benefits-in-kind	Annual bonus earned (STI)	Value of awarded options (LTI)	Pension costs	Total compensation	Fixed	Variable
Nils K. Selte President and CEO	2024		12 600	12 690	295	6 943	3 150	2 767	25 846	56%	44%
	2023		12 000	11 792	239	7 200	3 600	2 641	25 472	53%	47%
Arve Regland EVP Finance and CFO	2024	8.4-31.12	4 400	3 214	173	2 424		592	6 404	58%	42%
Hege Holter Brekke EVP for Investments	2024		3 695	3 851	237	2 036	924	717	7 765	58%	42%
	2023		3 519	3 927	239	2 157	1 056	690	8 069	56%	44%
Audun Stensvold EVP for Investments	2024		3 590	3 623	237	1 978	898	677	7 413	57%	43%
	2023		3 264	3 146	238	1 658	979	609	6 630	56%	44%
Maria Syse-Nybraaten EVP for Investments	2024		3 592	3 911	237	1 979	898	675	7 700	59%	41%
	2023		3 266	3 533	239	1 659	980	607	7 018	59%	41%
Øyvind Torpp EVP for Investments	2024		6 395	6 515	237	3 523	1 599	1 324	13 198	57%	43%
	2023		6 090	5 976	238	3 094	1 827	1 262	12 397	56%	44%
Camilla Tellefsdal Robstad EVP Legal & Compliance	2024		2 996	3 088	260	1 651	749	553	6 300	58%	42%
	2023		2 800	2 854	257	1 716	840	519	6 186	55%	45%



STI 2024

Senior executives at Orkla ASA participate in an annual Short-Term Incentive (STI) programme. The STI programme consists of three components: financial targets, ESG-related targets, and individual targets. Overall, financial performance criteria must account for at least 50% of the total bonus outcome. Although the specific performance criteria used in the STI programme may vary from year to year depending on Orkla ASA’s priorities and business strategy, they support Orkla ASA’s goal of long-term value creation.

Definition of performance criteria and targets

The process of setting performance criteria for the year

ahead begins after the company’s annual strategy process, to ensure that prioritised goals are reflected in the bonus programme. Proposed performance criteria are considered at several Compensation Committee and Board meetings before a final decision is made. To ensure that the ambitions are high enough and that the targets are challenging, the specific target figures for each criterion are set at the start of the current performance period, after the previous year’s results have been finalised.

The STI programme is capped at 60% of annual salary as at 31 December in the year of accrual. Full target achievement is only realised if the results are significantly above expectations. A good performance (target) shall equate to a bonus payment of 30% of annual salary.

STI 2024 – performance criteria

In the 2024 STI plan, financial targets accounted for 65% and ESG-related targets for 10%, and these were shared across the entire Management Team. Individual targets had a weighting of 25%. The Orkla Board of Directors approves the individual targets for the President and CEO, while the President and CEO approves the individual targets for the other members of the Management Team. The President and CEO’s individual targets for 2024 involved increasing organic growth and value creation in the existing portfolio, streamlining portfolio structure and facilitating potential value-enhancing structural transactions. In addition, the President and CEO’s targets included simplifying the decision-making structure and organisation of Orkla ASA.

The Management Team’s individual targets for 2024 were focused on value creation and growth in the portfolio companies through follow-up of established ‘full potential plans’. In addition, the targets included ensuring the establishment of well-functioning Boards of Directors and good models for cooperation between Orkla ASA as owner, the portfolio companies’ Boards of Directors and their management teams. Several of the targets also included implementing structural changes in the portfolio and further developing Orkla ASA as an investment company.

STI 2024 - performance criteria and link to strategic priorities

Performance criteria	Orkla’s strategic priorities				
	Drive organic value in existing portfolio	Optimisation of existing portfolio	Financial flexibility and disciplined capital allocation	Delivery on ESG goals	Development of people, culture and organisation
Internal rate of return on the change in Net Asset Value (NAV)					
Current capital improvement					
Return on the Orkla share					
Reduction of greenhouse gas emissions					
Equal pay					



Financial and ESG-related performance in 2024

Orkla delivered a strong financial performance in 2024, which is also reflected in the bonus payouts. The President and CEO and the Management Team were measured against the following three financial parameters:

- \* Internal rate of return on the change in Net Asset Value (NAV)
- \* Current capital improvement
- \* Return on Orkla's share price

For the financial bonus elements, the total achievement

was 36.6%, which was 17.1 percentage points above target. Full payout was achieved for both the internal rate of return on the change in NAV and return on Orkla's share price. Additionally, the company delivered current capital improvements, which resulted in a bonus outcome exceeding the target level and further increasing the total bonus payout.

In 2024, the STI plan included two ESG-related targets: reduction of greenhouse gas emissions from own operations and implementation of a non-discriminatory equal pay policy.

The company has an overall goal of reducing greenhouse gas emissions from its own operations by 70% by 2030. In the 2024 STI plan, the target for greenhouse gas reduction was set at 64%. The consolidated Scope 1 and 2 emissions for 2024 showed a 64.1% reduction compared to the 2016 baseline, exceeding the target. This resulted in a bonus payout of 2% of a maximum of 3% of fixed salary.

The equal pay policy aims to promote fairness and support the company's commitment to diversity and inclusion. For the equal pay target, Orkla has developed guiding

documents that clearly commit and expect all Orkla companies to work towards equal opportunities and equal pay throughout the value chain. These expectations will be systematically followed up going forward. The company met the expectations for this target, achieving a bonus payout of 1.5% of a maximum of 3% of fixed salary.

The total achievement across financial and ESG-related targets amounted to 40.1% of a maximum of 45% of base salary.

STI results 2024

Performance criteria	Definition	Outcome	Below threshold	Threshold	Between threshold and target	'Target' (50% of max.)	Between 'target' and max.	Max	Achieved bonus as % of salary	Max bonus as % of salary
Internal rate of return on the change in Net Asset Value (NAV)	The Net Asset Value (NAV) of a company is the total value of the company minus net interest-bearing debt. The calculation of the internal rate of return on the change in Net Asset Value (NAV) for Orkla in 2024 determines the internal rate of return on the change in NAV for the sum of all Orkla companies from the end of 2023 to the end of 2024, added the net cash flow generated in 2024 before dividends paid to Orkla's shareholders.	Orkla's strong financial results in 2024 resulted in an internal rate of return on the change in Net Asset Value (NAV) exceeding the level required for the maximum bonus payout.							12%	12%
Current capital improvement	Improvement in current capital is defined as the change in the rolling 12-month average current capital as a percentage of operating revenue for the last 12 months (the bonus year), compared to the level of the same key figure for the previous 12 months.	Clear improvements in current capital binding were achieved throughout 2024 compared to the previous year, resulting in a bonus outcome of 9.6%.							9.6%	12%
Return on Orkla's share	Calculated as the internal rate of return (IRR) on the change in value of Orkla's share, from the average daily share price in December 2023 to the average daily share price in December 2024, including dividends paid in 2024.	The return on Orkla's share, as defined in this bonus element, amounted to 35%, exceeding the level required for the maximum bonus payout.							15%	15%
Reduction of greenhouse gas emissions from own operations	64% reduction in greenhouse gas emissions from own operations.	The consolidated greenhouse gas emissions for Scope 1 and 2 in 2024 resulted in a 64.1% reduction compared to the 2016 baseline. This exceeds the target of 64%, and Orkla is on track to reach its mid-term goal of a 65% reduction by 2025 and 70% by 2030.							2%	3%
Equal pay	Implementation of a non-discriminatory equal pay policy that promotes fairness and supports our commitment to diversity and inclusion.	Orkla has developed governing documents with a clear commitment to and expectation that all Orkla companies work towards equal opportunities and equal pay throughout the value chain. These expectations will be systematically followed up going forward.							1.5%	3%
Total goal achievement									40.1%	45%



# Individual Results of the President and CEO and the Management Team – 2024

The Board assessed the President and CEO’s overall performance on individual targets at 15%, which corresponds to maximum achievement. The Board's justification was that the President and CEO exceeded expectations on individual goals. Under the President and CEO's leadership, Orkla has delivered strong value creation in 2024. In addition, the company has executed structural transactions and streamlined its portfolio in line with the communicated strategy. Changes have also been made to the Orkla ASA organization to ensure a more agile and efficient structure.

Similar to the President and CEO, all members of the Management Team achieved full payout on their individual targets. Together with the President and CEO, the Management Team has delivered exceptional results in 2024. They have also actively followed up on portfolio companies, ensuring compliance with "Full Potential Plans". Furthermore, well-functioning boards have been established for all portfolio companies, along with strong collaboration models.

The total achievement for the President and CEO and the Management Team, including financial and ESG-related targets, amounted to 55.1% of a maximum of 60% of fixed salary.





LTI 2024

To promote long-term value creation, strengthen shareholder-management interaction and ensure that Orkla ASA retains skilled managers, the company offers senior executives a long-term incentive programme. From 2024, the LTI programme was expanded to include a performance share programme in addition to the existing share option programme. If long-term targets have been achieved, employees are awarded performance shares after three years. The total annual options and performance shares award is limited to 75% of base salary, divided equally (with a maximum of 37.5% per programme).

Orkla ASA's share option programme

Participation in the option programme is based on annual nomination, with the exception of the President and CEO and the Management Team, who participate every year.

Options are awarded the year after nomination and consist of a fixed percentage (equivalent to 20% of base salary) and a variable percentage (up to 17.5% of base salary). The variable percentage is determined based on the Board of Director's evaluation of Orkla ASA's performance in respect of pre-determined performance criteria for the preceding year.

These criteria shall include one or more targets for at least one of the following areas: profitable organic growth; long-term value creation; establishment of a cost-effective organisation and realisation of synergies; establishing, following up and updating the Group and capital allocation strategies, and ESG targets focused on Orkla's sustainability goals. The total value of participants' options may thus fluctuate between 20% and 37.5% of base salary, depending on the extent that targets have been attained. The option value is calculated using the Black-Scholes model.

Participants may exercise their options no earlier than three years and no later than five years after the date they were awarded. After five years the options expire. The exercise price is set at market price on the date of award, with an annual adjustment of 3% throughout the vesting period. To ensure that the company's dividend policy does not reduce the value of options for employees, the exercise price is adjusted for dividends paid during the option period (see more information on this below).

Gains on options awarded in a given year may not exceed four times the options' value on the date of their award, as calculated using the Black-Scholes model. For instance, if a participant is awarded options with a calculated option value equal to 30% of base salary, the gain is capped at four times this value, i.e. 120% of the base salary at the time of award.

Over time, the President and CEO and the Management Team are expected to own shares in Orkla equivalent to at least one annual base salary. Until they reach this target, 50% of their net annual gains from the option programme will be used to purchase shares in the company.

Illustration of Orkla ASA's option programme, allocations in 2024



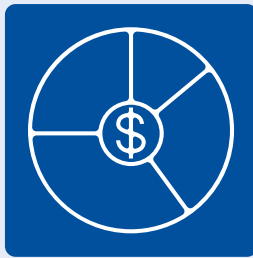
Nomination



Option allocation



Return on share price



Exercise of options

Allocation based on performance criteria

Vesting period

Exercise period

2023

2024

2026

2027

2029

Adjustment of exercise price for dividends

The exercise price is adjusted to neutralise the effect of dividends, so as to maintain the value of the options. Without this adjustment, the payment of dividend would reduce the value of options; this could incentivise management to discourage dividend payments. Despite the fact that some proxy advisory firms recommend voting against such adjustments, Orkla ASA considers this a necessary and correct practice to avoid conflicts of interest between management and shareholders.



The performance share programme

Participation in the performance share programme is based on annual nomination, with the exception of the President and CEO and members of the Management Team, who participate every year. Performance shares are awarded annually and they are transferred to the employees after three years, based on the company’s achievement of targets as per pre-defined performance criteria. The number of performance shares awarded is set at 37.5% of the participant’s annual base salary at the time of award, divided by the share price on the first trading day on the Oslo Stock Exchange after Orkla ASA’s Annual General Meeting.

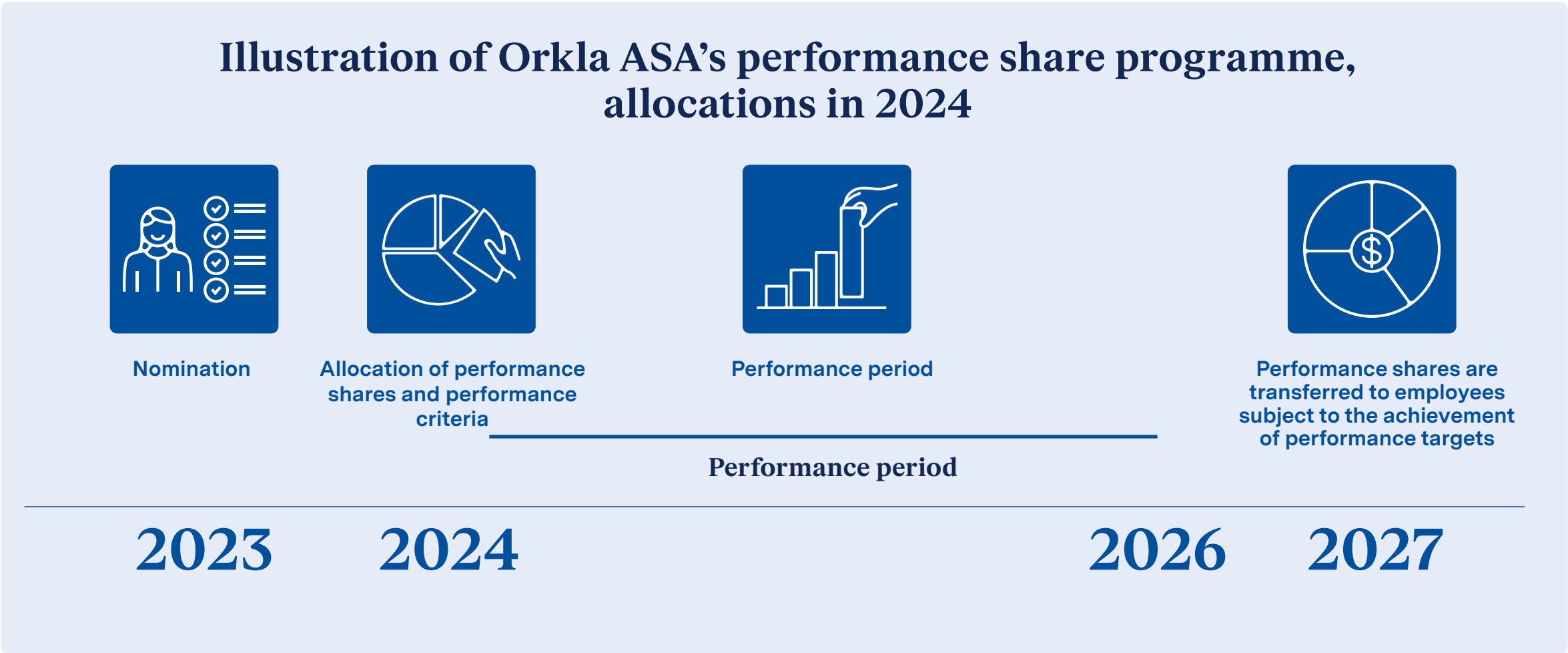
How many of the awarded shares are in fact transferred after three years depends on target achievement. If 100% of targets are reached, all the awarded performance shares are transferred. In the event of partial target achievement, a proportionate percentage is transferred; if performance is below a set threshold value, no shares will be transferred.

The performance criteria include one or more targets in the areas of profitable organic growth; long-term value creation; establishment of a cost-effective organisation and realisation of synergies; establishing, following up and updating Group and capital allocation strategies, and ESG targets that focus on Orkla’s sustainability goals. By linking awards to these targets, the Group ensures that senior executives are rewarded for results that strengthen long-term shareholder value. For each year’s award, gains are capped at twice the value of the shares at the time of award.

The award of options in 2024

The award of options in 2024 was based in part on a fixed annual award (20% of base salary) and in part on a discretionary assessment of common performance targets for the year 2023 determined by the Board of Directors (maximum 17.5% of base salary). The targets were linked to the implementation of the new organisational model for Orkla ASA, the operationalisation of portfolio companies, the establishment of business service companies for the delivery of joint purchasing services, IT services, financial services and other services across the portfolio companies, and ensuring a total shareholder return of 12-14% as

Illustration of Orkla ASA’s performance share programme, allocations in 2024



communicated on the capital market day in 2023. The Board’s overall evaluation of target achievement was that Orkla ASA had delivered on the expectations, resulting in an award of 5% of a total of 17.5% discretionary awards, in addition to the award of 20% of base salary. The total awarded value of options in 2024 was thus 25% of the base salary.

The award of performance shares in 2024

In 2024, performance shares corresponding to 37.5% of base salary were awarded. These will be transferred to the employees in line with the achievement of predefined performance criteria. The same performance criteria are applicable to all participants in the scheme.

The number of shares transferred to the employees after the performance period depends on Orkla’s performance in regard of the following two performance targets measured in the period 2024 to 2026:

- The internal rate of return on the change in net asset value for the sum of Orkla’s businesses over the three-year period 2024-26 plus the annual generated net cash flow before dividends paid to Orkla’s shareholders. The starting point for calculating value-adjusted equity is the end of 2023, i.e. at the beginning of the three-year period in question (weighted 90 per cent).
- Progress on the ESG targets communicated at the capital market day in 2023 (weighted 10%).

After the end of the performance period, i.e. in 2027, Orkla ASA will provide an account of the actual achievement of targets and the number of shares that were transferred based on the achievement of targets in the executive remuneration report.

**Right to claim repayment of variable remuneration**  
Under its executive remuneration guidelines, Orkla ASA can and will claim repayment of variable remuneration which has been incorrectly awarded. The company’s repayment claim endures even if the recipient has left the company. There were no grounds for claiming repayment of previously paid variable remuneration in 2024.

Allocation of share options in 2024

Amounts in NOK 1 000	Allocation	Salary	Allocation value	Value per share option	Number of allocated options	Allocation date	Earliest exercise date	Expiry date	Option exercise price
Nils K. Selte	25%	12 600	3 150	12,61	249 861	19/04/2024	19/04/2027	19/04/2029	kr 78,57
Hege Holter Brekke	25%	3 695	924	12,61	73 271	19/04/2024	19/04/2027	19/04/2029	kr 78,57
Audun Stensvold	25%	3 590	898	12,61	71 198	19/04/2024	19/04/2027	19/04/2029	kr 78,57
Maria Syse-Nybraaten	25%	3 592	898	12,61	71 231	19/04/2024	19/04/2027	19/04/2029	kr 78,57
Øyvind Torpp	25%	6 395	1 599	12,61	126 804	19/04/2024	19/04/2027	19/04/2029	kr 78,57
Camilla Tellefsdal Robstad	25%	2 996	749	12,61	59 411	19/04/2024	19/04/2027	19/04/2029	kr 78,57

Allocation of performance shares in 2024

Amounts in NOK 1 000	Allocation	Salary	Allocation value	Value per performance share	Number of allocated performance shares	Allocation date	Performance period
Nils K. Selte	37,5%	12 600	4 725	71,90	65 716	19/04/2024	01.01.2024 - 31.12.2026
Hege Holter Brekke	37,5%	3 695	1 386	71,90	19 271	19/04/2024	01.01.2024 - 31.12.2026
Audun Stensvold	37,5%	3 590	1 346	71,90	18 726	19/04/2024	01.01.2024 - 31.12.2026
Maria Syse-Nybraaten	37,5%	3 592	1 347	71,90	18 734	19/04/2024	01.01.2024 - 31.12.2026
Øyvind Torpp	37,5%	6 395	2 398	71,90	33 351	19/04/2024	01.01.2024 - 31.12.2026
Camilla Tellefsdal Robstad	37,5%	2 996	1 124	71,90	15 625	19/04/2024	01.01.2024 - 31.12.2026

Option holdings

	Number of options at beginning of year	Number of exercisable options as at 1 January 2024	Number of options allocated in 2024	Number of exercisable options as at 31 December 2024	Number of allocated options as at 31 December 2024
Nils K. Selte	258 133	-	249 861		507 994
Hege Holter Brekke	196 887	-	73 271	66 793	270 158
Audun Stensvold	70 212	-	71 198		141 410
Maria Syse-Nybraaten	70 244	-	71 231		141 475
Øyvind Torpp	131 002	-	126 804		257 806
Camilla Tellefsdal Robstad	123 517	20 363	59 411	48 437	182 928



Management Team shareholdings

Names	Shareholding as at 31 December 2023	Purchases in 2024	Sales in 2024	Shareholding as at 31 December 2024
Nils K. Selte	212 765	30 000		240 765 <sup>2</sup>
Arve Regland	-	100 000		100 000
Hege Holter Brekke	15 435			15 435
Audun Stensvold	25 370			25 370
Maria Syse-Nybraaten	7 370			7 370
Øyvind Torpp	37 070	62 930		100 000
Camilla Tellefsdal Robstad	11 557			11 557

1 All figures reflect total holdings including related parties.  
2 The difference in shareholdings as at 31 December 2024 is due to changes in related parties.

President and CEO remuneration

Evaluation of salary level

The salary levels of the President and CEO and senior executives are evaluated annually by reference to relevant comparable companies from the general Norwegian industrial sector and Nordic investment companies.

In 2024, the President and CEO’s salary was compared to the following companies<sup>1</sup>

- Equinor ASA, DNB ASA, Storebrand ASA, Norsk Hydro ASA, Telenor ASA, Yara International ASA, Vår Energi ASA and Statkraft AS (general Norwegian industrial sector)
- Aker ASA, Ferd, Investor AB, Industrivärden AB, Latour AB and Kinnevik AB (Nordic investment companies).

The results of the comparison are as follows for the President and CEO’s remuneration package:

Benchmark	Assessment of total remuneration received by the President and CEO
General Norwegian industrial sector	Above median
Nordic investment companies	Below median

1 The benchmark was conducted with support from an independent third-party consultancy firm.

Annual changes, last five financial years

The tables below show annual changes in the remuneration received by members of the Management Team, Orkla’s performance and the average remuneration paid to other employees in the last five financial years. The next page shows annual changes in the remuneration received by former members of the Management Team.

Management team

Amounts in NOK 1 000

Name	Position	2024			2023			2022			2020		
		Total remuneration <sup>1</sup>	Annual change <sup>2</sup>	Variable share	Total remuneration	Annual change	Variable share	Total remuneration	Annual change	Variable share	Total remuneration	Annual change	Variable share
Nils K. Selte	President & CEO	25 846	1%	44%	25 472	90%	47%	10 041		0%			
Arve Regland	EVP Finance & CFO	6 404		42%									
Hege Holter Brekke	EVP & Investment Executive	7 766	-4%	42%	8 069	44%	44%	5 612	1%	21%	5 551	-	30%
Audun Stensvold	EVP & Investment Executive	7 413	12%	43%	6 630	62%	44%	682		10%			
Maria Syse-Nybraaten	EVP & Investment Executive	7 700	10%	41%	7 018	15%	41%	1 521		19%			
Øyvind Torpp	EVP & Investment Executive	13 199	6%	43%	12 397	34%	44%	1 547		19%			
Camilla Tellefsdal Robstad	EVP Legal & Compliance	6 300	2%	42%	6 186	72%	45%	3 604		21%			

Financial results

Amounts in NOK 1 000

	2024	2023	2022	2021	2020
Organic growth <sup>3</sup>	3.5%	8.1%	9.6%	4.3%	1.6%
EBIT (adj.)	7 956	6 921	7 411	6 145	5 492
Total shareholder return (TSR)	35.2%	15.7%	-16.5%	5.0%	0.5%
Profit per share	6.06	5.21	5.04	4.82	4.37
Annual change in profit per share	16.3%	3.4%	4.6%	10.5%	13.8%

Remuneration paid to Orkla group employees

Amounts in NOK 1 000

	2024	2023	2022	2021	2020
Average number of full-time employees throughout the year	18 349	19 476	20 098	20 074	17 656
Average payroll costs	658	583	486	454	508
Annual change in average remuneration paid to Orkla group employees	12.9%	20.1%	6.9%	-10.6%	9.2%

1 Total remuneration = total paid salary and holiday pay, pension accruals for the year, accruals for the STI programme for the year, allocations for the LTI programme for the year, and benefits in kind. The figures stated are for the actual period employed in Orkla.  
2 The annual change is calculated using recalculated figures for the full year if the person was only employed by Orkla for part of the year.  
3 Organic growth is calculated for the consolidated portfolio companies



Former members

Amounts in NOK 1 000

Name	Position	Period	2024			2022			2021			2021			2020		
			Total remuneration <sup>1</sup>	Annual change <sup>2</sup>	Variable share <sup>1</sup>	Total remuneration	Annual change	Variable share	Total remuneration	Annual change	Variable share	Total remuneration	Annual change	Variable share	Total remuneration	Annual change	Variable share
Christer Grönberg	EVP Human Resources	1.10.2018-1.11.2024	6 791	Cumulative payment 2024		7 606	31%	46%	5 798	-14%	20%	6 743	-2%	31%	6 859	5%	38%
Atle Vidar Nagel-Johansen	EVP & Investment Executive	1.6.2012-1.11.2024	12 070	Cumulative payment 2024		14 140	51%	47%	9 376	11%	18%	8 468	-13%	31%	9 742	16%	43%
Harald Ullevoldsæter	EVP Finance & CFO	1.3.2020-1.6.2024	6 635	Cumulative payment 2024		7 666	37%	45%	5 582	-10%	22%	6 209	0%	34%	6 194	-	41%
Håkon Mageli	EVP Comm. & Corporate Affairs	11.4.2022-1.11.2024	5 622	Cumulative payment 2024		6 465	29%	42%	4 998		21%						
Jaan Ivar Semlitsch	President & CEO	15.8.2019 - 10.04.2022				7 031	Final payment		21 303	Cumulative payment 2022		15 910	-5%	34%	16 721	11%	40%
Kenneth Haavet	EVP Cons. & Fin.Inv.	1.2.2020 - 16.2.2022				973	Final payment		3 404	Cumulative payment 2022		6 402	-1%	40%	5 905		43%
Sverre Prytz	EVP Strategy & M & A	1.12.2019 - 31.10.2022				2 740	Final payment		4 812	Cumulative payment 2022		5 862	-5%	34%	6 128	27%	39%
Ingvill T. Berg	EVP Orkla Conf. & Snacks	14.1.2021 - 10.4.2022							4 731	Cumulative payment 2022		5 570	-	34%			
Johan Clarin	EVP Orkla Food Ingredients	1.9.2013 - 10.4.2022							6 263	Cumulative payment 2022		7 144	8%	31%	6 593	-3%	31%
Terje Andersen	Acting CEO	7.5.2019 - 1.2.2020													6 916	Final payment	
Ann-Beth Freuchen	EVP Orkla Foods N&B / Conf.& S.	1.7.2015 - 14.1.2021										10 458	Final payment		8 083	14%	40%
Jeanette Hauan Fladby	EVP Orkla Confectionery & Snacks	1.10.2018 - 14.1.2021										7 597	Final payment		5 892	-5%	31%
Jens Staff	CFO	1.6.2014 - 29.2.2020													4 419	Final payment	
Peter A. Ruzicka	President & CEO	1.2.2014 - 7.5.2019													6 871	Final payment	
Johan Wilhelmsson	EVP Orkla Foods International	1.10.2018 - 14.1.2021													7 405	28%	44%

1 Total remuneration= total paid salary and holiday pay, pension accruals for the year, accruals for the STI programme for the year, allocations for the LTI programme for the year, and benefits in kind. Quoted figures are for the actual period employed in Orkla.

2 The annual change is calculated using recalculated figures for the full year if the person was only employed by Orkla for part of the year.

Deviations from the guidelines

As part of the transformation of Orkla’s operating model and the streamlining of the organisational model, changes were made to Orkla ASA’s Management Team in 2024. As a result of these changes, an agreement was entered into whereby Christer Grönberg, who was EVP HR at the time and who retired with effect from 1 January 2025 after more than 26 years with Orkla, was allowed to retain his unexercised options after retirement. This entails a deviation from the provision that unexercised options lapse on retirement.

Independant Auditor’s Assurance Report



Shape the future  
with confidence

Statsautoriserte revisorer  
Ernst & Young AS

Stortorvet 7, 0155 Oslo  
Postboks 1156 Sentrum, 0107 Oslo

Foretaksregisteret: NO 976 389 387 MVA  
Tlf: +47 24 00 24 00

www.ey.no  
Medlemmer av Den norske Revisorforening

**INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REMUNERATION REPORT**

To the General Meeting of Orkla ASA

**Opinion**

We have performed an assurance engagement to obtain reasonable assurance that Orkla 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, 18 March 2025  
ERNST & YOUNG AS

Petter Larsen  
State Authorised Public Accountant (Norway)

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

A member firm of Ernst & Young Global Limited



