# MOVI®

## Remuneration report for Executive Management 2021



### Introduction

Pursuant to section 6-16a of the Public Limited Companies Act, the Board of Directors (Board) of Mowi ASA (Company) is required to prepare Guidelines for remuneration and other benefits to the Chief Executive Officer and the other members of Mowi's Executive Management.

### **Remuneration Guidelines**

The Remuneration Guidelines for Mowi's Executive Management was proposed by the Board of Directors and approved by the Annual General meeting (AGM) in 2021. Approved guidelines remains valid until the AGM adopts new guidelines, until any material changes to the policy occurs, or until the four-year limit in PLCA Section 16-6a (5). The Board is not proposing any changes to the Remuneration Guidelines in 2022. The Guidelines are published at mowi.com. This Remuneration Report has been set up in compliance with the guidelines approved in 2021, and applicable legislation.

The purpose of the Guidelines is to provide a strong framework for executive remuneration that contributes to achieve Mowi ASAs ("Company") business strategy, long-term interest and ensure the company is run sustainably, for continuous creation of long-term shareholder value. The key elements of the group strategy for the Company is long-term growth, cost performance and sustainability. The Guidelines are in line with recognized principles of corporate governance, and the remuneration principles shall be transparent, understandable and meet general acceptance internally in the Company, among the Company's shareholders and with the public. The remuneration principles for variable compensation is linked to the Company goals and as such supports the Company strategy, long term-interest and financial sustainability.

The aim of the remuneration offered to the Executive Management set out in the Guidelines is to attract executives with the experience and competence required by the Company, retain employees with important expertise and leadership qualities, and motivate the management through incentives to contribute in the long-term to reach the Company's business goals. The terms aim to be balanced in relation to experience, responsibilities and performance. The total compensation offered to Executive Management shall be competitive, both nationally and internationally.

The Company's Executive Management includes:

- the CEO
- Group Management Team
- Senior members of Corporate staff

#### The Guidelines apply also to Employee members of the Board.



### **Remuneration Guidelines**

The Board is responsible for paying remuneration and other benefits in accordance with the Guidelines adopted by the AGM. The Board is directly responsible for the determination of the CEO's salary and other benefits, in accordance with the latest AGM Guidelines. The CEO is, in consultation with the Chair of the Board, responsible for the determination of the salary and other benefits for the Company's other Executive Management, in accordance with the latest AGM Guidelines.

### Financial performance of the Mowi Group in 2021

(EUR MILLION) YEAR	Ambition	2021	2020	2019	2018	201
REVENUES & COST						
Revenue and other income	Proftable growth	4 202.2	3 760.2	4 135.6	3 811.9	3 649.4
Harvest volume of salmonids (GWT)	Growth > market	465 600	439 829	435 904	375 237	370 346
Value-added share of sales (salmon)	Increased share	58.1%	56.4%	51.4%	50.9%	48.3%
Cost in box (EUR/kg)	Leadership	4.47	4.37	4.26	4.12	4.16
Market price of salmon (EUR/kg)		5.68	5.00	5.79	6.19	6.31
PROFITABILITY						
Operational EBITDA		690.3	504.6	874.5	906.2	942.5
Operational EBIT		522.6	337.7	720.9	752.8	792:
EBIT		602.2	183.5	617.0	925.4	484.9
Operational EBIT (EUR/kg)		1.12	0.77	1.65	2.01	2.14
Profit or loss for the year		487.9	119.1	476.3	567.2	4623
Cash flow from operations		833.1	502.7	759.0	620.9	632.4
Net cash flow per share (EUR)		0.85	0.01	0.59	0.51	0.74
ROCE %	Above 12% p.a	13.4%	8.3%	19.9%	24.9%	26.79
THE SHARE						
Total market value OSE (NOK million)	Long-term value creation	107 921	98 768	118 005	94 280	68 13
Number of shares (million)		517.1	517.1	517.1	516.0	490.
Earnings per share (EUR) - basic		0.94	0.23	0.92	1.15	0.9
Underlying earnings per share (EUR)		0.71	0.43	0.99	1.11	1.2
Dividend declared and paid per share (NOK)	Long-term value creation	4.45	2.60	10.40	10.40	12.4
PEOPLE						
Number of FTEs	Productivity improvement	13 984	14 645	14 998	14 537	13 2
LTI per million hours worked	Reduction	2.5	2.7	4.3	4.8	
				4.000		-

Below 4 %

5.2%

5.1%

4.7%

5.0%

5.2%

In 2021 Mowi achieved all-time high harvest volumes of 465 600 tonnes. Record-high production volumes where also achieved in Consumer Products with 247 600 tonnes. The total revenues of 4,202.2 million EUR was the highest ever. The Operational EBIT of EUR 522.6 million improved from 2020 but was affected negatively by the Covid-19 pandemic.

Absenteeism

### **Remuneration of the Board of Directors**

The Nomination Committee proposes an annual fee for members of the Board of Directors, for approval in the AGM. In 2021 the AGM approved the annual fees from AGM 2021 until AGM 2022. The Annual Board member fee is not linked with any performance indicators. Audit committee members received and additional fee for the audit committee participation. The fees were adjusted as shown in the tables.

Approved in 2021 AGM (EUR thousand)	Board fee	Audit committe fee
Chair	138	15
Vice chair	71	N/A
Board member	53	10
Deputy member, pr meeting	1	N/A

Approved in 2020 AGM (EUR thousand)	Board fee	Audit committe fee
Chair	112	14
Vice chair	63	N/A
Board member	47	9

### **Remuneration of the Board of Directors**

The Board remuneration is compliant with the 2021 AGM Remuneration guideline approval:

Remuneration to Board of

Directors 2021 (EUR thousand)	Board role	Audit committe role	Board fee	Audit committe fee	Total Fee
Ole-Eirik Lerøy	Chair		128		128
		-			
Kristian Melhuus	Vice chair second half of the year / Member first half of the yea	r	60		60
Cecilie Fredriksen	Member		51		51
Nicolas Gheysens	Member second half of the year		31		31
Lisbet K. Nærø	Member	Chair	51	15	66
Bjarne Tellmann	Member	Member	51	10	61
Solveig Strand	Member		51		51
Hans Jakob Lande	Member - employee representative		51		51
Marianne Andersen	Member - employee representative, parts of the year		5		5
Jørgen Wengaard	Member - employee representative, parts of the year		5		5
Alf-Helge Aarskog	Vice chair first half of the year		28		28
Kari Bjørgan	Member - employee representative, parts of the year		41		41
Kathrine Fredriksen	Deputy member		1		1
Anders Sæther	Member - employee representative, parts of the year		30		30

### **Remuneration of the Board of Directors**

As of 31.12.2021 the members of the Board of Directors hold the following number of shares and made such transactions during 2021:

Name	Role	Shareholding pr 31.12.2020	Purchased 2021	Sold 2021	Shareholding pr 31.12.2021
Ole-Eirik Lerøy	Chair	1,500,964	268		1,501,232
Kristian Melhuus	Vice chair	964	268		1,232
Cecilie Fredriksen	Member	964	268		1,232
Nicolas Gheysens	Member	-	268		268
Lisbet K. Nærø	Member	964	268		1,232
Bjarne Tellmann	Member	902	268		1,170
Solveig Strand	Member	2,338	268		2,606
Hans Jakob Lande	Member - employee representative	503	412		915
Marianne Andersen	Member - employee representative	579	144		723
Jørgen Wengaard	Member - employee representative	741	144	-741	144



### **Remuneration of the Executive Management**

Mowi's remuneration scheme is structured and linked with the Company strategy, goals, long term-interest and aim for financial sustainability, as outlined in the Remuneration guideline.

The Company offers remuneration and benefits to the Executive Management consisting of components including fixed salary, annual cash bonus, long-term share option scheme, pension contribution and benefits in kind.

#### **Fixed salary**

The fixed salary consists of the base salary and any fixed cash allowances paid as part of their participation in the Group Management Team (GMT).

The fixed salary level aims to support the Company's ability to attract and retain leaders that will contribute in the long-term to reach the Company's business goals. The fixed salary is assessed annually, observing trends in local labor markets, the results achieved, and individual performance and contributions to the development of the Company, using internationally recognized job assessment systems, with the aim to utilize an objective and globally consistent salary benchmark and methodology.

### **Remuneration of the Executive Management**

#### Annual bonus

The annual bonus program is based on pre-defined and measurable targets, linked with Mowi's strategy and goals for long-term growth, cost performance and sustainability. The scheme is cash-based and payment under the bonus program is calculated for each individual based on actual achievement of the set targets. The bonus consists of both company targets and individual targets. In 2021, the group targets accounted for 70% of the bonus while individual targets accounted for 30% and was in 2021 capped at 50% of the fixed base salary. The group targets were related to earnings, the global cost reduction program, the productivity program and health and safety measured by Lost Time Incidents (LTIs) per million hours worked. The group targets were partially achieved.

The table on the next page shows total remuneration paid in 2021, fixed base salary in 2020 and 2021, bonus earned in 2020 and paid in 2021, share options executed in 2021, and benefits in kind paid in 2021.



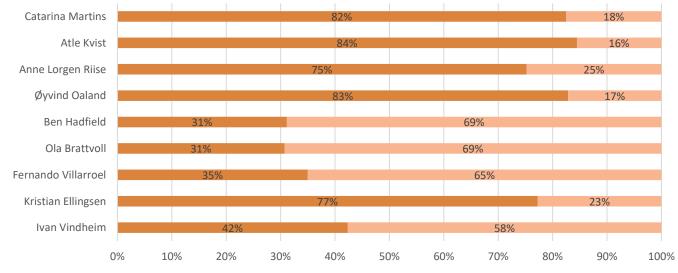
### **Remuneration of the Executive Management**

#### (Amounts in EUR thousand)

Name	Role	<b>Current positition</b>	Annual salary pr Sa	lary Increase An	nual salary pr	Paid salary including	Paid bonus 2021	Executed share		Total paid
		held from	01.01.2021	2021	31.12.2021	vacation pay 2021	including vacation pay	based options	Benefits in kind	remuneration 2021
Ivan Vindheim	CEO	2019	662	11	673	681	202	727	2	1,611
Kristian Ellingsen	CFO	2019	197	10	207	209	62	-	1	271
Fernando Villarroel	COO	2020	238	3	241	250	60	404	-	715
Ola Brattvoll	COO	2013	254	4	258	262	76	516	1	855
Ben Hadfield	COO	2013	302	5	307	306	63	613	-	982
Øyvind Oaland	COO	2020	246	4	250	251	55	-	13	318
Anne Lorgen Riise	CHRO	2012	156	3	159	160	53	-	1	215
Atle Kvist	COO	2020	197	10	207	208	38	-	0	247
Catarina Martins	CTO/CSO	2020	187	3	190	191	41	-	1	233

\* For bonus earned not paid during 2021 and pension contribution see page 14.

### **Composition of the Executive Management remuneration**



Mix between basic and variable renumeration 2021

Basic remuneration

The table shows the composition of the remuneration and the mix between fixed and variable remuneration for Executive Management. Basic remuneration consist of salary including vacation pay, fixed benefits in kind and pension cost, while variable remuneration consist of paid bonus (STI) and executed share based options (LTI) during the year.



### **Share Option Scheme**

The share-based option scheme aims to attract and retain high performing leaders that will play a core role in reaching the Company's long-term business goals. The share option scheme establishes a strong shared interest between executive management and shareholders in creating shareholder return.

The scheme is based on annual allocations by the Board of Directors of several European call options with a strike price of 107.5% of the share price at the date of the annual general meeting authorising allocations under the scheme. The options have a term of four years. The exercise of the option is conditional upon the option holder being employed in a non-terminated position in the Company at the date of exercise. Total profit through the exercise of the option in a year is capped at two years' salary for the option holder.

The eligibility to the share option scheme is determined by the Board, and was in 2021 limited to: the CEO, Executive Management, management and key experts of business areas, subsidiaries and group functions, based on the pre-defined criteria as described in the AGM Remuneration guideline.

#### Non-exercised Share Options granted to Executive Management pr 31.12.2021

Name	Role (Allocation date)	Allocation date	Options allocated	Vesting period	Excercise date	Strike price (unadjusted)	Strike price (dividend adjusted pr 31.12.2021)	Number of options (dividend adjusted pr 31.12.2021)
Ivan Vindheim	CEO	23.06.2021	200,000	4 years	23.06.2025	247.14	243.65	202,861
	CEO	25.08.2020	130,000	4 years	25.08.2024	209.81	205.79	132,538
	CFO	20.06.2019	100,000	4 years	20.06.2023	222.41	210.68	105,570
	CFO	22.06.2018	100,000	4 years	22.06.2022	178.12	159.87	111,415
Kristian Ellingsen	CFO	23.06.2021	100,000	4 years	23.06.2025	247.14	243.65	101,431
	CFO	25.08.2020	55,000	4 years	25.08.2024	209.81	205.79	56,074
Fernando Villarroel	COO	23.06.2021	100,000	4 years	23.06.2025	247.14	243.65	101,431
	MD Mowi Chile	25.08.2020	35,000	4 years	25.08.2024	209.81	205.79	35,683
	MD Mowi Chile	20.06.2019	45,000	4 years	20.06.2023	222.41	210.68	47,506
	MD Mowi Chile	22.06.2018	45,000	4 years	22.06.2022	178.12	159.87	50,137
Ola Brattvoll	c00	23.06.2021	100,000	4 years	23.06.2025	247.14	243.65	101,431
	000	25.08.2020	55.000	4 years	25.08.2024	209.81	205.79	56,074
	000	20.06.2019	100.000	4 vears	20.06.2023	222.41	210.68	105,570
	000	22.06.2018	100,000	4 years	22.06.2022	178.12	159.87	111,415
Ben Hadfield	c00	23.06.2021	100,000	4 years	23.06.2025	247.14	243.65	101,431
	000	25.08.2020	55,000	4 years	25.08.2024	209.81	205.79	56,074
	COO	20.06.2019	100,000	4 years	20.06.2023	222.41	210.68	105,570
	COO	22.06.2018	100,000	4 years	22.06.2022	178.12	159.87	111,415
Øyvind Oaland	COO	23.06.2021	100,000	4 years	23.06.2025	247.14	243.65	101,431
	COO	25.08.2020	55,000	4 years	25.08.2024	209.81	205.79	56,074
	СТО	20.06.2019	25,000	4 years	20.06.2023	222.41	210.68	26,392
	СТО	22.06.2018	25,000	4 years	22.06.2022	178.12	159.87	27,854
Anne Lorgen Riise	CHR	23.06.2021	25,000	4 years	23.06.2025	247.14	243.65	25,358
	CHR	25.08.2020	25,000	4 years	25.08.2024	209.81	205.79	25,488
	CHR	20.06.2019	25,000	4 years	20.06.2023	222.41	210.68	26,392
	CHR	22.06.2018	25,000	4 years	22.06.2022	178.12	159.87	27,854
Atle Kvist	COO	23.06.2021	100,000	4 years	23.06.2025	247.14	243.65	101,431
	COO	25.08.2020	55,000	4 years	25.08.2024	209.81	205.79	56,074
	MD Mowi Feed	20.06.2019	25,000	4 years	20.06.2023	222.41	210.68	26,392
Catarina Martins	CTO/CSO	23.06.2021	25,000	4 years	23.06.2025	247.14	243.65	25,358
	CTO/CSO	25.08.2020	25,000	4 years	25.08.2024	209.81	205.79	25,488
	CSO	20.06.2019	25,000	4 years	20.06.2023	222.41	210.68	26,392

### Executive Management remuneration earned in 2021, not paid

#### Not paid remuneration earned during 2021 (in EUR thousand)

		Annual bonus		Total earned and
Name	Role	earned in 2021	Pension cost	allocated 2021
Ivan Vindheim	CEO	202	7	209
Kristian Ellingsen	CFO	67	7	74
Fernando Villarroel	COO	60		60
Ola Brattvoll	COO	78	7	85
Ben Hadfield	COO	93		93
Øyvind Oaland	COO	72	7	79
Anne Lorgen Riise	CHRO	52	7	59
Atle Kvist	000	63	6	69
Catarina Martins	CTO/CSO	62	7	69

### **Benefits in kind**

#### **Benefits in kind**

The remuneration scheme includes various benefits in kind including phone, laptop, Wi-Fi, newspaper subscriptions, parking arrangements and car allowance or company car. Benefits are offered on general market terms.

#### Pension and insurance

All current pension schemes are collective and contribution-based. The insurance scheme is collective and offered on standard legal and market terms.

#### Share purchase program

Executive Management is eligible to participate in Mowi's share purchase scheme. The scheme allowed in 2021 employees to buy shares for up to NOK 30 thousand with a 20% discount. The share purchase program comes in addition to the Share Option Scheme.



### Shares held by Executive Management

As of 31.12.2021 the Executive Management hold the following number of shares and made such transactions during 2021:

Name	Role	Shareholding pr 31.12.2020	Purchased 2021	Sold 2021	Shareholding pr 31.12.2021
Ivan Vindheim	CEO	7,413	144	0	7,557
Kristian Ellingsen	CFO	753	144	0	897
Catarina Martins	CTO/CSO	2,198	144	0	2,342
Øyvind Oaland	COO	5,141	144	0	5,285
Ben Hadfield	COO	7,623	144	0	7,767
Fernando Villaroel	COO	165	144	0	309
Ola Brattvoll	COO	9,984	144	0	10,128
Atle Kvist	COO	296	144	0	440
Anne Lorgen Riise	CHRO	1,111	144	0	1,255

### **Executive Management Remuneration compared with financial results**

Mowi applies the same principles for remuneration across the group, with external benchmarking of salaries in the labour market, and a defined link between financial and operational performance and achievement of pre-defined and measurable targets. The table shows the development in the total remuneration of Executive Management in the period 2017-2021, financial results and average remuneration on the Mowi Group.

#### Annual change in remuneration for Executive Management

Name	Positition	Period GMT	2021	2020	2019	2018	2017
Ivan Vindheim *	CEO	01.08.2012-	4.4%	8.2%	3.7%	-2.7%	5.3%
Kristian Ellingsen	CFO	12.11.2019 -	20.1%	12.1%			
Fernando Villarroel	COO	26.10.2020 -	155.7%				
Ola Brattvoll	COO	01.12.2010 -	1.9%	-4.6%	-0.3%	-2.1%	7.3%
Ben Hadfield **	COO	01.02.2013-	2.9%	2.3%	4.5%	2.3%	207.2%
Øyvind Oaland ***	COO	01.01.2011 -	4.1%	3.6%	6.3%	-58.8%	170.6%
Anne Lorgen Riise	CHRO	01.12.2012-	-2.5%	-5.8%	3.9%	-57.6%	151.8%
Atle Kvist	COO	01.01.2020 -	16.5%				
Catarina Martins ****	CTO/CSO	08.04.2019 -	6.8%	21.6%			
Financial results			2021	2020	2019	2018	2017
Revenue growth			11.8%	-9.1%	8.5%	4.5%	4.0%
Harvest volume (GWT)			465,600	439,829	435,904	375,237	370,346
Operational EBIT EUR mi	llion		522.6	337.7	720.9	752.8	792.1
Underlying earnings pr s			0.71	0.43	0.99	1.11	1.23
Annual change in underl		or share	65.1%	-56.6%	-10.8%	-9.8%	8.8%
Average remuneration N	/lowi group		2021	2020	2019	2018	2017
Average number of full t	ime employee	s	14,315	14,821	14,701	13,885	12,975
Average personnel cost	(EUR thousand)		39.7	37.7	38.3	36.4	36.8
Annual change in averag	e remuneratio	n	5.4%	-1.7%	5.4%	-1.3%	5.1%

\*Ivan Vindheim: CFO 2012-November 2019, CEO from November 2019

\*\*Ben Hadfield: COO Feed 2013-2019, COO Farming Scotland, Ireland, Faroe Island from 2020

\*\*\*Øyvind Oaland: CTO 2011 – April
2020, COO Farming Norway from
April 2020.

\*\*\*\*Catarina Martins: CSO 2019-April 2020, CTO/CSO from April 2020.

### Terms for Termination and Deviations from the policy

#### **Termination terms**

The Company has individual agreements on termination payments upon dismissal with the CEO and some members of the Executive Management. As part of the general terms for Termination Payments, the Board may require the individual to immediately step down from the position, and/or assign alternative job content for the duration of the notice period and the Termination Payment period. No Termination payments were applied during 2021.

#### **Deviations from policy**

The Board can under special circumstances deviate temporarily from the approved guidelines' part 2 on Remuneration and benefits and part 3 on Termination payment. There was no deviations made during 2021.



### The Board of Director's statement on the Remuneration Report

The Board of Directors has today reviewed and adopted the Compensation Report of Mowi ASA for the financial year 2021. The report is prepared in accordance with the Norwegian Public Limited Liability Companies Act, section 6-16a and supplementing regulations. The compensation report will be presented to the Annual General Meeting in June 2022 for an advisory vote.

Bergen, 10 May 2022

Ole-Eirik Lerøy Chair of the Board

Kristian Melhuus

Vice Chair of the Board

Cecilie Fredriksen

Lisbet K. Nærø

Bjarne P. Tellmann

Solveig Strand

Nicolas Ghevsens

Marianne Andersen Employee representative

lørgen J. Wengaard Employee representative

Vans Jakob Landle

Hans Jakob Lande Employee representative

### **INDEPENDENT AUDITOR'S ASSURANCE REPORT**



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INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REMUNERATION REPORT

Statsautoriserte revisorer

Ernst & Young AS

To the General Meeting of Mowi ASA

#### Opinion

We have performed an assurance engagement to obtain reasonable assurance that Mowi ASA's 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 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. 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.

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Bergen, 10 May 2022 ERNST & YOUNG AS m Øvvind Nore State Authorised Public Accountant (Norway)



A member firm of Ernst & Young Global Limited



### Appendix

Senior Executives in Mowi are remunerated in local currency NOK, except Ben Hadfield and Fernando Villarroel who are remunerated in GBP and CLP respectively. The members of the Board of Directors are remunerated in NOK. As in the Annual Report, the amounts in the Remuneration Report are presented in EUR. The following exchange have been applied:

	2021	2020	2019	2018	2017
NOK / EUR	10.1693	10.7464	9.8477	9.6072	9.3348
GBP / EUR	0.8593	0.8892	0.8763	0.8846	0.8769
CLP / EUR	898.99	904.41	786.44	756.45	732.7

