

# Corporate governance

For almost 100 years, Norconsult has been fully owned by the employees. In 2023 Norconsult went public, and the Company's shares were listed on Oslo Børs 10 November 2023. The IPO was done as a secondary sale of 34 percent of the outstanding shares. The listing of the Company attracted strong interest from high quality investors, including broad participation from leading Norwegian institutions, as well as selected tier 1 Nordic and international long only investors.

In addition, approximately 2 300 Norconsult employees and more than 3 300 retail investors subscribed for shares in the offering, further expanding the Company's shareholder base. The total number of employee shareholders were 4 100 when the Company was listed.

The background and IPO-process is described more in detail in previous sections *Message from the CEO* and *This is Norconsult*.

## Item 1: Implementation and reporting on corporate governance

Norconsult's Code of Ethics, our corporate culture summarised in LiVE and our principles for good corporate governance guide the Group. With this as a foundation and framework, we monitor and reduce business risk, maximise value and utilise our resources in an efficient and sustainable manner to the benefit of shareholders, employees and society at large. To create decent profitability in a decent way.

Principles for corporate governance are described in a Group policy adopted by the Group Board of Directors.

Norconsult's corporate governance shall comply with the Norwegian Public Limited Liability Companies Act (the *PLC*), the Norwegian Accounting Act ([www.lovdata.no](http://www.lovdata.no), in Norwegian only), the Norwegian Code of Practice for Corporate Governance (NUES) and the Oslo Børs Code of practice for investor relations. In addition,

from 2024, Norconsult will present a management report in line with ESRS 2 General disclosures. For 2023, the sustainability report has been prepared with reference to CSRD, but is not fully compliant with the directive and reporting standards, ESRS.

Reporting on corporate governance shall be presented annually. The Board's annual statement on corporate governance for 2023 follows below. The statement covers each item of the Code of Practice for Corporate Governance (NUES, 14 October 2021), with the following deviations:

Item 5 – Shares and negotiability

- No shareholder may vote at the General Meeting for more than 25 percent of the shares issued by the Company. This is to prevent one single shareholder from taking control of the General Meeting and a possible hostile take-over of the Company. As a knowledge-based company with a strong tradition for employee ownership, Norconsult believes it is in no shareholder's interest to do a hostile take-over.

Item 6 - General meeting

- It is not a requirement that all members of the Board of Directors attend the General Meeting. The Board of Directors did not do so in 2023, due to the items on the agenda not requiring this. The Chair of the Board of Directors is always present at General Meetings.

## Item 2: Business

Norconsult group comprises the parent company Norconsult ASA with subsidiaries (*Group*). Most of the Group's interdisciplinary consultancy services are performed through the company Norconsult Norge AS and its subsidiaries in Norway, Sweden and Denmark. The Group's operations are organised in six business areas. Norconsult's purpose is to provide consulting engineering services and other business connected thereto, including the purchase and sale of real estate, research and development and acquiring interests in other companies through purchase of shares or in other manner. The Group contributes with defined goals, strategy and risk management to a sustainable society through innovative and targeted consultancy services.

The Board of Directors has adopted a strategy for 2022–24 and regularly monitors the status of the strategy vis-à-vis the business area action plans, and an annual assessment of strategic risk facilitated by the Internal Audit. Through the strategy, Norconsult strengthens its ambition for the three strategic themes of sustainability, digitalisation and collaboration. Strategic objectives are established for employees, clients and owners.

More detailed information on sustainability and material matters is given in our sustainability report (environmental, social and governance information). The Sustainability report is reviewed by the Board.

Norconsult's Articles of Association are available on our website [www.investor.norconsult.com](http://www.investor.norconsult.com), under Corporate governance.

## Item 3: Equity and dividends

The financing of Norconsult is based to a significant degree on retained earned income over several years. Norconsult had a solid capital structure as of 31 December 2023 with no interest-bearing long-term debt excluding IFRS 16 lease liabilities. The Group's equity ratio as of 31 December 2023 was 32.5 percent. To ensure robust financing in the event of substantial market-related and operational fluctuations, Norconsult has established an overdraft facility of NOK 500 million at Nordea. In addition, Norconsult has established bilateral revolving credit facility of NOK 600 million with DNB Bank ASA.

Norconsult's objective is to pay a dividend above 50 percent of the net profit for the year over time. However, there will be several matters that may affect the Board's recommendation regarding the dividend for a particular year. Circumstances that are considered may include expected future cash flows, financing requirements, investments and financial flexibility. Payment of dividends normally occurs after Norconsult has held its Annual General Meeting.

An extraordinary general assembly held 11 October 2023 approved a share split of 25 to 1, increasing the number of shares in Norconsult to 310 496 875, each with a face value of NOK 0.02. All share and per share information in this annual report have been adjusted to reflect the number of shares after the split.

For the financial year 2023, the Board of Directors proposes a dividend of NOK 1.20 per share, compared with NOK 0.96 per share in 2022. Dividends paid out in Q2 2023 were NOK 271.5 million. An extraordinary general assembly held 11 July 2023 gave the board an authorisation to declare a dividend based on the 2022 financial statements. A dividend of NOK 2.12 per share,

equal to a total of NOK 597 million was distributed to shareholders in October 2023.

The Board is authorised to issue shares subject to the restrictions imposed by the General Meeting.

At an extraordinary General Meeting held 11 October 2023 the following authorisations were given:

- The Board was authorised to increase the share capital in the Company with up to 10 percent for use in connection with business acquisitions. The capital increase can be in the form of cash and assets other than cash including mergers and demergers. The authorisation is valid until the next ordinary annual meeting but not longer than to 30 June 2024.
- The Board was authorised to purchase treasury shares up to 10 percent of the total number of shares issued for use in connection with business acquisitions, mergers, demergers, investments or for subsequent sale of acquired shares or share capital reductions. The purchase price is limited from NOK 1 to maximum NOK 200 per share. The authorisation is valid until the next ordinary annual meeting but not longer than to 30 June 2024.

## Item 4: Equal treatment of shareholders

All shares have identical voting rights, with the exception of shares owned by the Group. All shares are traded through Oslo Børs.

All shareholders are simultaneously informed through the Group's web site, Investor Relations ([www.investor.norconsult.com](http://www.investor.norconsult.com)). Before the listing in November, information was also provided through the Norconsult intranet, by email and in the share portal Norconsult Stocks.

No shareholder may vote at the General Meeting for more than 25 percent of

the shares issued by the Company. This is to prevent one single shareholder from taking control of the General Meeting and a possible hostile takeover of the Company. This is regulated in the Articles of Association.

## Item 5: Shares and negotiability

Under Norconsult's previous ownership model, trading of the company's shares was limited by the Articles of Association, and shares could only be transferred between the Group and employees.

The shares of Norconsult are listed on Oslo Børs.

Apart from that no shareholder may vote at the General Meeting for more than 25 percent of the shares issued by the Company, the Company's Articles of Association do not contain any further limitations on the transferability of shares, and the shares are consequently freely transferable.

Norconsult has only one class of shares, and all shares carry equal rights, including voting rights. Each share is entitled to one vote at the general meeting.

Norconsult regularly updates and publishes a list of the largest shareholders on [www.investor.norconsult.com](http://www.investor.norconsult.com). This as a part of our work to ensure transparency and responsible business practices, and as aligned with good practice.

## Item 6: General Meetings

The owners exercise the highest authority in the Group through the General Meeting of Norconsult. The Board shall make it possible for as many shareholders as possible to participate in the General Meeting and ensure that the General Meeting is an effective meeting place between the Board and the shareholders.

The Annual General Meeting is held before the end of June each year, and

all general meetings are convened by the Board at least 21 calendar days before the relevant general meeting date. The general meetings are by decision of the Board conducted as physical and/or virtual meetings.

The General Meeting notice is sent to all shareholders individually or to their depository banks. The meeting notice includes information regarding shareholders’ rights and guidelines for meeting registration and voting, including information regarding the processes for shareholders’ digital participation, digital advance voting, and the use of proxy.

Documents regarding agenda items to be considered at the General Meeting are made available at the Company’s website, [www.investor.norconsult.com](http://www.investor.norconsult.com). A shareholder may still request the relevant documents to be sent to him or her, cf. Articles of Association §5.

The General Meeting elects an independent person to chair the meeting. The Chair of the Board, the President & CEO and the CFO are required to attend the General Meeting. The Board of Directors and the senior executives are encouraged to be present.

The Nomination Committee, through its Chair, attends the General Meeting and submits recommendations for shareholder-elected Board members and fees for Board members and committee meetings.

The Group’s external auditor attends the General Meeting to the extent the agenda items make such attendance relevant.

The minutes of the General Meetings will be made available on [www.investor.norconsult.com](http://www.investor.norconsult.com) right after the relevant meeting.

Item 7: Nomination Committee

The Nomination Committee for Norconsult ASA consists of four members who are elected for up to

two years at a time. Normally a new member is elected each year, so there is a gradual rotation among the committee members. This is regulated by the Articles of Association and decided by each General Meeting.

The work of the Nomination Committee is described in a guideline approved by the General Meeting. The Nomination Committee is required each year to propose shareholder-elected candidates for the Board, fees to the Board members for board meetings and committee meetings as well as candidates for the Nomination Committee.

Members of the Nomination Committee are currently all employees of Norconsult Norge AS. None are senior executives or incoming or outgoing Board members. Gender balance shall be sought and was achieved in 2023. The Nomination Committee currently comprises of Solveig Fosse Egeberg (Chair), Kristian Aunaas, Mari Fagerjord and Petter Kittelsen.

Members of the Nomination Committee were not paid any separate fee in 2023, as they were all employees of Norconsult and compensated accordingly.

Candidates for the Board who are proposed to the General Meeting, are required as a collective to provide the Group with a qualified, committed and insightful Board for the best possible operation and development of the Group. The candidates must have the necessary capacity and experience and expertise in matters concerning the Group’s strategic, marketing, business and operational challenges and meet formal requirements for expertise and composition.

The final recommendation to the General Meeting is based on interviews with the Board, the Group management, a selection of the shareholders, as well as the Board’s self-evaluation.

More information about the Nomination Committee and how shareholders may propose candidates for the Board is found on [www.investor.norconsult.com](http://www.investor.norconsult.com), under Corporate governance.

Item 8: Board of Directors: composition and independence

*Composition of the Board of Directors*  
The Board shall comply with the requirements of the PLC to manage assets in the Group on behalf of the owners and to supervise the day-to-day management delegated to the President & CEO. The Board shall appoint and remove the President & CEO. Members of the Group’s Executive Management may not serve on the Board.

Pursuant to the Articles of Association §4, the company’s Board of Directors shall be composed of 6 to 9 members. The members and any deputy members are normally elected for up to two years at a time, but in 2023 the shareholder-elected members were elected for one year only. The current Board consists of eight members, including three external and independent shareholder-elected Board members, two internal shareholder-elected Board members and three Board members elected by the employees.

Norconsult and its employees have agreed not to have a corporate assembly. The company is thus required to include three employee-elected members on the Board. Norconsult believes this solution, with employee-elected board members instead of a corporate assembly, supports more direct communication between shareholders and management, increases accountability, and improves the speed and quality of the Company’s decision-making.

The Board Chair and the Deputy Chair are elected from the external shareholder-elected Board members. At the General Meeting in May 2023, Nils Morten Huseby was elected as Board Chair and Mari Thjømøe was elected as Deputy Chair. Vibecke Hverven was elected as an external shareholder-

elected Board member. The internal shareholder-elected members were Lars-Petter Nesvåg and Anni Ulfendahl. The employee-elected members were Harald Trosvik, Helge Hesjedal Wiberg and Anne Jenny Bergseth.

There is a full gender balance amongst both the shareholder-elected and the employee-elected board members, and the Board’s gender composition is accordingly compliant with the mandatory requirements.

Competence of the Board of Directors

Name and position	Experience
<b>Nils Morten Huseby</b>  Chair of the Board Head of the Compensation Committee External and independent Year of birth: 1966 Nationality: Norwegian Number of shares: 52 631	<p>Served on the Board since 2017, as Chair since 2022.</p> <p>Huseby is the CEO of Institute for Energy Technology (IFE), an independent research foundation and a leader in international energy research. He has over 30 years of broad international experience in the energy industry and technology-driven businesses, including over 20 years as a top executive. Prior to joining IFE in 2016, he was the CEO of Rainpower. Huseby has also served as the Director of the South America operations for SN Power (Statkraft Group), as well as held various positions in NOS ASA, McKinsey &amp; Company, and Shell International.</p> <p>Master’s degree in Mechanical Engineering from the Norwegian University of Science and Technology (NTNU) in Trondheim in 1991.</p> <p>Huseby has completed a course in sustainability reporting at the Norwegian institute for board members, organised by PwC and Wikborg Rein.</p>
<b>Mari Thjømøe</b>  Deputy Chair of the Board Head of Audit Committee External and independent Year of birth: 1962 Nationality: Norwegian Number of shares: 21 052	<p>Served on the Board since 2017.</p> <p>Thjømøe has a background in top management and board work in the energy sector, renewable industry, manufacturing, technology, and finance. She currently works with board assignments, consulting, and investment activities. She has experience from major publicly listed companies such as Norsk Hydro, Equinor (senior vice president), Norwegian Property (CFO and acting CEO), as well as KLP (CFO), and as a board member in Hafslund, Tryg Group, Sintef, Scatec, Oslo Børs and Petoro.</p> <p>Degree in Business Economics from the BI Norwegian Business School, specialising in international economics and finance, and is a certified financial analyst from the Norwegian School of Economics. She has also completed senior executive programs at the London Business School and Harvard Business School.</p> <p>Thjømøe has worked with sustainability for several years and attended several seminars regarding different sustainability matters. Thjømøe has completed a course in sustainability reporting at the Norwegian institute for board members, organised by PwC and Wikborg Rein.</p>
<b>Vibecke Hverven</b>  Member of the Board Member of the Audit Committee External and independent Year of birth: 1963 Nationality: Norwegian Number of shares: 52 631	<p>Served on the Board since 2022.</p> <p>Hverven has many years of experience as a leader in the energy sector, several renewable types of energy before serving as the CEO of Sweco in Norway. Previous she has also held the position of General Manager of a company in the real estate industry and a partner in a business consulting company. Hverven has many years of board experience from Norwegian Geotechnical Institute and Eidsiva Vannkraft, as well as board experience from other project management companies and property companies. In recent years, she has also been involved in start-up companies and funds.</p> <p>M.Sc. degree in Civil Engineering with a focus on structural engineering and geotechnics from the Norwegian University of Science and Technology (NTH) in 1986. She has completed various leadership executive programs at Ashridge Business School, London Business School and the Massachusetts Institute of Technology (MIT).</p> <p>As a CEO for several years, Hverven has been concerned with always ensuring sustainable development of companies through sustainable solutions for customers and the society. As board member, Hverven has contributed to increasing companies attractiveness and competitiveness through sustainable strategies and actions. Hverven has completed a course in sustainability reporting at the Norwegian institute for board members, organised by PwC and Wikborg Rein.</p>

Name and position	Experience
<b>Lars-Petter Nesvåg</b>  Member of the Board Member of the Compensation Committee Norconsult employee, not independent Year of birth: 1969 Nationality: Norwegian Number of shares: 667 809	Served on the Board as a shareholder-elected member since 2021.  He has been employed at Norconsult since 2000 and is currently the Head of the Railway and Tramway department at the headquarters. He has played a central role in building and developing the railway expertise at Norconsult over the past 15 years and actively participated in RIF Bane (the Association of Consulting Engineers Norway's railway committee) for many years.  Master's degree in Engineering from NTNU (Norwegian University of Science and Technology) in 1995.
<b>Anni Ulfendahl</b>  Member of the Board Norconsult employee, not independent Year of birth: 1986 Nationality: Swedish Number of shares: 27 961	Served on the Board as a shareholder-elected member since 2022.  She has spent her entire career in the energy sector, working for engineering consulting firms and holding leadership positions in Pöyry, AFRY, and Norconsult. Her area of experience is power grid and engineering of overhead transmission lines. At Norconsult, she leads the Swedish power transmission operations and has played a central role in building the business. In 2021 Ulfendahl was listed as one of the top ten most potential leaders under the age of 35 in Sweden in the category Energy & Engineering by Nova Talent (Nova 111 List).  Ulfendahl holds a Master's degree in Mechanical Engineering from Linköping University in 2012, specialising in Product Development and Innovation.
<b>Harald Trosvik</b>  Member of the Board Member of the Audit Committee Norconsult employee and employee elected, not independent Year of birth: 1958 Nationality: Norwegian Number of shares: 218 725	Served the Board since 2009, as an employee-elected representative. Has been a member of the Board's Compensation Committee and Audit Committee in various periods.  Trosvik has been employed at Norconsult AS since 1993. Prior to that, he gained experience in industry and sales. Trosvik has extensive experience in design, consulting, and project management within electrical and automation engineering, with a particular focus on remote control. He also has international experience from an oil storage project in Saudi Arabia.  Trosvik has been the leader of the largest professional association in Norconsult, Tekna, since 2005.  Master's degree in Engineering Physics from NTH (Norwegian University of Science and Technology) in 1983.
<b>Anne Jenny Bergseth</b>  Member of the Board Norconsult employee and employee elected, not independent Year of birth: 1976 Nationality: Norwegian Number of shares: 32 406	Served the Board since 2023, as an employee-elected representative.  She has 16 years of experience as an architect. She has worked for 12 years at Norconsult and currently serves as a specialist in cultural heritage. Prior to joining Norconsult, she worked at a smaller architectural firm and in public administration, focusing on planning.  Bergseth has a master's degree in Architecture from the Bergen School of Architecture and has additional education background in art history and photography.
<b>Helge Hesjedal Wiberg</b>  Member of the Board Member of the Compensation Committee Norconsult employee and employee elected, not independent Year of birth: 1983 Nationality: Norwegian Number of shares: 40 138	Served the Board since 2023, as an employee-elected representative.  He has approximately 17 years of experience as a consultant within fire safety engineering and assignment manager at Norconsult, and currently works as a specialist in the field. His experience ranges widely from industrial and infrastructure projects to simple garages and the development of fire safety organisations. Since 2008, he has been a member of the NITO union board at Norconsult and assumed the position of leader in 2016.  Wiberg is educated as a fire safety engineer from Høgskulen Stord/Haugesund in 2006.

<b>Board Independence</b> The shareholder-elected members of the Board are independent of the Group Executive Management, main shareholders and material business contracts, and do not have specific assignments for the company in addition to their duties as Board members. The same is valid for the employee-elected Board members, other than their employment contracts. However, the Board Chair is the CEO of the Institute for Energy Technology (IFE), which is a client of minor importance for Norconsult. The percentage of independent Board members (not employees of Norconsult) is 37,5 percent.	The primary responsibilities of the Board, and the frameworks governing the Board's work, are documented in the instructions for the Board of Directors, available on <a href="http://www.investor.norconsult.com">www.investor.norconsult.com</a> , under Governing policies and instructions. Matters for the Board are prepared by the President & CEO and the administration in consultation with the Board Chair.  Among other things, the Board instructions states that all Board members shall immediately notify the Board in writing if he or she has an interest in a transaction or agreement that has been entered into or is considered to be entered into by the Company. The Board Procedure includes instructions on the handling of agreements with related parties and intra-group agreements, including instructions that all such agreements shall be in writing or documented in writing, entered into on arms-length basis, and that it shall be assessed on a case-by-case basis whether a third-party fairness opinion of the relevant agreement is required. There were no significant transactions between the company and related parties in 2023.	The Board has the overall responsibility for ensuring that the Group management system is efficient and well-functioning. Group policies and procedures are implemented in order to ensure good corporate governance. The Group's management system ensures that the Company prevents, detects and stops corruption and other financial irregularities, complies with external requirements and expectations as expressed in key external laws and regulations, as well as implementing adequate risk management procedures. Compliance with the management system is audited by the Internal Audit department who reports to the Board's Audit Committee.  The Board of Directors of Norconsult held in total 16 board meetings in 2023. 13 meetings before the listing (Norconsult Holding AS) and 3 meetings after (Norconsult ASA). Attendance to board meetings is very high, and deputy representatives are rarely summoned. The Group Executive Management and Board are also in contact between the Board meetings as required.  Participation in Board and committee meetings in 2023 is listed below. Numbers refer to the total of meetings in Norconsult Holding AS and Norconsult ASA.
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Board member	Years as Board member	Meetings in 2023			
		Board of Directors	Audit Committee	Compensation Committee	Shareholder's committee <sup>3)</sup>
Nils Morten Huseby	2017 -	16		5	4
Mari Thjømøe	2017 -	16	8		
Vibecke Hverven	2022 -	16	8		
Lars-Petter Nesvåg	2021 -	14		4	
Anni Ulfendahl	2022 -	16			
Michelle Wright <sup>1)</sup>	2018 - 2023	5		1	
Harald Trosvik	2009 -	16	8		4
Kjell Selfors Nilsen <sup>1)</sup>	2019 - 2023	5			
Helge Hesjedal Wiberg <sup>2)</sup>	2023 -	11		4	
Isak Skjeseth Bashevkin <sup>1)</sup>	2019 - 2023	4		1	
Anne Jenny Bergseth <sup>2)</sup>	2023 -	11			

<sup>1)</sup> Resigned as Board member after the Annual General Meeting on 8 May 2023  
<sup>2)</sup> Board member from the Annual General Meeting on 8 May 2023  
<sup>3)</sup> This committee was discontinued as from the time of the IPO.



The Board has established an annual cycle which sets out all planned meeting dates, regular Board agenda items, and procedures for Board document preparations. The Board procedure and annual cycle are evaluated by the Board on an annual basis.

In the board meetings, the CEO reports to the Board on operational and financial developments and results, as well as other material company and industry developments, including sustainability topics. The Board's work on sustainability in Board meetings and committees is described in the Sustainability statements, chapter for ESG governance.

The Board conducts an annual evaluation of its qualifications, experience, and performance to consider improvements in the work of the Board. The report from this self-evaluation is presented to the Nomination Committee.

**Board committees**

The Board may establish the committees it deems necessary. During the reporting period, the Board has had an Audit Committee, a Compensation Committee and a Shareholder's Committee. Tasks for the Compensation Committee and the Audit Committee are described in specific instructions, available on [www.investor.norconsult.com](http://www.investor.norconsult.com), under Governing policies and instructions.

*The Audit Committee* is required to conduct checks on the Group's financial reporting and control systems and maintains a continuous dialogue with the internal and external auditor. The Committee is also required to supervise the Group's internal control, compliance, risk management and sustainability matters, and it is a preparatory and advisory working committee for the Board. External shareholder-elected member Mari Thjømøe has been the Chair of the Audit Committee, she holds a masters degree in general business and finance and has more than 20 years of relevant experience. Mari Thjømøe

is independent of the Company's operations, the Group Executive Management and main shareholders. Vibecke Hverven and Harald Trosvik are also members of the Audit Committee.

*The Compensation Committee* evaluates remuneration paid to senior executives and provides advice on establishing general principles and a strategy for remuneration of key managers in the Norconsult Group. The Compensation Committee reports and makes recommendations to the Board of Directors, but the Board of Directors retains responsibility for implementing such recommendations, subject to approval of such recommendations by the General Meeting. Recommendations from the Compensation Committee are dealt with and decided by the General Meeting. Board Chair Nils Morten Huseby has been the Chair of the Compensation Committee, other members are Lars-Petter Nesvåg and Helge Hesjedal Wiberg.

*The Shareholder's Committee* was established in connection with the 2022 General Meeting. The Committee assists the Board with assessments and recommendations in important questions concerning share ownership and assisted the Board during the last year in the process of evaluating ownership models. Board Chair Nils Morten Huseby has been the Chair of the Shareholder's Committee. The Shareholder's Committee was discontinued as from the listing on Oslo Børs, and the final meeting was in October 2023.

**President & CEO and the Group Executive Management**

The General Manager of Norconsult ASA is the Group President & CEO. The President & CEO is also the General Manager of Norconsult Norge AS. The Board appoints the President & CEO. Instructions established by the Board provide framework conditions for the President & CEO.

The President & CEO determines which roles will be represented in the Group's Executive Management. The Group Executive Management is collectively responsible for looking after Norconsult's interests and ensuring that the President & CEO has the best possible basis for preparing an annual strategy update on Group level, making decisions and ensuring the execution and monitoring of the business. The Group Executive Management consisted in 2023 of managers for the six business areas and three staff areas.

The Group Executive Management consists of 10 members, including the President & CEO. Four of these are women. Gender diversity ratio: 40 percent women.

Name and position	Experience
<a href="#">Egil Hogna</a> President & CEO Year of birth: 1971 Nationality: Norwegian	President & CEO since December 2020.  From 2015, he was the CEO of Sapa, the world's largest supplier of solutions based on aluminium profiles, until Norsk Hydro acquired the company in 2017. The business was then integrated as Hydro's largest business area, which Hogna led from 2017 to 2020. From 2008 to 2015, member of the executive management team at Yara International, where he served as CFO and later as SVP and Head of Downstream. Earlier in his career, he held various positions at Norsk Hydro and McKinsey.  Degree in Industrial Economics from NTNU, an MBA from INSEAD as well as leadership education from Harvard Business School.  Hogna has completed a course in sustainability reporting at the Norwegian institute for board members, organised by PwC and Wikborg Rein.
<a href="#">Dag Fladby</a> CFO Year of birth: 1968 Nationality: Norwegian	CFO since February 2022.  From 2016, he was the CFO of NRC Group ASA. Fladby has gained extensive experience from various businesses, including financial director at the Norwegian Defence Logistics Organisation, CFO of Holta Invest AS, investment director at Norwegian Property ASA as well as CEO and CFO of Scandinavian Beverage Group AS.  Master's degree in Business and Marketing from BI Norwegian Business School.
<a href="#">Janicke Garmann</a> EVP Sustainability & Staff Year of birth: 1971 Nationality: Norwegian	EVP Sustainability & Staff since 2021.  She joined Norconsult in 2004 and has since served as EVP for Regions, regional director for South-East, division director for environment and safety and head of environment department.  Master of Science from the University of Newcastle upon Tyne as well as an Executive Master of Management from BI Norwegian Business School.
<a href="#">Hege Njå Bjørkmann</a> EVP Communications & Brand Year of birth: 1977 Nationality: Norwegian	EVP Communications & Brand since 2023  Responsible for marketing and communication at Norconsult since 2015. Prior to that, she was the Executive Vice President Communications at Entra, one of Norway's leading real estate companies, which went public in 2014. She has extensive industry experience, with almost 10 years in a PR agency, including the last few years as a partner at Kreab Gavin Anderson. Njå Bjørkmann has also worked as a journalist for the Norwegian business magazine Kapital.  Degree in business administration (Siviløkonom) from the BI Norwegian Business School.
<a href="#">Bård S. Hernes</a> EVP Norway, Head Office Year of birth: 1960 Nationality: Norwegian	EVP for Norconsult's Head office since 2016.  He joined Norconsult in 1986 and has experience from various leadership positions, including division director for information technology and CEO of subsidiary Norconsult Digital for 16 years. Hernes is Chair of the Board of Norconsult's subsidiary Nordic Office of Architecture.  Degree in Civil Engineering from NTH, with further education in economics from BI Norwegian Business School.
<a href="#">Vegard Jacobsen</a> EVP Norway, Regions Year of birth: 1976 Nationality: Norwegian	EVP for Regions in Norconsult since 2021.  He has worked 18 years in Norconsult, with long management experience, including the role of director of the interior region and head of the Hamar office. Previously Jacobsen held the position as engineering director for the contractor Betonmast Selvaagbygg, and he got broad project experience from Norconsult's head office. He was member of the Board of Norconsult from 2015 to 2021.  Master of Science in Structural Engineering from the Norwegian University of Science and Technology.

Name and position	Experience
<b>Farah Al-Aieshy</b>  EVP Sweden Year of birth: 1971 Nationality: Swedish	<p>EVP for Norconsult Sweden since November 2021.</p> <p>Prior to this, she was division manager for Sweco Management in Sweden and a member of Sweco's Swedish management group. She has also been responsible for infrastructure and transport in Sweco's Stockholm division. Al-Aieshy began her professional career as a bridge engineer and road project manager at Grontmij and has since held leadership positions at WSP Sweden and Ramboll Sweden.</p> <p>Degree in Civil Engineering with a focus on roads and water from KTH Royal Institute of Technology in Stockholm.</p>
<b>Kathrine Duun Moen</b>  EVP Technogarden and Digitalisation Year of birth: 1972 Nationality: Norwegian	<p>EVP for the market areas Technogarden (since 2023) and Digital (since 2020).</p> <p>She has experience from the telecommunications and energy industries, amongst others as responsible for business development and IT at Relacom and as Innovation Director at Statkraft. She also held a leadership position in the Norwegian Armed Forces where she was responsible for developing partnerships with the private sector to increase readiness capabilities in the Norwegian military. In addition, Duun Moen has many years of consulting experience from EY.</p> <p>Master of Science degree in chemical engineering from NTH.</p>
<b>Sten-Ole Nilsen</b>  EVP Renewable Energy Year of birth: 1968 Nationality: Norwegian	<p>EVP for Renewable Energy in Norconsult since 2021.</p> <p>He joined Norconsult's electrical division in 1997 and has previously served as director of the energy division, where he also had responsibility for Norconsult's international operations outside the Nordic region. Nilsen worked at Jacobsen Elektro in Hokksund and Atlanten Elektro in Kristiansund prior to joining Norconsult.</p> <p>Degree in Electrical Power Engineering from NTH.</p>
<b>Thomas Bolding Rasmussen</b>  EVP Denmark Year of birth: 1973 Nationality: Danish	<p>EVP for Norconsult in Denmark, since 2016.</p> <p>He has previously served as director and member of the management team at Sweco Denmark and worked for the global industrial company Bombardier, including as CEO of Bombardier in Denmark, for ten years.</p> <p>Master's degree in Business Management.</p>

Changes in the Board composition and the Group Executive Management

All three external and the two internal shareholder-elected Board members were re-elected by the General Meeting in May 2023. All shareholder-elected Board members were elected for one year.

There were two changes in employee-elected Board members in 2023.

Ola Greiff Johnsen resigned as EVP Norconsult Digital AS in March 2023. Kathrine Duun Moen succeeded Johnsen as EVP.

Hege Njå Bjørkmann joined the Group Executive Management as a new EVP Communications & Brand from 1st May 2023.

*The Group Internal Audit Department* Norconsult Group has an Internal Audit Department, consisting of two members. Internal audit in Norconsult shall assist the Board and the Group Executive Management in exercising good corporate governance through an independent and objective assessment of whether the Group's most significant risks are adequately managed and controlled. Furthermore, the Internal Audit contributes to the Group's achievement of its objectives by evaluating and improving the suitability and effectiveness of the Group's corporate governance, risk management and internal control procedures. Internal audit is process manager for the Group's annual strategic risk assessment.

Internal Audit performs independent audits both at subsidiary and Group level, as well as audits and reviews of specialist functions involved in business operations, financial reporting, and risk management. Internal Audit has unrestricted access to all functions, records, physical properties, and personnel relevant to the performance of its tasks. It also has full and free access to the Group Executive Management, the Board of Directors, and the Audit Committee.

The Group Whistleblower channel is administered by the Internal Audit Department.

The Internal Audit Department reports functionally to the Board's Audit Committee and administratively to the Chief Financial Officer (CFO).

Item 10: Risk management and internal control

Norconsult's risk management and internal control activities are integrated with the Group strategy and business planning processes, based on the principle that risk evaluation is an integral part of all business activities.

The purpose of risk management in Norconsult is to ensure that the business areas reach their strategic objectives, within acceptable and appropriate risk levels, and through this the ambition of sustainable and profitable development. The Board and the Group Executive Management have the overall responsibility for risk management activities at Norconsult.

Risk management at Norconsult contributes to identifying, assessing and dealing with risks that may lead to violations of laws and regulations, harm the Group's reputation or impair the quality of the Group's services. Appropriate measures shall be taken to ensure that the business and assignments meet the requirements and expectations of clients, owners, employees and society in general.

Risk management is an important tool for ensuring that the Norconsult Group complies with the requirements of the Group's management system. The Group's authority matrix has been established to reduce risk and assign authority within the most important matters in the Group's management system.

Norconsult is exposed to risk through all the Group's activities. The most significant risks relate to assignment execution, operating activities, acquisitions, breaches of Norconsult Code of Ethics, political changes and/or changes in other framework conditions, as well as unintended or intended serious incidents in the countries where Norconsult operates.

The Board carries out annual reviews of the Company's most important risk exposures and internal control systems, in close cooperation with Internal Audit. Risks are also considered by the Board in relation to the assessment of specific projects and ongoing operations.

Risk management on different levels of the organisation is listed on the next page.

Level	Approach	Responsible
Strategic risk management	Risk and opportunities for the Company, with reference to strategic direction and goals.	The Group's Internal Audit Department facilitates an annual process for strategic risk management with the management of the business areas and Group Executive Management.
Sustainability risk with double materiality assessment, climate risk and nature risk	Assessment of how the company's actions impact climate, nature and society, and how sustainability issues can affect the company's financial performance.	EVP Sustainability & Staff
Risk in working environment	Assessment of risk factors in the working environment within and outside office premises.	EVP Sustainability & Staff
Risk to human rights and decent working conditions	Assessment of the risk of breaches in own operations and the supply chain with due diligence assessments in accordance with the Transparency Act.	EVP Sustainability & Staff
IT-risk	Ongoing monitoring and assistance in handling incidents via third parties.  Weekly analysis of trends for reported incidents.  Periodic (every two weeks) risk and emergency preparedness status with a focus on recent changes.  Annual comprehensive commendation analysis according to risk management methodology.	CFO and Group IT
Risk in assignments	Risk factors in assignment execution, authority requirements, which customer/contractor, execution process, risk in solution, contract standards, work outside office premises.	Managed and followed up by the assignment manager, documented in the assignment plan
Risk in solutions we plan and design	Risk assessment and documentation concerning matters that may have significance for safety, health and working environment in connection with future works, i.e with operation, maintenance, alterations and demolition.	<div>► Company level: Methodology is controlled and followed up by the discipline networks</div> <div>► Assignments: Managed and followed up by the individual assignment manager or discipline manager in assignment</div>
Risk in the customer's project	Some customers require us to identify risks in their project and manage the assignment accordingly. A risk register is then established which must be kept up to date and reported to the customer.	Managed and followed up by the assignment manager, normally documented in a monthly report
Risk as discipline and methodology	Disciplines, services and deliverables to our clients, based on risk management methodology.	<div>► Group-level methodology: Internal Audit Department</div> <div>► Company-level methodology: Discipline network Security (and risk management)</div> <div>► Assignments: Specific products and services, such as RAMS consultancy, preparation of ROS analyses in spatial plans, HSE coordinator role etc.</div>

Norconsult takes whistleblowing very seriously and all employees or external parties are encouraged to report concerns or actual violations of laws, rules or Norconsult Code of Ethics in the Group's whistleblower channel *Norconsult Speak Up*. External parties and the Group's own employees can report anonymously in Norconsult Speak Up which is administered by an external lawyer. Group Internal Audit is the case handler of all whistleblowing cases after the initial evaluation is completed by the external lawyer. Whistleblowing cases reported by own employees counted for 90 percent, while external cases counted for the remaining 10 percent in 2023.

Item 11: Remuneration of the Board of Directors

The remuneration of the Board of Directors is proposed by the Nomination Committee and approved by the General Meeting each year and is not linked to the company's performance. Shareholder-elected Board members are not granted share options.

The remuneration for the Board is determined by such factors as competence, complexity, time spent and level of responsibilities. The remuneration is approved on an annual basis and consists of a fixed yearly amount with an additional compensation for each meeting attended. The Board members' remuneration is in accordance with the Group's remuneration policy.

The remuneration policy and remuneration report will be made available at [www.investor.norconsult.com](http://www.investor.norconsult.com) after approval by the General Meeting on 13 May 2024.

The total compensation to Board members in 2023 is disclosed in the remuneration report that will be made available at [www.investor.norconsult.com](http://www.investor.norconsult.com) after approval by the General Meeting on 13 May 2024.

Item 12: Salary and other remuneration for executive personnel

The remuneration programs for the President & CEO and the Group Executive Management consist of both fixed and variable components:

**Fixed salary**  
The fixed salary, which is the main element in the remuneration, is considered to be competitive relative to comparable positions and companies in the industry. Salary adjustments to the fixed salary are made in accordance with the overall salary increases in the Group and are regulated annually.

**Short-Term Incentive Schemes**  
Variable remuneration is an annual cash bonus tied to the business strategy, long-term interests and operational performance. Targets are reviewed annually and adjusted for market conditions, with final approval by the Board.

The variable salary is based 75 percent on the Group and Unit targets primarily focused on EBITA. The remaining 25 percent of the variable salary is based on individual results including a review of the Group's leadership principles such as ambition, transparency, cooperation, openness, trust, care and accountability. Sustainability is included in several of these leadership principles.

The goal over time is to achieve 75 percent of the variable salary. The annual payment for variable salary is maximum 6 months' salary for the President & CEO and 4 months' salary for the Group Executive Management, and it is not included in the basis for pension calculation.

**Long-Term Incentive Schemes**  
Previously, executives participated in a share incentive program alongside all employees, with opportunities to purchase shares at book value. On 19 February 2024, the Board of Directors approved a new long-term incentive program for the President & CEO and Group Executive Management, which will be

implemented in 2024. The programme will be subject to potential revisions after 2024.

The President & CEO and the Group Executive Management are required to allocate 25 percent of their achieved variable pay on purchasing shares at a 20 percent discount, with a mandatory two-year holding period. Each of these shares are eligible for 0.4 matching shares after 3 years and an additional 0.6 matching shares after 5 years, provided that the executive still owns the share and remains employed by the Group. The program is linked to strategic goals, performance and sustainability. In addition, the President & CEO and Group Executive Management are entitled to spend 25 percent of the potential variable pay on purchasing shares at a 20 percent discount and with a mandatory 2-years holding period, but without eligibility for matching shares.

The Group retains the right to reclaim remuneration in case of errors or contractual breaches leading to termination of employment.

**Other benefits**  
Additional benefits include mobile phone, insurance, broadband, newspaper subscriptions, car allowance, and pension contributions, which mirror those offered to other employees.

Pension benefits include participation in the defined contribution plan for employees and a supplementary plan for President & CEO and Group Executive Management.

The remuneration policy and remuneration report will be made available at [www.investor.norconsult.com](http://www.investor.norconsult.com) after approval by the General Meeting on 13 May 2024.



Item 13: Information and communication

Communication with financial markets is based on the principles of openness and equal treatment of all shareholders. Norconsult shall provide the public with accurate, comprehensive, and timely information, in order to form a good basis for making decisions related to valuation and trade of the Norconsult share. Relevant information that is easily accessible and up-to-date help to create interest for and trust in the Company.

The Board of Norconsult has established guidelines for Norconsult's reporting on financial and other information. This information is provided through the Investor Relations website, [www.investor.norconsult.com](http://www.investor.norconsult.com). Before the listing of Norconsult, this information was distributed on the Group's intranet, in the shareholders' portal Norconsult Stocks and via email.

Norconsult's main communication channels are quarterly financial reports, stock exchange releases, press releases, and its own Investor Relations website in order to secure that the same information is made available to all audiences simultaneously. An Investor Relations Policy is established for the Company's contact with shareholders and financial community outside of the General Meeting, available on [www.investor.norconsult.com](http://www.investor.norconsult.com), under Governing policies and instructions.

Norconsult publishes quarterly financial results according to its financial calendar, which is published annually on its web pages and to the Oslo Børs. Ahead of announcement of quarterly results, Norconsult has a "closed period" when contact with external analysts, investors, and journalists is minimised. Norconsult will not comment upon its own activities or market developments during this period, to minimize the risk of unequal information in the marketplace.

The Board ensures that the interim reports and annual reports from Norconsult give a correct and complete

picture of the Group's financial and business position, as well as how the Group works to achieve operational and strategic goals. Norconsult's annual and quarterly presentations are open to all stakeholders and are transmitted directly as a webcast and made available on Norconsult's Investor Relations website.

The Company's contact with shareholders outside the General Meeting is kept within the framework of securities legislation, the Accounting Act and stock exchange regulations. The Company's right to provide individual parties, including analysts, with information about the Company is limited both by these regulations, including the rules on good stock exchange practice, and the general requirement for equal treatment. The President & CEO and the CFO are responsible for communication with the shareholders.

Norconsult follows Oslo Børs IR recommendation of 1 March 2021. Norconsult also has an emergency plan for information to the market, should issues of a special nature or interest in the media arise.

Information about the Company on our websites is available for different countries in Norwegian, Swedish, Danish, Polish, Icelandic and English. Information on the Investor Relations website is given in English.

Item 14: Take-overs

Enquiries from external parties regarding a possible takeover bid for the Company will be considered seriously by the Board and Group Executive Management. The Board will seek to comply with the NUES recommendations by obtaining a valuation from an independent expert and making a recommendation to Norconsult's shareholders regarding acceptance of the bid. The Board will ensure that shareholders are given sufficient information and time to form an opinion on an offer.

Item 15: Auditor

Norconsult's external auditor has been Ernst & Young AS since 2019. The auditor annually submits its plan for conducting the audit work to the Audit Committee. The Group governing principles provides guidelines for the day-to-day management's opportunity to use the auditor for services other than auditing.

The auditor participated at the Annual General Meeting in 2023.

During 2023, the auditor participated in one Board meeting and eight meetings of the Audit Committee. The following have been dealt with in the meetings:

- ▶ Annual financial statements
- ▶ Significant changes in accounting principles, key matters for the audit, assessment of accounting estimates and other significant matters
- ▶ The Group's internal control including measures
- ▶ Conversion of the Group's consolidated accounts from NGAAP to be prepared under IFRS, as part of the IPO process
- ▶ Updates on status of the IPO process
- ▶ Group governing documents on sustainability and ethics
- ▶ CSRD readiness programme and Double Materiality Assessment

Fees to the auditor are reported by the Board to the General Meeting, and the General Meeting approves the auditor's fee.



Norconsult employees at work. Photo Pontus Johansson