

Univid ASA – Remuneration Report 2022

This Report describes the principles for the remuneration of the CEO and members of the Executive Management Team in Univid ASA (Univid) for the financial year 2022, and how these principles have resulted in actual remuneration. The main principle of Univid's executive remuneration policy is that the remuneration should be competitive and motivate to attract and retain the CEO and the rest of the Management Team with the required competence to strengthen and ensure the business strategy and long-term interests Univid. The remuneration is designed to align the interests of the executives with those of the shareholders.

During 2022, there was one change in the Management Team with a new CFO (Kjell Hugo Aasland) joining in September 2022.

The Remuneration Report complies with the requirements defined in the Norwegian Public Limited Companies Act § 6-16a and 6-16b.

As Univid does not have a remuneration committee, the Board of Directors (Board) is responsible for the remuneration policy of the company.

Remuneration of the Management Team

The executive remuneration consists of a base salary and a variable part linked to the company's and the individual's achievement, and pension schemes. In addition, Univid offers an employee share option program for executive management and certain other employees.

Base salary

The base salary levels reflect the individual manager's responsibilities and performance and is chosen to attract and retain the executives with required competence to contribute to and ensure the business strategy. The base salary is reviewed annually to ensure the right level and potential annual percentage increases are aligned with those of employees in general, except in special circumstances. The CEO base salary is determined by the Board. Adjustment of base salaries for other executive management is decided by the CEO, in consultation with the Chairman of the Board.

Variable remuneration

The company's bonus scheme is designed to promote performance in line with the company's strategy. The bonus system is assessed on pre-defined financial, non-financial and operational criteria. The objectives are set by the Board and determined for and agreed with the CEO. The bonus for the CEO is determined by the company's performance, while bonus for employees, including the Management Team, is determined by the CEO on an individual basis based on his/her performance within his/her field.

Employee Share Option Program (ESOP)

Univid has a share option program (ESOP) for the Management Team and certain other employees and contractors, linked to value creation over time. A similar ESOP has been in place for several years.

In 2022 the company granted a total of 5,049,999 share options. 2,500,000 of these were granted as part of the DSM Tech Enterprises acquisition in March 2022, while 2,249,999 were granted to employees and contractors and the remaining 300,000 as part of a loan agreement.

Other benefits

The CEO has three months' notice period. For other senior executives, the notice period varies from one to three months. The CEO is entitled to severance payment equivalent to twelve months' salary in addition to pay during the notice period. Executives receive non-monetary benefits such as phones, insurance and health care, on customary terms.

Review of the remuneration report

The Board has the overall responsibility for reviewing the remuneration report and proposing changes to the report. The remuneration report will be presented for an advisory vote at the Annual General Meeting in 2023.

Authorizations to the Board

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board is authorized to approve temporary deviations from the remuneration policy. Deviations shall be considered and presented to the Board for approval. Deviations may only be made in specific cases if there are special reasons outside of normal business that makes it necessary to increase reward in order to secure the company's long-term interests, financial viability and/or sustainability by recognizing exceptional contributions.

The table below shows the remuneration for the management team in Univid ASA for 2022.

Table 3 – Awarded Share Options							
Name, position	Main criteria						
	1 Plan and Subplan	2 Grant date	3 Vesting date*	4 Quantity	5 Expiry date	6 Strike price	
Thomas Christensen, CEO	GF 2018	January grant	1/27/2019	9/27/2019	4,167	1/27/2023	15
	EGF 2021	February grant	2/24/2021	2/24/2021	1,000,000	2/24/2024	6
James Haft, Chairman	EGF 2021	February grant	2/24/2021	2/24/2021	1,000,000	2/24/2024	12
Kari Mette Toverud, Board member	GF 2018	January grant	1/27/2019	1/27/2019	1,500	1/27/2023	15
	EGF 2021	February grant	2/24/2021	2/24/2021	500,000	2/24/2024	8
Viggo Leisner, Board member	EGF 2021	February grant	2/24/2021	2/24/2021	500,000	2/24/2024	8
Roger Lund, VP Strategy	GF 2021	April grant	4/9/2021	4/9/2023	200,000	4/9/2026	9.23
	SIS*	August grant	8/30/2021	8/30/2021	250,000	8/30/2026	6.12
		June grant	6/9/2022	6/9/2025	150,000	6/9/2030	6.60
Magnus Nøkleby, former CFO	GF 2021	April grant	4/9/2021	4/9/2023	110,418	4/9/2026	9.23
	SIS*	August grant	8/30/2021	8/30/2021	93,749	8/30/2026	6.12

* Share Incentive Scheme ("SIS")

Tabell 4 – Shares held by management as of reporting period		
Name, position	# Shares	
	2022	2021
Thomas Christensen, CEO	2,923,334	1,373,334
Magnus Nøkleby, former CFO*	1,250	145,000
Roger Lund, VP Strategy	81,500	81,500
Total	3,006,084	1,599,834

*Magnus Nøkleby owns shares in Univid ASA through Stinus AS, which he owns 100% with related party.

Table 5 - Shares held by Board as of reporting period		
Name, position	# Shares	
	2021	2020
James Haft, Chairman	9,804,593	11,173,593
Kari Mette Toverud, Board member	128,412	128,412
Viggo Leisner, Board member	630,000	630,000
Total	10,563,005	11,932,005

Table 6 - Variability/development in base salary				
	2022	2021	2020	2019
Geir Johansen, former CEO*		4,880	2,500	1,427
Han Ola Haavelsrud, former COO**			375	1,458
Cecilie Grue***				1,222
Kim Andre Evensen****				674
Thomas Christensen, CEO	3,287	2,129		
Kjell Hugo Aasland, CFO	348			
Roger Lund, VP Strategy	1,534	803		
Magnus Nøkleby, former CFO*****	903	876		
The Board of Directors	1,187	1,354	1,235	1,961

*Geir Johansen left the company in 2021 and received NOK 3,700,000 as a one-off payment

**Hans Ola Haavelsrud left the company in 2020 and received NOK 750 000 as a one-off payment

***Cecilie Grue left the company in 2019, and continued as a consultant in 2020

****Kim Andre Evensen left the company in 2019

*****Magnus Nøkleby left the company in 2022 and received NOK 41,667 as a one-off payment