

REMUNERATION REPORT FOR SALARY AND OTHER REMUNERATION FOR LEADING PERSONS 2021

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1. Key developments in remuneration – 2021

1.1. The financial year 2021

In 2020 and 2021 Multiconsult delivered solid profitability, despite the turmoil caused by the Covid-19 pandemic. In 2021, Multiconsult delivered solid profitability, good sales and strengthen its market position during the year. Multiconsult holds a strong portfolio of ongoing projects and a solid order backlog. It is the daily work of our employees, and their ability to solve complex projects that adds value to our clients through future oriented and sustainable solutions.

The group is well positioned to be a part of the “green shift” that will impact us over the next years. During the year, several new and important contracts have been awarded within “new industry” and electrification, as well as sustainable urban and residential development and school buildings. Looking ahead, with a foundation of highly skilled workforce and solid client base, Multiconsult is well positioned for long-term profitable growth based on sustainable solutions.

1.2. Shareholder feedback

The statement regarding remuneration for senior management was approved by the general meeting in 2021. The general meeting also approved the employee share purchase programme of the Multiconsult group. Executives are also invited to participate in this programme under the same conditions as other employees.

1.3. Key developments in Board remuneration and composition in 2021

The annual general meeting of Multiconsult ASA on 19 April 2021 re-elected Bård Mikkelsen as chairperson of the board. Rikard Appelgren, Hanne Rønneberg and Tove Raanes were re-elected as directors. Sverre Hurum was elected as a new board member (former deputy member), while Tore Sjursen was elected as a new deputy member. The total number of board members is therefore maintained at eight, consisting of five shareholder-elected and three employee-elected members.

The annual general meeting in 2021 resolved the remuneration for the board members for the period between the annual general meeting in 2021 and the annual general meeting in 2022. There was an increase in the fixed base from NOK 242 000 to NOK 252 000 for board members, and from NOK 484 000 to NOK 504 000 for the chair of the board. For employee-elected members there was an increase in the fixed base from NOK 123 000 to NOK 126 000. There were also increases in the remuneration for committees.

1.4. Key developments in Executive remuneration and composition in 2021

There have been no changes in the executive management team since 1 January 2021.

In accordance with the decision at the annual general meeting in April 2021 the remuneration of executives during 2021 has been governed by the guidelines for determination of salary and other remuneration to leading persons (“remuneration policy”).

All remuneration in 2021 to the executive management was in line with the approved remuneration policy. Base salary to executives amounted to mNOK 21.2 (mNOK 20.8 in 2020). In 2021, base salaries of the executive team increased by 1.9 per cent, in line with other employees of the company.

The short-term cash-based incentive (STI) has been based on a financial target aligned with strategy. As a result of the solid performance in 2021 the board determined that the STI for the executive team was 100 per cent of the maximum STI (100 per cent in 2020) equalling six months’ base salary for the CEO and four months’ salary for other executives.

1.5. Derogations and deviations from the remuneration policy

There have been no deviations from the current remuneration policy. A new remuneration policy will be presented for approval at the annual general meeting in 2022. Moving forward, the policy will be submitted for approval by the general meeting in the event of any significant change and at least every four years.

2. Remuneration of the Board of Directors

2.1. Remuneration policy

Directors’ fees are determined by the general meeting based on recommendations from the nomination committee. These recommendations have been based on the board of directors’ responsibility, expertise, and the complexity of the business. The company’s remuneration policy adopted at the annual general meeting in April 2021 provides the framework for the remuneration of the board of directors (the board) in 2021.

All shareholder elected directors shall purchase shares in Multiconsult for 20 per cent of the total gross directors' fees by the end of the year, subject to certain conditions. The duty is in effect every year a board member is re-elected, until the market value of the shares equals the board remuneration one year. The board members shall maintain such share ownership for the duration of the board period. The duties following this resolution expires following withdrawal by a board member. Only employee board members have loans from the company and are a part of the company's share purchase program for employees.

The directors have not been awarded share options or any other form of incentive-based remuneration for the fiscal year 2021. The directors do not receive performance-based remuneration.

None of the directors have undertaken any special assignments for the group other than their work on the board. Directors are unable to accept such assignments without approval from the board of directors in each case.

All remuneration in 2021 to the board has been in line with the resolution from the general meeting. All shareholder elected board members have shares that have a market value equivalent to the board remuneration for one year or have acquired shares corresponding to 20 per cent of their gross board remuneration. Total board remuneration has increased from NOK 2.09 million in 2020 to NOK 2.14 million in 2021.

Remuneration composition

The remuneration of the board members comprises a fixed base fee, as well as additional fixed fees for the chairmanship and members of the board committees.

Multiconsult reimburses reasonable expenses relating to travel to attend board meetings. Employee-elected members can participate in the share purchase programme for all employees.

2.2. Board and committee fee level 2021

Amounts are in NOK thousand.

	Board	Audit committee	Remuneration committee	Nomination committee
Chair	504	65	43	40
Member	252	54	32	30
Employee representative	126	54	32	

2.3. Remuneration paid to board members in 2021

<i>Amounts in NOK</i> Name of director, Position	Year	Fixed remuneration		Total remuneration ¹⁾	Loans ²⁾	Shares ³⁾
		Board fees	Committee fees			
Bård Mikkelsen (Chair, elected by shareholders)	2021	497 333	42 333	539 667	N/A	28 933
	2020	484 000	41 000	525 000		14 933
Hanne Rønneberg, elected by shareholders	2021	248 667	31 667	280 333	N/A	2 220
	2020	242 000	31 000	273 000		2 220
Rikard Appelgren, elected by shareholders	2021	248 667	56 667	305 333	N/A	30 000
	2020	242 000	62 000	304 000		30 000
Simen Lieungh, elected by shareholders ⁴⁾	2021	80 667	-	80 667	N/A	N/A
	2020	242 000	-	242 000		2 400

Tove Raanes, elected by shareholders	2021	248 667	60 667	309 333	N/A	5 313
	2020	161 333	34 667	196 000		5 313
Sverre Hurum, elected by shareholders ⁵⁾	2021	168 000	-	168 000	N/A	22 226
	-	-	-	-	-	-
Liv-Kristine Rud, elected by employees ⁴⁾	2021	41 000	17 333	58 333	N/A	N/A
	2020	123 000	52 000	175 000	12 543	890
Runar Tyssebotn, elected by employees ⁴⁾	2021	41 000	10 333	51 333	N/A	N/A
	2020	123 000	31 000	154 000	60 810	30 946
Kristine Landsnes Augustson, elected by employees ⁴⁾	2021	41 000	-	41 000	N/A	N/A
	2020	123 000	-	123 000	26 877	1 500
Gunnar Vatnar, elected by employees ⁶⁾	2021	84 000	-	84 000	58 519	600
	-	-	-	-	-	-
Karine Gjersø, elected by employees ⁶⁾	2021	84 000	21 333	105 333	58 519	1 948
	-	-	-	-	-	-
Torben Wedervang, elected by employees ⁶⁾	2021	84 000	36 000	120 000	58 519	4 303
	-	-	-	-	-	-
Hilde Hammervold, elected by shareholders ⁷⁾	-	-	-	-	-	-
	2020	80 667	17 333	98 000	N/A	N/A
Total	2021	1 867 000	276 333	2 143 333	175 557	95 543
Total	2020	1 821 000	269 000	2 090 000	100 230	88 202

¹⁾ Total board fees paid in 2021 was NOK 2 143 thousand including fees to board members that retired from the board in 2021.

²⁾ Short-term loans for purchase of shares through to the company's share purchase program, on the same terms as other employees of the company.

³⁾ Shares owned by the members of the board on 31 December 2021, including shares owned by the close associates.

⁴⁾ Resigned as member of the board at General meeting 19 April 2021.

⁵⁾ Elected as member of the board at General meeting 19 April 2021.

⁶⁾ Elected by employees in April 2021.

⁷⁾ Resigned as member of the board at General meeting 22 April 2020.

3. Remuneration of Executive Management

3.1. Remuneration Principles

The criteria for remuneration and remuneration of the executive management team in Multiconsult ASA are stated below:

- The company's remuneration strategy is to offer competitive, but not market leading remuneration
- Remuneration to the executive management shall reflect the responsibilities of the CEO and other members of the executive management in Multiconsult, considering the complexity of the company, growth, and sustainability

- The executive team is covered by the same scheme for total compensation, but the size and weighting of the reward elements will vary

3.2. Executive remuneration benchmark

Salary statistics and comparisons with other companies in the industry and other relevant companies are used to determine the compensation to the executive management. Multiconsult benchmarks the salaries of the executive management with comparable companies at least every other year.

3.3. Remuneration composition

Total remuneration to the executive management team is a combination of fixed elements and variable performance-based bonus. Fixed remuneration consists of base salary, fixed car benefit, fringe benefits, pension, and insurance.

Remuneration	Further information
Base salary	Fixed annual salary which is adjusted annually as of 1 January
Short-term cash-based incentive scheme (STI)	<p>Possible bonus is the maximum number of monthly salaries that can be paid out in the bonus given full goal achievement in relation to the bonus criteria. The bonus criteria consist of pre-agreed performance targets which for CEO are set by the board. The actual bonus pay out is based on the assessment of goal achievement in relation to the bonus criteria. Goal achievement is reviewed by the board before any payment takes place. Multiconsult does not have the possibility to reclaim variable remuneration.</p> <p>The pay-out potential in the bonus programme is up to a maximum of six months base salary for the CEO and four months for other members of the executive management team. Financial targets and relevant performance measures are approved and evaluated by the board. Out of the earned bonus, 75 per cent of the bonus is paid in cash and 25 per cent by shares at a 30 per cent discount and a three-year lock-in period. If a member of the management team leaves the company during the lock-in period, the member must repay the discount pro rata according to accrued and remaining lock-in period.</p> <p>The executive management also has an option to buy additional shares at a 30 per cent discount for the amount equal to 25 per cent of the bonus attained.</p>
Share purchase programme	The executive management team can also take part in the share purchase program for all employees.
Pension and insurance	<p>The executive management team is included in the same pension (defined contribution) and insurance programs as other employees in Multiconsult ASA, which are similar to the pension and insurance program in Multiconsult Norge AS. For EVP Architecture and CEO LINK Arkitektur, terms from employer LINK Arkitektur A/S apply.</p> <p>The members of the executive management, who until 2017 were members of the defined benefit plan, are in the same way as other affected employees, partly compensated for entering the defined contribution plan.</p>

Other benefits	Other benefits such as telephone, broadband, newspaper, fixed car allowance, etc. Executives, like other employees, are affiliated with the company's current life and health insurance scheme.
Severance payment	The CEO has an agreement, which, in the event that she has to resign, gives her the right (unless she has shown gross negligence of her duties according to laws), to receive salary for twelve months in addition to salary in the six months' notice period. EVP Architecture has an agreement, in the event that she has to resign, gives her the right (unless she has shown gross negligence of her duties according to laws), to receive salary for nine months in addition to salary in the three months' notice period. No other members of the group management are entitled to severance pay and have a six-months' notice period.
Liability insurance	The executives are affiliated with the company's board liability insurance.

3.4. Overview of remuneration paid to executive management

The table below displays the total remuneration to the executive management earned in 2021 and 2020 for the period the persons served as member of the executive management.

Name, position	Year	Fixed remuneration			Variable remuneration ⁴⁾	Pension expense	Total remuneration	Proportion of fixed and variable remuneration	On 31 December	
		Base salary ¹⁾	Salary paid ²⁾	Other benefits ³⁾					Shares ⁵⁾	Loans ⁶⁾
Grethe Bergly, CEO ⁷⁾	2021	3 342 320	3 763 676	53 975	1 671 160	132 010	5 620 822	70%/30%	36 452	58 519
	2020	3 280 000	3 514 869	17 377	1 640 000	132 944	5 305 190	69%/31%	30 851	60 810
Hans-Jørgen Wibstad, CFO	2021	2 153 000	2 311 252	39 484	717 667	130 731	3 199 134	78%/22%	10 334	72 943
	2020	2 101 000	2 084 276	21 455	700 333	130 702	2 936 766	76%/24%	7 564	60 810
Kari Nicolaisen, EVP HR and Communications	2021	1 796 000	1 974 289	35 621	598 667	129 576	2 738 152	78%/22%	5 253	119 718
	2020	1 763 000	1 810 130	19 764	587 667	131 953	2 549 514	77%/23%	2 071	60 810
Johan Arntzen, COO	2021	1 684 000	1 841 137	31 738	561 333	134 864	2 569 072	78%/22%	10 308	115 768
	2020	1 650 000	1 727 767	17 694	550 000	131 769	2 427 230	77%/23%	7 276	60 810
Lars Opsahl, EVP Sales ⁷⁾	2021	1 830 000	2 124 843	38 359	610 000	136 908	2 910 110	79%/21%	70 721	120 982
	2020	1 800 000	2 041 704	22 973	600 000	134 447	2 799 124	79%/21%	67 491	60 810
Kristin Olsson Augestad, EVP Region Oslo ⁷⁾	2021	1 732 000	1 943 918	33 722	577 333	129 794	2 684 768	78%/22%	11 002	70 037
	2020	1 700 000	1 818 938	17 694	566 667	130 170	2 533 469	78%/22%	7 904	60 810
Leif Olav Bogen, EVP Region Norway ⁷⁾	2021	1 732 000	1 961 217	34 781	577 333	133 507	2 706 839	79%/21%	8 737	58 519
	2020	1 700 000	1 838 518	19 544	566 667	132 618	2 557 347	78%/22%	5 639	60 810
Hilde Gillebo, EVP Energy	2021	1 732 000	1 889 646	32 318	577 333	128 053	2 627 351	78%/22%	4 021	117 506
	2020	1 700 000	1 631 038	19 923	566 667	128 994	2 346 622	76%/24%	1 131	60 810
Geir Juterud, EVP Project Director ^{7) 8)}	2021	1 732 000	1 959 950	28 832	577 333	131 801	2 697 917	79%/21%	7 980	58 519
	2020	1 700 000	1 809 955	18 188	566 667	130 832	2 525 642	78%/22%	5 402	60 810
Morten Alstad, EVP Projects ^{7) 9)}	2021	1 597 000	1 815 307	24 677	532 333	131 516	2 503 834	79%/21%	70 885	70 002
	2020	1 550 000	1 604 073	17 214	172 222	131 516	1 925 025	91%/9%	69 347	60 810
Kirsten Anker Sørensen, EVP Architecture ¹⁰⁾	2021	1 844 872	2 012 463	68 648	614 957	172 865	2 868 933	79%/21%	1 252	0
	2020	1 924 020	2 064 003	0	641 340	177 304	2 882 647	78%/22%	0	0
Total	2021	21 175 192	23 597 698	422 157	7 615 451	1 491 625	33 126 930		236 945	862 513
Total	2020	20 868 020	21 945 271	191 826	7 158 229	1 493 249	30 788 575		204 676	608 100

¹⁾ Annual base salary per 31 December 2021.

²⁾ Salary is amount paid during the year presented, including holiday pay, car allowance and compensation for entering into new pension plan.

³⁾ Other benefit includes all other cash and non-cash benefit paid during the year and includes taxable parts of; insurance premiums; discount on shares purchased; company car; housing allowance; per diem allowance; and telecommunication. Salary paid for previous positions within Multiconsult is included where relevant.

⁴⁾ Bonus earned is an amount earned in the year presented as part of executive management team (excluding holiday pay), and normally paid the subsequent year.

⁵⁾ Shares owned by the members of the executive management as of 31 December 2021, with close associates.

⁶⁾ Short-term loans for purchase of shares through the share purchase program for all employees and incentive program for executive management.

⁷⁾ Bergly, Opsahl, Augestad, Bogen, Juterud and Alstad receive compensation for transition from defined benefit pension plan.

⁸⁾ Juterud was appointed Project Director Nye Rikshospitalet as of September 2020. Juterud is still part of Multiconsult executive management.

⁹⁾ Alstad was appointed acting EVP Projects of September 2020.

¹⁰⁾ Sørensen receives her salary from LINK Arkitektur A/S

3.5. Variable remuneration

The purpose of the performance-based bonus scheme is to help the executives work actively to achieve strategic goals. Furthermore, it is a suitable tool for sending clear signals to the executives about which goals the company's board prioritises. The bonus scheme will reward management for achieving these priority goals. The performance targets can be a combination of quantitative and discretionary targets. Operating margin has been and is a key profit target in the current period. This reflects the company's and the board's focus on sustained profitability as the most important strategic goal.

The annual bonus targets are predetermined by the board of directors. Targets are set with threshold and maximum levels where potential bonus is calculated linearly from 0 to 100% of maximum payment from relevant scheme. The threshold for 2021 was 6 per cent EBIT. The predetermined target for 2021 was based on EBIT. Goal achievements is reviewed by the board before pay-out. The bonus target for 2021 was met resulting in a 100 per cent pay-out for the executive team. All members of the executive team– not in a resignation period - has received 25 per cent of the bonus in shares.

	1 Description of the criteria related to the remuneration component	2 Relative weighing of the performance criteria	3 Optional information on Performance Targets		4 a) Measured performance and / b) actual award / remuneration outcome
			a) Minimum target/threshold performance and b) corresponding award/remuneration	a) Maximum/target performance and b) corresponding award/remuneration	
2021	Profitability - EBIT % of net revenues	100%	a) 6% b) 0%	a) 9% b) 100%	a) 100% b) 100%
2020	Profitability - EBIT % of net revenues	100%	a) 5% b) 0%	a) 8% b) 100%	a) 100% b) 100%

4. Remuneration and Company Performance 2017-2021

4.1. Board remuneration 2017-2021

A summary of the development of the Board remuneration in the five-year period 2017–2021 is provided in the table below.

Amounts in NOK

Annual change	Election year	2016	2017	2018	2019	2020	2021
Bård Mikkelsen, elected by shareholders	2018	-	-	42 000	604 000	525 000	539 667
% change				N/A	1338 %	-13 %	3 %
% change annualised				N/A	20 %	-	-
Hanne Rønneberg, elected by shareholders	2018	-	-	157 000	261 000	273 000	280 333
% change				N/A	66 %	5 %	3 %
% change annualised				N/A	11 %	-	-
Rikard Appelgren, elected by shareholders	2018	-	-	157 000	298 667	304 000	305 333
% change				N/A	90 %	2 %	0 %
% change annualised				N/A	27 %	-	-
Simen Lieungh, elected by shareholders	2019	-	-	-	301 333	242 000	80 667
% change					N/A	-20 %	-67 %
% change annualised					N/A	-46 %	0 %
Tove Raanes, elected by shareholders	2020	-	-	-	-	196 000	309 333
% change							58 %
% change annualised							5 %
Sverre Hurum, elected by shareholders	2021	-	-	-	-	-	168000
% change							N/A
% change annualised							N/A
Liv-Kristine Rud, elected by employees	2017	-	80 000	120 000	156 667	175 000	58 333
% change			N/A	50 %	31 %	12 %	-67 %
% change annualised			N/A	-50 %			0 %
Runar Tyssebotn, elected by employees	2017	-	80 000	120 000	152 667	154 000	51 333
% change			N/A	50 %	27 %	1 %	-67 %
% change annualised			N/A	-50 %			0 %
Kristine Landsnes Augustson, elected by employees	2019	-	-	-	82 000	123 000	41 000
% change					N/A	50 %	-67 %
% change annualised					N/A	13 %	0 %
Gunnar Vatnar, elected by employees	2021	-	-	-	-	-	84 000
% change							N/A
% change annualised							N/A
Karine Gjersø, elected by employees	2021	-	-	-	-	-	105 333
% change							N/A
% change annualised							N/A
Torben Wedervang, elected by employees	2021	-	-	-	-	-	120 000
% change							N/A
% change annualised							N/A

% change in annualised remuneration is calculated as the difference between i. actual remuneration in the calendar year in which the appointment/retirement occurred pro-rata adjusted for period of service to express remuneration for 12 months' of membership and ii. actual remuneration in the following year (in case of appointments) or the preceding year (in case of retirements). Changes in roles, responsibilities, committee memberships, base fee levels, travel activity, etc. are not adjusted for.

4.2. Executive remuneration and company performance 2017-2021

The table below includes the annual changes in the company's performance and in the average remuneration of the company's employees during 2017 to 2021.

Amounts in NOK

	Appointment year	2016	2017	2018	2019	2020	2021
Grethe Bergly, CEO ¹⁾	2015	2 093 821	2 143 013	1 613 645	3 356 174	5 305 190	5 620 822
% change		N/A	2 %	-25 %	108 %	58 %	6 %
% change annualised*		N/A	-	-	-	-	-
Hans-Jørgen Wibstad, CFO	2019	-	-	-	1 369 329	2 936 766	3 199 134
% change					N/A	114 %	9 %
% change annualised*					N/A	79 %	-
Kari Nicolaisen, EVP HR and Communications	2019	-	-	-	1 512 380	2 549 514	2 738 152
% change					N/A	69 %	7 %
% change annualised*					N/A	26 %	-
Johan Arntzen, COO	2018	-	-	555 186	1 729 584	2 427 230	2 569 072
% change				N/A	212 %	40 %	6 %
% change annualised*				N/A	4 %	-	-
Lars Opsahl, EVP Sales	2015	1 973 411	2 005 023	2 146 107	2 560 405	2 799 124	2 910 110
% change		N/A	2 %	7 %	19 %	9 %	4 %
% change annualised*		N/A	-	-	-	-	-
Kristin Olsson Augestad, EVP Region Oslo ²⁾	2019	-	-	-	1 877 906	2 533 469	2 684 768
% change					N/A	35 %	6 %
% change annualised*					N/A		-
Leif Olav Bogen, EVP Region Norway ²⁾	2019	-	-	-	1 945 333	2 557 347	2 706 839
% change					N/A	31 %	6 %
% change annualised*					N/A		-
Hilde Gillebo, EVP Energy	2019	-	-	-	156 947	2 346 622	2 627 351
% change					N/A	1395 %	12 %
% change annualised*					N/A	25 %	-
Geir Juterud, EVP Project Director ²⁾	2019	-	-	-	1 789 617	2 525 642	2 697 917
% change					N/A	41 %	7 %
% change annualised*					N/A		-
Morten Alstad, EVP Projects ²⁾	2020	-	-	-	-	1 925 025	2 503 834
% change						N/A	30 %
% change annualised*						N/A	
Kirsten Anker Sørensen, EVP Architecture ²⁾	2019	-	-	-	1 854 816	2 882 647	2 868 933
% change					N/A	55 %	0 %
% change annualised*					N/A		-
Company performance							

EBIT %	7.0%	4.0%	3.0%	3.1%	10.1%	9.2%
Average remuneration increase on a full-time equivalent basis of employees						
Multiconsult ASA (except members of the executive) and Multiconsult Norge AS	2.8%	3.1%	3.2%	3.1%	2.5%	4.1%

* % Change in annualised pay is calculated as the difference between estimated pay for full 12 months service in the calendar year in which the appointment/retirement occurred and the actual pay of the following calendar year (in case of appointments) or the preceding year (in case of retirements). Changes in roles, responsibilities, travel activity, etc. are not adjusted for.

¹⁾ Grethe Bergly was EVP Greater Oslo Area from 2015-2018. She resigned from Multiconsult group management 30 September 2018. In accordance with the severance pay agreement between Bergly and Multiconsult, Bergly was entitled to retain base salary until 31 March 2019. Grethe Bergly was appointed CEO March 2019.

²⁾ Salary paid for previous positions within Multiconsult is included.

The board of directors

Multiconsult ASA

Oslo, 16 March 2022



Bård Mikkelsen
Chair of the board



Tove Raanes
Director



Sverre Hurum
Director



Torben Wedervang
Director



Rikard Appelgren
Director



Hanne Rønneberg
Director



Gunnar Vatnør
Director



Karine Gjersø
Director