

EN Expand Oslo: NOM

**NORDIC
MINING**

Remuneration Report 2022

About the Remuneration Report

- This report outlines the remuneration Nordic Mining ASA Group Management in 2022. The report is prepared in accordance with the Public Limited Companies Act section 6-16b and the European Commission guidelines on the standardized presentation of the remuneration report under Directive 2007/36/EC, as amended by Directive (EU) 2017/828, as regards the encouragement of long-term shareholder engagement.
- Pursuant to the Norwegian Public Limited Companies Act section 6-16b (2) the statement will be presented to the Annual General Meeting (“AGM”) for 2023, which shall hold an advisory vote on the report.
- The report is available on Nordic Mining ASAs website for ten years from the time of publishing.

Remuneration Guidelines for Group Management

- Nordic Mining's guidelines for remuneration of Group Management aims to incentivize management in line with maximizing long-term sustainable value creation to the Group's shareholders and other stakeholders, and to offer competitive terms to secure the company's competitiveness in the labor market, nationally as well as internationally, in order to ensure the strategic development of the Group
- The key principles underlying the remuneration policy is that the remuneration should reflect the responsibilities and duties undertaken by the individual member in Group Management, as well as their contribution to the long-term value creation in the Group
- The main components of the guidelines for Group Management remuneration are as follows:
 - The compensation package should reflect the responsibility and tasks of the individual members of Group Management, and the members' contribution towards ensuring the long-term creation of value for Nordic Mining's shareholders and other stakeholders
 - Nordic Mining will offer competitive remuneration packages to attract relevant expertise and experience for the development of the Group
 - The remuneration package consists as principle of fixed salary, plus participation in a share option program that has been approved by the AGM
 - Members of Group Management participates in the company's pension and insurance plans
- The remuneration of Group Management in 2022 has been in line with the guidelines for Remuneration of Management as outlined on page 26 in the Annual Report for 2022, available on our website: www.nordicmining.com.

Group Management Remuneration Overview 2022

Fixed remuneration:

- The annual fixed remuneration for the members of Group Management are shown in the table 1. The base salary is reviewed annually and determined based on salary development in the society in general and in particular the industrial sector. The annual salary increases for 2022 was decided, in accordance with the guidelines, as a general salary increase for Group Management of 3.7%. The CEO is granted benefits in kind according to the applicable market standard, the main element being a company car. The other members of Group Management are granted benefits in kind typically cell phone, internet connection, etc.

Short-Term Incentive Program:

- Nordic Mining is in construction of the Engebø Project and has, so far, no revenues. In 2021, employees in the Group was, as result of the critical period for the company to ensure the success of the Engebø Project, offered a one-year incentive program. The bonus was limited up to 3 monthly salaries per employee per annum. No bonuses were paid to employees in 2022 under the Short-Term Incentive Program. Following the completion of the USD 277 million project financing for the Engebø Project in March 2023, employees that were employed at the time the offer of the bonus program was paid a bonus corresponding to 40% of 3 monthly salaries, in line with the bonus program. This will be reported in the Remuneration Report for 2023. Bonus under the short-term incentive program are not subject to claw-back.

Share Option Program:

- Members of the Group Management and qualified resource persons are entitled to participate in Nordic Mining ASAs equity settled share-based compensation program which was approved by the General Meeting in May 2022. No options were granted to the members of Group Management or qualified resource persons in 2022.

Group Management Remuneration Overview 2022

Pension and personal insurance plans:

- The Group has a defined benefit plan or a defined contribution plan (for new employees) for its employees in the parent company, Nordic Mining ASA and a defined contribution plan for its employees in Nordic Rutile AS. The plans meet the Norwegian statutory requirements for pension plans for employees. The members of the Group Management are covered by the personal insurance plans applicable to the Group's employees.

Remuneration of the CEO and Group Management in 2022

Table 1 - Remuneration of the Group Management for the reported financial year 2021 and 2022										
Members of Group Management		1 Fixed remuneration			2 Variable remuneration	3 Extraordinary items	4 Pension expenses	5 Total remuneration	6 Proportion of fixed and variable remuneration	
		Base salary	Other	Fringe benefits	One-year variable					
Ivar S. Fossum CEO	2022	2 355	-	218	-	-	389	2 962	100 %	0 %
	2021	2 261	45	225	165	-	414	3 110	95 %	5 %
Christian Gjerde CFO	2022	1 727	-	21	-	-	104	1 851	100 %	0 %
	2021	1 702	131	28	120	-	94	2 075	94 %	6 %
Mona Schanche VP Resource and Sustainability	2022	1 535	-	21	-	-	253	1 808	100 %	0 %
	2021	1 465	17	28	108	-	268	1 886	94 %	6 %
Maurice Kok Commercial Director ¹	2022	521	-	8	-	-	40	568	100 %	0 %
	2021	-	-	-	-	-	-	-	-	-
Kenneth Nakken Angedal Operations Director, Engebø	2022	1 591	-	7	-	-	86	1 684	100 %	0 %
	2021	1 524	17	7	111	-	81	1 740	94 %	6 %
Terje Gundersen, Project Director, Engebø ²	2022	1 356	-	9	-	-	88	1 453	100 %	0 %
	2021	-	-	-	-	-	-	-	-	-

1) Maurice Kok started as Commercial Director on 1 August 2022

2) Terje Gundersen started as Project Director on 1 February 2022

Development Group Management remuneration and average FTE remuneration

Table 4 - Comparative table over the remuneration over the last five reported financial years					
Annual change in total remuneration	2018	2019 (2018/2019)	2020 (2019/2020)	2021 (2020/2021)	2022 (2021/2022)
Group Management					
Ivar S. Fossum CEO	2 756 0 %	3 120 13 %	2 914 -7 %	3 110 7 %	2 962 -5 %
Christian Gjerde CFO ¹	- 0 %	- 0 %	718 0 %	2 075 189 %	1 851 -11 %
Birte Nordheim CFO ²	888 0 %	2 193 147 %	607 -72 %	- -100 %	- 0 %
Lars K. Grøndahl Senior Advisor ³	2 053 0 %	2 194 7 %	2 144 -2 %	1 665 -22 %	- -100 %
Mona Schanche VP Resource and Sustainability	1 312 0 %	1 774 35 %	1 732 -2 %	1 886 9 %	1 808 -4 %
Maurice Kok Commercial Director ⁴	- 0 %	- 0 %	- 0 %	- 0 %	568 0 %
Kenneth Nakken Angedal Project Manager, Engebø ⁵	635 0 %	1 585 150 %	1 632 3 %	1 740 7 %	1 684 -3 %
Terje Gundersen, Project Director, Engebø ⁶	- 0 %	- 0 %	- 0 %	- 0 %	1 453 0 %
Financial Performance					
Other Operating Costs ⁷ (excluding Project Costs Engebø)	11 855 0 %	15 294 29 %	9 666 -37 %	9 352 -3 %	16 112 72 %
Other employees					
Change average remuneration other employees	13 %	5 %	7 %	9 %	14 %

1) Christian Gjerde started as CFO on 1 August 2020

2) Birte Nordheim started as CFO on 1 August 2018 and left the company on 11 February 2020

3) Lars K. Grøndahl left the company on 30 June 2021.

4) Maurice Kok started as Commercial Director on 1 August 2022

5) Kenneth Nakken Angedal started as Project Manager 1 August 2018

6) Terje Gundersen started as Project Director on 1 February 2022

7) Other Operating Costs excluding Project Costs Engebø, Research Tax Credit and Rewarded Legal Costs

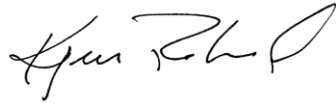
Board of Directors' Statement

The Board of Directors has today considered and adopted the Remuneration Report of Nordic Mining ASA for the financial year 2022.

The Remuneration Report is prepared in accordance with section 6-16b of the Public Limited Companies Act.

The Remuneration Report will be presented to the Annual General Meeting 2023 for an advisory vote.

The Board of Directors Nordic Mining ASA, Oslo 2 May 2023



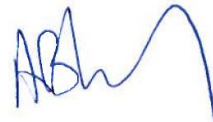
Kjell Roland
Chair



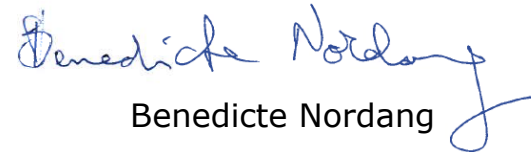
Kjell Sletsjøe



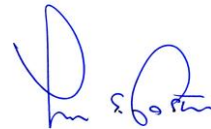
Eva Kaijser



Antony Beckmand



Benedicte Nordang



Ivar S. Fossum
CEO

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REMUNERATION REPORT

To the General Meeting of Nordic Mining ASA

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Nordic Mining ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2022 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.

Oslo, 2 May 2023
ERNST & YOUNG AS

The auditor's assurance report is signed electronically

Johan Lid Nordby
State Authorised Public Accountant (Norway)