Skøyen, 2025-04-15

PEOPLE & ORGANIZATION

Guidelines for remuneration of leading persons

1 INTRODUCTION

These guidelines have been prepared in accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act.

The guidelines describe the main principles governing salary and other remuneration for leading persons in Elopak ASA (the "**Company**"). "Leading persons" means persons covered by section § 7-31b of the Norwegian Accounting Act. The Company defines the members of the board of directors (the ("**Board**") and the Executive Management (the "**Executive Management**") as leading persons.

Remuneration of employee representatives at the board of directors in their capacity of employees is not covered by these guidelines.

These guidelines will be available on the Company's web pages.

2 APPROVAL AND IMPLEMENTATION OF THE GUIDELINES

The Board is responsible for, and has approved, these guidelines. The guidelines will be submitted to the general meeting of the Company in May 2025 for approval. Any material change in the guidelines will be submitted to the general meeting for its approval. The guidelines will in any case be submitted to the general meeting for its approval every fourth year.

The Board may decide to deviate from the guidelines on a temporary basis if there are special circumstances that make such deviation necessary to satisfy the long-term interests of the Company. Any such deviations shall be approved by the Board, and the reasons for such deviations shall be set out in the minutes of relevant meeting of the Board. Any deviations shall be described in the remuneration report produced the following year.

The Board has established a compensation committee. The compensation committee is composed of two to three members. The compensation committee will evaluate these guidelines on a regular basis and present proposals to the Board for amendments as and when appropriate.

3 OVERALL OBJECTIVES

The guidelines for remuneration of leading persons have been prepared with the aim of contributing to the implementation of the Company's strategy and achieving the Company's long-term objectives. The overall objectives of the guidelines are to ensure that the Company can attract, motivate and retain the employees with the experience and skills needed to achieve the Company's objectives, carry out its strategy and maximize stakeholder value. The remuneration should not be of such a nature or size that it may negatively impact the Company’s reputation.

4 THE REMUNERATION OF THE BOARD

4.1 PROCESS

The remuneration of the members of the Board is decided by the general meeting. The remuneration will normally be approved on an annual basis by the annual general meeting.

The remuneration of the members of the Board is proposed by the Company's nomination committee. The nomination committee is elected by the general meeting of the Company. The work of the nomination committee is governed by the articles of association and by guidelines which have been approved by the general meeting. The proposal of the nomination committee will be included in the notice of the annual general meeting or such other general meeting where the remuneration of the Board will be considered.

4.2 TYPE OF REMUNERATION

The remuneration of the Board will consist of a fixed annual amount or a fixed amount per meeting. Members of board committees may receive additional compensation. The remuneration will be payable in cash. The Company may reimburse travel expenses and other relevant expenses incurred by members of the Board in connection with the performance of their duties.

Members of the Board do not receive any variable or performance-based remuneration. Members of the Board do not receive stock options or other remuneration linked to the Company's shares. Members of the Board are not members of the Company's pension schemes and do not have any rights to pension from the Company.

4.3 AGREEMENTS

The Company does not normally enter into agreements with the members of the Board in relation to their engagement as board members. The general meeting can remove any member of the Board at its discretion at any time with immediate effect by a simple majority vote. No member of the Board is entitled to any compensation upon termination of their engagement as members of the Board.

5 THE REMUNERATION OF EXECUTIVE MANAGEMENT

5.1 PROCESS

The remuneration of the Chief Executive Officer is determined by the Board. The compensation committee will prepare a recommendation to the Board in advance of its decision. The remuneration of the other members of Executive Management is determined by the Chief Executive Officer after consulting with the compensation committee based on these guidelines and any budgetary limits or other relevant decisions of the Board.

5.1 TOTAL REMUNERATION

With reference to Elopak's global governing documents, 'Remuneration Elopak Group' and 'Classification of positions – Mercer Methodology', total remuneration is decided based on relevant and valid market information. When reviewing the salary level, the impact and scope of the roles as well as the size and type of the company is considered to ensure valid market comparison. The total remuneration package, i.e. salary including bonus, fringe benefits and social benefits such as vacation days, insurance, pension etc. shall follow the same principle. Wage setting/payment of salaries are to be executed according to local practice and in accordance with national laws/labor laws.

5.1.1 Fixed salary

Fixed salary is set based on a variety of factors including (i) the position and responsibilities of the relevant manager, (ii) the experience and skills of the relevant manager, (iii) salary levels for comparable positions in other companies and (iv) geographical location as referred to above Fixed salaries are normally adjusted on an annual basis.

5.1.2 Variable compensation

The members of the Executive Management are included in an annual bonus scheme. Performance targets are divided into shared and individual targets; Financial targets, Strategy Execution and Key Values Drivers. Targets are reviewed annually. Maximum achievement within a financial year equal to 50-90% (Regionalized) of an annual base salary. The Company targets a 40/60 split between variable compensation and fixed salary.

5.1.3 Share based compensation

5.1.3.1 LTIP

The Company has implemented a long-term incentive program ("**LTIP**") as part of the remuneration for Executive and Senior Management. The purpose of the LTIP is to align the interests of management and shareholders, support the Company's long-term business strategy and sustainability, and contribute to retention and ownership culture among key leaders.

Eligible participants are granted performance share units (PSUs) annually, based on a percentage of their annual base salary. Performance is measured against key performance indicators (KPIs) as determined by the Company's Board of Directors. The KPIs shall contribute to the Company's overall strategy by promoting sustainable financial performance, environmental responsibility and long-term value generation.

The grant is subject to continued employment and the achievement of KPIs over a three-year performance and lock-up period.

The performance assessment occurs after the three-year period. There is no cap on the monetary outcome, but performance is capped at 100%.

Vesting and Claw-back:

- Shares vest after a three-year performance and lock-up period.
- A claw-back clause allows the Company to reclaim vested PSUs in cases of misconduct or material errors.
- Clear and transparent definitions of "good leaver" and "bad leaver" apply.
- The LTIP remuneration is non-pensionable and subject to market-standard terms and conditions.

5.1.3.1 ELTIP

The Company has also implemented a time-limited executive incentive program ("**ELTIP**") running from 2025 to 2028. While building on the LTIP's purpose of aligning management and shareholder interests, the ELTIP is tailored to secure focus on the successful execution of the Company's strategy ("Repackaging tomorrow") and retention of a few key executives.

Participants receive annual grants in year 1-3 of performance share units based on a percentage of base salary, subject to employment conditions and achievement during defined KPIs over a four-year performance and lock-up period.

Following the four-year period, performance is assessed. Maximum performance level is capped at 100%, with no monetary outcome cap.

Vesting, Restrictions, and Claw-back:

- Shares vest after four years, with full lock-up during the performance period.
- Participants must accept postponement of vesting of shares from the LTIP in the period November 2025 to March 2027 throughout the ELTIP period (2025–2028), ensuring a financial exposure to the performance of the Elopak share.
- Participants must accept the principle of a match between total allocated share units and postponed/restricted shares. Participants opting to receive PSUs in year 3, must accept restrictions on existing shareholdings to achieve a 1:1 match.
- Restrictions are lifted after four years.
- A claw-back clause allows the Company to reclaim vested PSUs in cases of misconduct or material errors.
- Clear and transparent definitions of "good leaver" and "bad leaver" apply.
- ELTIP remuneration is non-pensionable and subject to customary market-aligned terms.

5.1.4 Pension rights

The Company has established defined contribution pension plans for its employees. The members of the Executive Management are part of applicable defined contribution pension plans in line with other employees.

The members of the Executive Management in Norway are also entitled to an individual pension contribution. The pension contribution is paid to their account each month in line with the local pay-roll routines.

5.1.5 Other benefits

The remuneration of Executive Management may include other benefits such as a company car or car allowance, coverage of telephone and broadband costs, travel allowance, employer's liability insurances and medical services. Any such benefits shall be granted on market terms and shall only constitute a limited part of the total remuneration package.

5.2 AGREEMENTS WITH EXECUTIVE MANAGEMENT

The Company enters into customary employment agreement with its Executive Management. The notice periods of members of Executive Management under current employment agreements are six months. Under his employment agreement, the chief executive officer has waived his statutory rights upon a termination of employment in exchange for the right to severance pay equal to six months' salary.

5.3 CHANGES TO THE GUIDELINES

Pursuant to Section 5 of the regulation on guidelines and report on remuneration of leading personnel, any material changes to the guidelines must be described and explained in the guidelines.

Considering shareholder feedback regarding the one-year performance period, concerns over transparency in the remuneration report, and broader external trends in executive remuneration, particularly in relation to the LTI program, the Board Succession and Compensation Committee reached the following key conclusions:

- Performance period extended from one year to three years with a lock-up period
- Allocation method simplified, moving from fair value-based allocation to full share value for the TSR KPI
- Increased allocation levels to ensure competitiveness of the program
- New, time-limited LTI program introduced

Both the LTIP and the ELTIP designs have been supported/reviewed by external advisors and external input on executive remuneration.