PetroNor E&P ASA

Remuneration Report 2024

Introduction

Pursuant to the Norwegian Public Limited Liability Companies Act (the "Companies Act") Section 6-16b and related regulations the Board will present the following statement regarding remuneration to the Annual General Meeting. The following report discloses detailed information on key management and board of directors' remuneration.

PetroNor E&P ASA's "GUIDELINES REGARDING DETERMINATION OF SALARIES AND OTHER REMUNERATION TO THE DIRECTOR AND OTHER SENIOR EXECUTIVES FOR PETRONOR E&P ASA" was approved by Annual General Meeting on 29 May 2024.

The Company's auditor has verified that information required by Norwegian Public Limited Liability Companies Act (the "Companies Act") Section 6-16b and associated regulations has been provided in this remuneration report.

The remuneration of key management and the board of directors during the financial year 2024 is met in accordance with the adopted guidelines. There have been no deviations from the guidelines.

Strategy and Financial performance

During 2024 the Group achieved record oil sales from the Congo PNGF Sud licence with 1.8 MMbbls lifted at an average realised price of USD 77.94/bbl (2023: 1.5 MMbbls at USD 78.30/bbl). The increase was partially attributable to a new trading agreement entered during second quarter of 2024 which allowed PetroNor to lift and sell more oil than the entitlement interest it had in stock at the Djeno terminal at the time of lifting. The overlift position at 31 December 2024 was USD 35.8 million. The average net allocated production in 2024 was 4,814 bopd down from 5,162 bopd in 2023.

Completion of the acquisition of New Age (African Global Energy) Ltd's 32 per cent project economic interest in Aje is pending.

PetroNor exits the year with a strengthened balance sheet, including cash of USD 79.7 million (2023 USD 46.2 million). After a strong performance with gross revenue of USD 204.5 million (2023 187.3 USD million), and an increase in Group net assets of USD 33.6 million.

Principles of the Company's Management Pay Policy

As an international player in its industry, the company is determined to compete in a market that is at the top management level internationally when determining salaries for managers in the company.

It is the Board's policy that in order to ensure the best possible leadership, salaries must be offered at satisfactory levels for the individual, that are competitive in an international market. Due to the Company's international business, the level of executive pay may, as a starting point, be relatively high in a national context.

Fixed Salary

It is the Company's policy that executive salaries should mainly be expressed in a fixed monthly salary that reflects the person's position and experience. The board of directors has not established upper or lower limits to the fixed salary for the Company's leading personnel.

Pension Benefits

Pension schemes shall in principle be the same for managers as is stipulated in general for employees in the Company. The Board may, however, determine additional pensions and/or insurance schemes for certain executives.

Bonuses

Bonus schemes for the management team shall be linked to the Company's result for one part, and at the Board's discretionary assessment for another part. The Board's discretionary assessment shall, among other things, take into account the quality of the HSE work in the Company, and the results according to the Company's HSE statistics, as well as major financial transactions and other strategically important goals for the PetroNor Group. The bonus schemes related to the management group shall have a ceiling that is capped at an estimated 100% of fixed salary for the individual.

Pursuant to Section 8 of the Articles of Association, the Nomination Committee shall present a motion to the Annual General Meeting for approval of bonuses for the members of the Board.

Severance Schemes

Severance pay schemes established upon resignation will normally be seen in connection with confidentiality clauses and anti-competitive clauses in the individual employment contract, such that they are only compensated for restrictions in the person's right to take up new work. As a starting point, severance pay schemes shall have deductions for income elsewhere.

The senior executives, depending on geography and applicable laws and practice, will typically have a three to six months' notice period. The notice period in senior executives' employment agreements shall not exceed six months.

Severance agreements shall be connected to confidentiality and anti-competitive clauses in the individual's employment contract, so as to compensate them for restrictions in respect of his or her ability to take new work. The CEO of the Company may in addition be subject to an agreement after which he/she waives his/her employment protection against severance pay. For such a waiver, the CEO may be entitled to severance pay for a period of up to 24 months after expiry of the ordinary notice period. The CEO shall not be entitled to such severance pay if he/she is guilty of a gross breach of duty according to law, the employment agreement or applicable company policies, or otherwise is in serious breach of the employment agreement, which can justify termination of the employment agreement with immediate effect.

Share Based Incentives and Other Remuneration

The board has the opportunity to offer option schemes for the management team. Options may be granted to those whom the Board considers central in relation to the Company's value development. Currently, the Company does not have any share-based incentive schemes.

Any deviations from these principles will be reported in the remuneration report for the relevant year.

Detailed information about the individual remuneration to the members of the board and senior executives in 2024 and their share ownership is detailed in Related Parties – Key Management Personnel Remuneration of the annual report.

Remuneration of board and key management personnel

The figures below represent the consolidated remuneration for each individual from the PetroNor E&P ASA group.

For the year ended 31 December 2024

Individual	Position	Salary and fees USD	Bonus USD	Other cash benefits USD	Severance package USD	Post-employment benefits USD	Total USD	Relative proportion fixed / variable Per cent
J Iskander	Board Member / Board Chair[2]	42,987	83,064	-	-	-	**126,051**	**34 / 66**
J Norman-Hansen	Board Member[2]	47,208	84,526	-	-	-	**131,734**	**36 / 64**
A Fawzi	Board Member[2]	47,208	84,526	-	-	-	**131,734**	**36 / 64**
J Pace	CEO	523,580	135,623	-	-	-	**659,203**	
C Frimann-Dahl[2]	CTO	247,621	39,324	2,666	-	15,569	**305,179**	**87 / 13**
C Butler	Group Financial Controller	252,317	41,599	6,936	-	18,824	**319,676**	**87 / 13**
E Alhomouz[1]	Board Chair[2]	172,500	140,877	-	-	-	**313,377**	**57 / 43**
I Smines Tybring-Gjedde	Board Member[2]	38,973	84,526	-	-	-	**123,499**	**32 / 68**
G Kielland	Board Member[2]	38,973	84,526	-		-	**123,499**	**32 / 68**
M Barrett	Exploration Manager	209,289	-	1,886	223,964	-	**435,138**	**49 / 51**
E Sultan	Strategy and Contracts Manager	105,000	-	-	21,000	-	**126,000**	**100 / 0**
TOTAL		**1,725,655**	**778,591**	**11,488**	**244,964**	**34,392**	**2,795,091**	

[1] USD 72,500 of the fees above were not paid to the individual, these fees charged on an arms-length basis and are included in a monthly lump sum charged by related party Petromal LLC, the above figures represent the company's fair value estimate of associated costs for the individual's services.
[2] Bonus received was approved at the Annual General Meeting held on 29 May 2024.

As a Board Member, J Iskander had previously waived his board fees. Since 29 May 2024, and for his services as Chair of the Board for the parent company Mr Iskander is entitled to NOK 800,000 per annum.

J Norman-Hansen received NOK 450,000 per annum as board fees for the parent company, including each committee of the board, including the remuneration and audit committees. This was increased in June 2024 to NOK 500,000 per annum as board fees and additional NOK 50,000 per annum for serving in board committees.

A Samir Fawzi received NOK 450,000 per annum as board fees for the parent company, including each committee of the board, including the remuneration and audit committees. This was increased in June 2024 to NOK 500,000 per annum as board fees and additional NOK 50,000 per annum for serving in board committees.

E Alhomouz received USD 72,500 as board fees for the parent company and USD 100,000 as board fees for subsidiary company Hemla E&P Congo SA. E Alhomouz ceased to be Chair of the Board for the parent company on 29 May 2024 and chair of the board of Hemla E&P Congo SA on 30 October 2024.

I Smines Tybring-Gjedde received NOK 450,000 per annum as board fees for the parent company, including each committee of the board, including the remuneration and audit committees. This was increased in June 2024 to NOK 500,000 per annum as board fees and additional NOK 50,000 per annum for serving in board committees. I Smines Tybring-Gjedde ceased to be a Board Member on 1 November 2024.

G Kielland received NOK 450,000 per annum as board fees for the parent company, including each committee of the board, including the remuneration and audit committees. This was increased in June 2024 to NOK 500,000 per annum as board fees and additional NOK 50,000 per annum for serving in board committees. I Smines Tybring-Gjedde ceased to be a Board Member on 1 November 2024.

M Barrett's employment with the company ended on 31 August 2024, his redundancy severance package reflected his fifteen years of continuous service.

E Sultan left the company on 30 June 2024.

For the year ended 31 December 2023

2023								
Individual	**Position**	**Salary and fees USD**	**Bonus USD**	**Other cash benefits USD**	**Severance package USD**	**Post-employment benefits USD**	**Total USD**	**Relative proportion fixed/variable Per cent**
E Alhomouz[1]	Board Chair	294,000	-	-	-	-	**294,000**	**100 / 0**
J Iskander	Board Member	-	-	-	-	-	**-**	**-**
I Smines Tybring-Gjedde	Board Member	38,685	-	-	-	-	**38,685**	**100 / 0**
G Kielland	Board Member	38,685	-	-			**38,685**	**100 / 0**
A Fawzi	Board Member	32,763	-	-	-	-	**32,763**	**100 / 0**
J Norman-Hansen	Board Member	32,763	-	-	-	-	**32,763**	**100 / 0**
J Pace	CEO	530,111	-	-	-	-	**530,111**	**100 / 0**
C Frimann-Dahl[2]	CTO	240,053	42,123	719	-	13,493	**296,388**	**86 / 14**
M Barrett	Exploration Manager	280,755	47,678	1,731	-	-	**330,164**	**86 / 14**
C Butler[2]	Group Financial Controller	243,400	31,202	2,427	-	17,740	**294,769**	**89 / 11**
E Sultan	Strategy and Contracts Manager	244,000	-	-	-	-	**244,000**	**100 / 0**
TOTAL		**1,975,215**	**121,003**	**4,877**	**-**	**31,233**	**2,132,328**	

[1] USD 174,000 of the fees above are not paid to the individual, these fees charged on an arms-length basis and are included in a monthly lump sum charged by related party Petromal LLC, the above figures represent the company's fair value estimate of associated costs for the individual's services.
[2] Bonus received was determined at the discretion of remuneration committee, it was contingent upon both company performance and individual contributions.

E Alhomouz received USD 174,000 per annum as board fees for the parent company and USD 120,000 per annum as board fees for subsidiary company Hemla E&P Congo SA.

J Iskander waived his entitlement to board fees during 2023.

I Smines Tybring-Gjedde receives NOK 450,000 per annum as board fees for the parent company, including each committee of the board, including the remuneration and audit committees. This was increased in June 2023 from NOK 350,000.

G Kielland receives NOK 450,000 per annum as board fees for the parent company, including each committee of the board, including the remuneration and audit committees. This was increased in June 2023 from NOK 350,000.

A Samir Fawzi receives NOK 450,000 per annum as board fees for the parent company, including each committee of the board including the audit committee. This was increased in June 2023 from NOK 250,000. A Samir Fawzi was elected by an EGM on 26 January 2023.

J Norman-Hansen receives NOK 450,000 per annum as board fees for the parent company. This was increased in June 2023 from NOK 250,000, including each committee including the remuneration committee. J Norman-Hansen was elected by an EGM on 26 January 2023.

Remuneration for 2021-2024

The Company was only incorporated in 2021 and applied to list its shares on the Oslo Børs on 27 October 2021, as part of the Group restructuring that completed in February 2022. For reference, the Company has also provided the Group comparative information for the full year of 2023, 2022 and 2021.

Name	Position	2021 USD	2022 USD	2023 USD	2024 USD
Current Board and Key Management Personnel					
J Iskander[1]	Board Chair	-	-	-	**120,752**
J Norman-Hansen	Board Director	-	-	32,763	**124,433**
A Fawzi	Board Director	-	-	32,763	**124,433**
J Pace[2]	CEO	47,909	443,500	530,111	**656,421**
C Frimann-Dahl	Chief Technical Officer	243,160	274,373	296,388	**291,363**
C Butler	Group Financial Controller	196,032	288,289	294,769	**319,676**
Former Board and Key Management Personnel					
I Smines Tybring-Gjedde[3]	Board Director	38,001	34,598	38,685	**116,334**
G Kielland[3]	Board Director	25,994	34,598	38,685	**116,334**
E Alhomouz[4]	Board Chair	294,000	294,000	294,000	**305,032**
M Barrett[5]	Exploration Manager	299,073	282,409	330,163	**435,138**
E Sultan[5]	Strategy & Contracts Manager	168,000	233,000	244,000	**126,000**
A Neuling	Board Director	26,787	5,728	-	**-**
R Steinepreis	Board Director	32,546	5,728	-	**-**
A Hicks	Company secretary	27,035	3,598	-	**-**
G Ludvigsen	Board Director & Business Development Manager	385,320	-	-	**-**
K Søvold	Board Director & CEO	376,659	-	-	**-**

[1] J Iskander was elected chair of the board of the listed company at the Annual General Meeting on 29 May 2024.
[2] J Pace was was a board member until reappointed as interim CEO in December 2021 becoming the permanent CEO in 2024.
[3] Individuals ceased to be board members as at 1 November 2024.
[4] E Alhomouz ceased to be chair of the board of the listed company as 29 May 2024.
[5] Individuals ceased to be considered key management as at 31 May 2024.

Average annual remuneration of employees (excluding key management).

	2021 USD	2022 USD	2023 USD	2024 USD
PetroNor E&P ASA Group	145,000	141,000	117,000	**251,348**
PetroNor E&P ASA Company[1]	-	-	-	
EBITDA (USD million)	61.9	94.2	121.8	**100.3**

[1] PetroNor E&P ASA was incorporated in FY2021, there are no employees in the entity.

28 April 2025
PetroNor E&P ASA
Joseph Iskander - Chair

BDO AS
Bygdøy Allè 2
PO Box 1704 Vika
0257 Oslo
Norway

To the General Meeting of PetroNor E&P ASA

Independent auditor's assurance report on report on salary and other remuneration to directors

Opinion

We have performed an assurance engagement to obtain reasonable assurance that PetroNor E&P ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2024 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 as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. The firm applies International Standard on Quality Management, which requires the firm to design, implement and operate a system of quality management including policies or 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.

BDO AS

Børre Skisland
State Authorised Public Accountant
(This document is signed electronically)