

SENTIA ASA

Remuneration Guidelines
General Meeting 12 May 2026
as approved by the Board of Directors on 26 March 2026

REMUNERATION GUIDELINES

These guidelines (the "**Guidelines**") are prepared by the board of directors (the "**Board**") of Sentia ASA ("**Sentia**" or the "**Company**" and together with its subsidiaries (the "**Group**") in accordance with the Norwegian Public Limited Liability Companies Act (the "**Companies Act**") section 6-16a. The Guidelines are for consideration at the general meeting on 12 May 2026, according to the Companies Act section 5-6 (3).

The Guidelines describe the overall guidelines for remuneration of the executive management of the Company at any given time, which currently includes the CEO, the Deputy CEO & EVP Sentia Sweden, the EVP & CFO, the EVP Hent and the EVP Communication (together, the "**Executive Management**"). The Guidelines shall be discussed and approved by the Company's general meeting at every material change and at least every fourth year.

The Guidelines approved by the Company's general meeting shall be published on the Company's website, along with the voting results and date of the resolution.

1. INTRODUCTION

To successfully implement the Company's strategy and safeguard the long-term interests of the Company, the Company must be able to recruit, develop and retain Executive Management with relevant competence, expertise and advanced leadership skills. It is therefore important that the Company offers its Executive Management terms that provide motivation and are in line with the market level, and that are also well balanced and based on the Executive Management's competence, responsibility and performance. It is fundamental for the Company that the policy for the executive remuneration enables financial sustainability, and that the overall level of remuneration does not entail an unreasonable burden on the Company's liquidity and equity.

These Guidelines seek to provide a clear framework for remuneration of the Executive Management, so that an environment that promotes the Company's strategy and long-term goals can be developed and contribute to increased shareholder value. These Guidelines shall apply for the remuneration of the Executive Management on a group basis, i.e. by including remuneration to members of the Executive Management who are employed through a Group company.

2. REMUNERATION POLICY

The Executive Management's remuneration in Sentia shall be determined based on the following main principles:

2.1 Remuneration shall be market competitive, but not leading

Executive Management's remuneration shall, as a general guideline, be suited to attract and retain skilled leaders in order to enhance value creation in the Company and support the alignment of interests between management and shareholders. Total remuneration should motivate the Executive Management to work towards achieving the Company's strategic and financial goals and, as a general rule, be at level with remuneration for senior management in comparable industries, businesses and positions in the region in which the individual manager resides. The remuneration package should be weighted towards incentives for delivering results rather than higher fixed remuneration.

2.2 Remuneration shall be motivational and drive value creation for shareholders

Executive Management's remuneration shall be structured to drive motivation and encourage improvements in results and shareholder value.

2.3 Remuneration shall be transparent and acceptable both internally and externally

The remuneration system shall not be unduly difficult to explain to the general public and should not involve disproportional complexity for the administration.

2.4 Remuneration shall be flexible, allowing adjustments over time

To be able to offer competitive remuneration, the Company must have a flexible system that can accommodate changes as the Company and markets evolve.

3. REMUNERATION SCHEME

"Remuneration" includes all salary and benefits received by Executive Management, including fixed and variable remuneration, pension plans and other specific remuneration elements. In general, the remuneration scheme in Sentia includes the following:

1. Base salary
2. Short Term Incentive Plan (yearly bonus)
3. Long Term Incentive Plan – Share option program
4. Long Term Incentive Plan – Share purchase program
5. Pension benefits
6. Other terms of employment

3.1 Base salary

The base salary is the main element of the remuneration. The base salary of Executive Management is, as a main rule, reviewed annually by the Remuneration Committee and the Board. In determining the base salary, and the adjustment thereof, factors taken into consideration include the individual's skills, experience and performance, the general responsibility of the role, general salary adjustment in the Company, market data for comparable roles in the industry and the financial situation of the Company. As the base salary reflects responsibility and performance, it is individualised and differentiated.

The Board sets the CEO's base salary, while the base salaries of other Executive Management members are determined by the CEO, subject to endorsement by the Remuneration Committee (as defined below). This process also applies to the appointment of new members of the Executive Management.

3.2 Variable remuneration for the Executive Management

3.2.1 Short Term Incentive Plan

The Executive Management has a compensation package which includes an annual bonus payment. The annual bonus payment cannot exceed 100% of fixed annual salary.

The bonus payment is based on the achievement of pre-defined measurable results and financial results, set to promote the Company's strategy and to encourage behavior which is in the long-term interest of the Company. The bonus is calculated using a growth multiple, determined by the achieved growth in the Company, and a performance bonus percentage, based on the achieved EBIT% in Sentia, HENT, or Sweden. For example, achieving an ambitious growth rate of 10% results in a growth multiple of 2, while reaching a 5% EBIT margin corresponds to a performance bonus of 50%. The final bonus payment is determined using the following formula:

Bonus = Growth multiple × Performance bonus % × Fixed salary.

There will be no bonus if the corresponding EBIT margin included in the Performance bonus is less than 4%.

As a general rule, the bonus is based on reported figures, as Sentia does not use, or report adjusted EBIT. However, goodwill impairment is excluded from the bonus calculation, as it typically relates to past acquisitions and historical purchase prices rather than factors directly within the control or influence of the executive management.

The selection of measurable metrics, and relative weighting of these, are approved by the Board, following preparation and recommendation by the Remuneration Committee. The level of achievement of the financial metrics each year is approved by the Board, following preparation and recommendation by the Remuneration Committee.

The EVP Communication has a separate bonus agreement, where the grant of bonus will not be calculated as described above, but will be decided based on the Company's financial results and the employee's individual performance.

The Board reserves the right to modify bonus agreements or the bonus outcome for a given year at any time due to reorganization, acquisitions, market conditions, and other factors beyond ordinary operations that the Remuneration Committee or the Board considers material. In exceptional cases, the Remuneration Committee may also propose discretionary bonuses that are not tied to predefined goals or milestones but are instead based on exceptional performance and achievements during a given period. Such discretionary bonuses should be limited and, if applicable, specifically agreed upon in advance.

As a general principle, the bonus payment structure described herein is intended to be applied consistently. However, deviations may be granted on an exceptional basis, provided they are expressly defined and agreed upon in advance.

3.2.2 Long Term Incentive Plan – Share option program

Sentia has a long-term incentive plan in the form of a share option program for Executive Management and eligible employees as decided by the Board. Skilled employees are Sentia's most important resource for success. The Company is dependent on recruiting and retaining competent employees to promote the Company's business strategy, long-term interests and sustainability. The share option program has been established as a contribution to achieving this.

As a main rule, the Company grants options annually shortly after the annual general meeting, however the Company may in its sole discretion decide to grant options on an ad hoc basis, including for onboarding of new hires.

Options granted under the program vest annually over a three- (3) -year period (e.g., 1/3 each year) and expire after five (5) years. The strike price is determined based on the Volume Weighted Average Price (VWAP) from the week prior to the grant date.

The CEO is responsible to make a proposal on annual basis to the Remuneration Committee, for approval by the Board, for the number of options to be granted to Executive Management (excluding the CEO) and other eligible employees in any annual grant. The proposed number of options will depend on the share price at the time. The Remuneration Committee will make a proposal to the Board, for their approval, for any options awarded to the CEO in an annual grant.

The maximum number of options which may be awarded per year is 820,200.

3.2.3 Long Term Incentive Plan – Share purchase program

The Company intends to implement a long-term incentive plan in the form of a share purchase program for Executive Management and all employees. The contemplated programme will be a so-called employee share purchase program (ESPP), whereby employees will be offered to acquire shares in Sentia at a 20% discount in relation to the market value of the shares in Sentia. The shares acquired under the programme will be subject to a one-year lock up period from the date of the acquisition. There will be restrictions on how many shares individual employees may purchase through the programme. The share purchase program will be limited to a maximum of 700.000 shares annually for all employees. Within this limitation, the number of shares offered each year will be determined by the Board. All employees, including the Executive Management, will be offered the same number of shares under the share purchase program.

The Company is dependent on recruiting and retaining competent employees to promote the Company's business strategy, long-term interests and sustainability. The share purchase program has been established as a contribution to achieving this.

3.3 Pension plan

The Company's overall policy is that the pension benefit shall reflect local practices and applicable law. The Company has a defined contribution pension plan for its Executive Management which meets the statutory requirements in Norway and Sweden. Contributions are paid to pension insurance plans and charged to the income statement in the period to which the contributions relate. The Group's contribution plan shall be in line with industry standards.

The CEO (employed in HENT AS), Jan Jahren, has an individual pension scheme in addition to participation in the company's collective pension scheme. This entails that he is also entitled to pension savings of 8% of his salary that exceeds 12 G. "G" being the basic amount in the Norwegian national social insurance scheme, at the time 1 G equals NOK 124 028.

The Deputy CEO & EVP Sentia Sweden (employed in Vestia Construction Group AB), Christian Wieland, is entitled to an occupational pension insurance and spouse's pension at the amount of 30% corresponding to his salary. It is up to Wieland how much should be reserved to the insurance part of the scheme.

Other members of the Executive Management participate in the Company's collective pension scheme.

3.4 Other terms of employment

3.4.1 Benefits in kinds and other benefits

Executive Management are given the benefits in kind that are common market practice such as pension and insurance schemes and other benefits. The benefits in kind for Executive Management may be updated in line with the regular update of Company policies.

The CEO has in his employment agreement that he is entitled to a company car.

The Deputy CEO & EVP Sentia Sweden has in his employment agreement that he is entitled to a company car in accordance with the company's prevailing policy.

Part of the remaining Executive Management team has car compensation as part of their regular benefits.

3.4.2 Notice period

The CEO, the Deputy CEO & EVP Sentia Sweden, the EVP & CFO and the EVP Hent have a notice period of six (6) months. The EVP Communication has a 3 months notice period. The CEO has waived his employment protection, which is necessary if the employer should be able to terminate the employment agreement without cause. This is due to the Norwegian Working Environment Act.

3.4.3 Severance Arrangements

If the CEO is terminated by the Company, the CEO is entitled to severance pay in accordance with the employment agreement, which is 12 months of severance pay.

If the employer terminates the employment relationship, both the Deputy CEO & EVP Sentia Sweden and the EVP & CFO are entitled to six (6) months' base salary as severance pay. Please be aware that according to Norwegian legislation, only the top manager of a company can waive his/her employment protection in Norway, meaning that there must be justifiable basis to give notice to the EVP & CFO.

3.4.4 Restrictive covenants

The CEO, the Deputy CEO & EVP Sentia Sweden, the EVP & CFO and EVP Hent all have restrictive covenants such as non-competition and non-solicitation of customers and employees as a part of their employment agreements.

4. PREPARATION AND DECISION-MAKING PROCESS FOR ESTABLISHING, REVIEWING AND IMPLEMENTING THE GUIDELINES

The Board has established a remuneration committee (the “**Remuneration Committee**”). The Remuneration Committee shall monitor and evaluate the application of the guidelines, variable remuneration programs for Executive Management that are ongoing and those that were concluded during the year, as well as remuneration structures and levels within the Company. For each financial year, the Board shall prepare a remuneration report and make this available to shareholders on the Company’s website at least three weeks prior to the annual general meeting.

The duties of the Remuneration Committee include preparing the Board’s resolution on proposed guidelines for remuneration of Executive Management. The Board shall prepare proposed new guidelines at least every four years and submit the proposal for decision at the annual general meeting. The guidelines shall apply until new guidelines have been adopted by the annual general meeting.

Remuneration to the Executive Management shall be decided by the Board in line with approved policies following preparation and recommendation by the Remuneration Committee. Remuneration to other senior executives shall be decided by the CEO in line with approved policies and after consultation with the Remuneration Committee if deemed necessary.

The members of the Remuneration Committee are independent in relation to the Executive Management. The CEO and other members of the Executive Management shall not participate in the Board’s discussions on matters related to remuneration that concerns them.

5. DEVIATION FROM THE GUIDELINES

The principles in these Guidelines are binding for the Company from the time they are adopted by the general meeting. The Board may nevertheless decide to temporarily deviate from the Guidelines, in

whole or in part, in specific circumstances where there is a particular cause for such deviation and a deviation is deemed necessary to serve the Group's long-term interests, sustainability or financial viability, cf. § 6-16a (4) of the Companies Act.

The Board has full discretion to determine whether to deviate from the Guidelines when considering all relevant factors, including but not limited to:

- (i) changes in or amendments to the relevant laws, rules or regulations;
- (ii) changes to the remuneration of the CEO in order to ensure that the Company can provide competitive terms to secure the right candidate for the role as CEO;
- (iii) changes to the Group's capital structure or ownership (mergers, demergers or acquisitions);
- (iv) events that cause the targets or conditions for remuneration to no longer be appropriate; and
- (v) other exceptional circumstances where such deviation may be required to serve the long-term interest or sustainability of the Company or to assure its financial viability.

Deviations from these guidelines and the background of any such deviation shall be included in the annual report to be prepared by the Board in accordance with § 6-16b of the Companies Act.

The Remuneration Committee prepares the Board's assessments of matters concerning remuneration, including deviations from these guidelines.