

## STATEMENT REGARDING STIPULATION OF WAGES AND OTHER REMUNERATION FOR THE EXECUTIVE MANAGEMENT

### 1. About the statement

This statement has been prepared by the Board of Directors of AKVA group ASA ("AKVA" or the "Company") pursuant to Section 6-16a of the Norwegian Public Limited Companies Act, under which the Board of Directors is obliged to prepare a statement regarding the determination of wages and other remuneration for the company's Managing Director (chief executive officer/CEO) and other executive personnel.

The statement shall include guidelines for the determination of salary and other types of remuneration and shall also indicate the main principles for Company's executive personnel remuneration policy. The guidelines set out in item 2, below, are indicative only. If the Board of Directors approves an agreement or scheme deviating from such guidelines, the minutes from the relevant board meeting shall state the reason for the deviation. Item 3 regarding value based incentives is binding for the Board of Directors and the Company.

AKVA defines the persons within the executive management team as "executive personnel". In 2016 this definition has included the following persons; CEO, CFO, COO Nordic, COO Americas, COO Export, COO Land based and COO Technology & Software.

### 2. Indicative guidelines for remuneration and other benefits in 2016

#### 2.1 The main principles for the company's executive personnel remuneration policy

The main principles for the company's executive personnel remuneration policy is that the basic salary shall promote value creation in the company and contribute to common interests between shareholders and executive personnel. The basic salary shall not be of a type or size that may negatively affect the company's reputation.

As the industry leader in our sector, AKVA is dependent on being able to offer salaries that enable AKVA to recruit the most able managers. It is the board's policy to employ the most competent managers by offering compensation packages that are competitive with those offered in other similar industries and in the international market.

The board of directors has established a remuneration committee, which shall make recommendations to the Board of Directors with respect to the remuneration of the Company's CEO and other executive personnel.

#### 2.2 Determination of salary

The company's policy is that executive personnel salaries shall primarily be a fixed monthly salary, which reflects the position and experience of each individual.

The base salary for the executive personnel consists of a fixed salary, which is individually stipulated. The fixed salary shall be determined based on the following criteria:

- Experience and competence
- Size of the company
- Market conditions for the relevant position and individual

Variable compensation shall normally not exceed the fixed salary.

The Board of Directors decides the CEO's remuneration. The remuneration for the other executive personnel shall be determined by the CEO and reported to the Board of Directors.

Determination of remuneration for executive personnel shall follow the principles that apply for the Company's employees in general in respect of annual salary adjustments and time of adjustment.

### 2.3 Benefits

The company grants benefits to executive personnel such as covering expenses for use of telecommunications and similar based on need. A company car can be considered based on need.

### 2.4 Bonus schemes and similar variable compensation

In February 2014 the Board of Directors approved a new incentive scheme for the Group. The new scheme, effective from 2014 onwards, held three elements: (1) Strategic Value Incentive Scheme; providing incentives to the CEO and CFO relative to the actual development in the Company's market capitalisation in the 3 year period ending on 31 December 2016 limited to an amount equal to the CEO and CFO's respective fixed salary in the same period, (2) Operational Incentive Scheme; providing incentives to managers of business areas and key subsidiaries relative to actual annual financial and operational performance, (3) Loyalty Incentive Scheme; allowing selected key employees, crucial to the Group's long term development, participation in sharing 4% of the Group's annual EBT over a ten year program.

Item 3 (Loyalty Incentive Scheme) has not been in use due to complexities in achieving fair implementation.

Item 1 (Strategic Value Incentive Scheme) has during 2016 been amended for the current CEO and CFO, and consists of two components: (i) a potential annual bonus, limited to 50% of annual salary, based on individual and financial targets, for each of the years 2017, 2018 and 2019; and (ii) a potential deferred bonus for the years 2017, 2018 and 2019, limited to 50% of annual salary, per year, based on individual targets and the development in the Company's market capitalization relative to the OSLO Seafood Index (OSLSFX) for the same period.

Due to lack of implementation of the Loyalty Incentive Scheme, the Board of Directors resolved to implement a Share Incentive Program for all employees in the Company in the fall of 2015. The Share Incentive Program gives all employees an equal opportunity to buy a limited number of shares in the Company at a 20% discount from market price. The program was initiated at the end of 2015 and implemented in January 2016.

The general bonus plan does not exclude discretionary bonuses or special bonus payments for particularly demanding projects.

According to the established bonus regime and agreed terms, total bonuses of NOK 1.180.000 were paid out in 2016 to the Group's executive personnel based on 2015 performance.

### 2.5 Pension

In principal, the pension plans for the executive personnel shall be the same as those generally established for the employees in the company. Early retirement pension agreements may be made with the executive personnel with a mutual right to demand retirement from the age of 62.

## 2.6 Severance pay

Agreements for severance pay upon termination of employment will be seen in conjunction with confidentiality and non-compete clauses in each individual's employment contract to ensure that only limitations in the individual's opportunity to obtain new employment are compensated. Severance pay agreements shall in principle include deductions for income received from other sources.

## 2.7 Other variable elements

There are no variable elements in the company's remuneration of executive personnel apart from the bonus arrangement.

## 2.8 The compensation policy of the previous accounting year, 2016

AKVA's aim in the previous year was to offer competitive terms of employment to the executive personnel. The compensation policy for 2016 was published on May 10 th, 2016 and is available on <http://www.akvagroup.com/investor-relations/general-meeting>.

For the total remuneration paid to the executive management for the financial year 2016, please see Note 3 to the 2016 financial statements.

## **3. Binding guidelines**

### 3.1 Compensation linked to shares or the price of the shares in the company

The Strategic Value Incentive Scheme, ref clause 2.4 above, has been amended for the current CEO and CFO and includes the following element linked to the company's share price:

*A potential deferred bonus for the years 2017, 2018 and 2019, limited to 50% of annual salary, per year, based on individual targets and the development in the Company's market capitalization relative to the OSLO Seafood Index (OSLSFX) for the same period.*