

GUIDELINES FOR REMUNERATION OF THE MANAGING DIRECTOR AND THE COMPANY'S MANAGEMENT TEAM**1. Salaries and remuneration to leading employees**

Leading employees is in this regard defined as the Nel corporate group management (five employees) and the divisional heads (three employees). The remuneration packages are designed to attract, motivate and retain leading employees of the necessary calibre and to reward them for enhancing value to shareholders. Total remuneration for leading employees consists of a market based fixed salary, pension scheme, bonus (see item 2 below), long term incentive scheme (see item 3 below) and a few common fringe benefits like broadband/home office and mobile phone. One divisional head also has a company car.

Leading employees are members of the Company's pension and insurance scheme that applies to all employees in the respective country. No leading employee in Norway has a pension scheme beyond what is supported in the Norwegian Occupation Pension Act. The pension scheme is based on a defined contribution covering salary from 1G (NOK93,634) to 12G (NOK1,123,608). The yearly contribution is maximum 7% of salary between 1G and 7.1G and maximum 25% between 7.1G and 12G. No loans or guarantees have been provided to any employees, members of the Board or their related parties.

Term of notice is 3 months for all employees, except for the CEO and CFO which have 6 months. The CEO has waived the protection rights under law with respect to termination of his service contract, and has as a consequence thereof a right to 6 months' severance pay in the event of termination.

2. Bonus

Bonuses are considered and provided for selected individuals whose extraordinary effort or achievement of performance objectives can be measured through clearly defined results parameters/KPIs. Results parameters/KPIs include both financial performance targets set for the company as well as individual performance targets tied to the individual's area of responsibility.

The CEO has a bonus arrangement limited to 50% of his fixed salary, which is payable at the Board's discretion, where 50% of the bonus shall be determined on the basis of KPIs set annually and 50% based on the Board's discretion.

Further, two leading employees with sales targets have bonus agreements limited to 50% of fixed salary, which is determined based on performance against KPIs. Other leading employees have bonus agreements up to 15% of fixed salary, which is determined based on performance against KPIs.

3. Options and subscription rights programs and other incentive programs

The CEO has an option agreement over 6 million share options exercisable from 4 April 2018 (27 months after commencement of employment, which took place in January 2016). Strike price is NOK 3.00. None of the options are exercised. There is no expiry of the options, other than the right to exercise the stock options is subject to the employment agreement not having been terminated at the time of exercise.

Further, the SVP Sales & Marketing David Bow has 1,332,683 options (conversion of Proton Onsite options as part of Nel's acquisition of Proton OnSite). 50% of the options become exercisable on 30 June 2018, and the remaining become exercisable on 30 June 2019. The options expire 90 days after exercise date.

The Company arranged a matching share incentive program (the "Matching Share Program") for all employees of the Company with subscription of shares in 2016 and 2017. The price payable for the shares subscribed was set as an average of the share price 10 trading days prior to the subscription. Each share subscribed for in the matching share program is freely transferrable, but shall entitle the employee to subscribe for two further matching shares

for free, one after 12 months and one after 24 months, provided that (i) the original share is still held by the employee and (ii) the employee has not terminated his/her employment, at the relevant time.

Subscriptions made, and outstanding matching shares by leading employees are:

Name	Number of matching shares	Exercise	Expiry	Strike price (NOK)
Jon Andre Løkke	309 217	juni 2018	juni 2018	0,00
Jon Andre Løkke	109 217	juni 2019	juni 2019	0,00
Bent Skisaker	309 217	juni 2018	juni 2018	0,00
Bent Skisaker	109 217	juni 2019	juni 2019	0,00
Bjørn Simonsen	309 217	juni 2018	juni 2018	0,00
Bjørn Simonsen	109 217	juni 2019	juni 2019	0,00
Mikal Sloth	109 217	juni 2018	juni 2018	0,00
Mikal Sloth	109 217	juni 2019	juni 2019	0,00
Anders Søreng	309 217	juni 2018	juni 2018	0,00
Anders Søreng	109 217	juni 2019	juni 2019	0,00
Jørn Rosenlund	333 003	juni 2018	juni 2018	0,00
Jørn Rosenlund	109 174	juni 2019	juni 2019	0,00
Jacob Krogsgaard	109 217	juni 2018	juni 2018	0,00
Jacob Krogsgaard	109 217	juni 2019	juni 2019	0,00
Total	2 552 781			

The Board will not renew the matching share program for 2018 and later years, and plans to replace it with a new share option program (the “Share Option Program”), starting in 2018 and covering all employees. The total number of share options outstanding in the share option program shall at any time not exceed 5% of the outstanding shares of the Company, including the above mentioned options already outstanding.

Options will be issued yearly for three years at a strike price equal to the average market price 5 days prior to each issue, plus a 3% pa adjustment until expiry. The vesting period will be two years and expiry will be 4 years after issue. There will be a cap of maximum gain of NOK 5 per option.

Leading employees will each receive maximum of 1,200,000 options over the three year period, depending on achieving individual goals (key performance indicators).

The Board will retain full rights to adjust the option program to protect the Company’s interest, but within the 5% maximum described above.

4. Compliance with 2017 remuneration statement

The guidelines for determination of salary and other compensation for leading employees, as outlined for the annual general meeting in 2017 have been complied with.