GUIDELINES FOR REMUNERATION OF EXECUTIVE MANAGEMENT OF NEL ASA

These guidelines regarding remuneration to the executive management have been prepared by the board of directors of Nel ASA ("**Nel**" or the "**Company**") in accordance with the Norwegian Public Limited Liability Companies Act Section 6-16a and related regulations. The guidelines have been prepared for approval by the Company's Annual General Meeting (AGM) in 2025, and will apply until the Company's annual general meeting in 2029, unless amended or replaced earlier.

Process for approval and adherence to the guidelines, role of remuneration committee

It is the AGM that approves the remuneration policy, following a recommendation from the board of directors. The board of directors shall approve remuneration to the CEO. The other senior executives' remuneration shall be prepared by the CEO and resolved upon by the board of directors based on preparatory work in the remuneration committee. In order to reduce the risks of conflict of interests, no senior executive shall participate in the preparation or resolution regarding remuneration-related matters which they are directly affected by. Any adjustments to existing remuneration agreements shall respect the principle of grandfathering, ensuring that previously established terms remain applicable unless otherwise agreed.

Purpose and general principles for executive remuneration

For the purposes of these guidelines, senior executives include the CEO and executives who directly report to the CEO and who are members of Nel Group Leadership Team.

The Company’s remuneration principles are designed to safeguard responsible and sustainable remuneration practices that support the Company’s business strategy, long-term targets, sustainable business practices, act as a motivational factor, and ensure remuneration incentives are aligned with shareholder interests. To this end, salaries and other employment terms shall enable the Company to recruit, develop and retain skilled senior executives with relevant experience and competence, and ensure fairness, including considerations for gender and diversity. The remuneration shall be on market terms, be competitive, and reflect the performance and responsibilities of the individual senior executives. The Company benchmarks its remuneration level annually against relevant peer groups and industry standards to ensure competitiveness and alignment with market conditions. Principles for incentives and performance are designed to be aligned with the interests of the Company’s shareholders and to ensure the most capable execution of defined business strategies, safeguarding good governance practises without any hidden agendas, while make sure the Company’s going concern. The compensation policy and overall executive remuneration must be transparent and clearly communicated to stakeholders.

Remuneration for senior executives shall be adapted to comply with established local practices and guidelines, as well as mandatory laws, including reporting requirements, in the jurisdiction of their employment, taking into account, to the extent possible, the overall purpose of the guidelines.

Elements of remuneration

The remuneration to the senior executives covered by these guidelines may consist of fixed cash salary, variable cash salary, benefits, and participation in stock option incentive programs as further described below.

Principles for fixed cash salary

Fixed cash salaries shall reflect the individual's position and degree of responsibility. The size of the fixed cash salary shall reflect market rates at the relevant location. The salary shall be competitive with comparable businesses within the industry and shall take into account inter alia the scope and responsibility associated with the position, as well as the skills, experience, and performance of each senior executive. The fixed cash salaries have no specified maximum levels.

Principles for variable cash salary/bonuses

In line with market practice, Nel has an annual bonus scheme. Bonus schemes for extraordinary effort or achievement of performance objectives are based on results and progress. This should be measured through clearly defined results parameters/KPIs. Any results parameters/KPIs may include both financial performance targets set for the Company, such as results targets, turnover or similar, ESG linked goals, as well as team and individual performance objectives which will be specified and tailor-made to the individual's area of responsibility. Any such KPIs shall reflect the key drivers for pursuing the Company's business strategy, long-term interests, and sustainable business practices, including social responsibility and environmental impact when and to the extent relevant. To which extent the criteria for awarding such variable cash salary have been satisfied shall be determined concretely by the Company when the relevant measurement period of the performance criteria has ended. Such variable cash salary shall be evaluated and documented on an annual basis. The target bonus for delivery of "good performance" is approximately 2/3 of maximum bonus. Variable cash salary shall not exceed 50% of the individual employee's base salary.

The Company's policy is to ensure that contractual grounds exist to require salaries, whether fixed or variable, to be refunded if the basis for the payment later proves incorrect for the past three years, in case of erroneous payments, or in the event of breach of contractual obligations.

Principles for pension benefits

The Company's overall policy is that pension arrangements shall reflect local practices and applicable law at each location. Therefore, the Company's pension schemes will vary between jurisdictions.

Leading employees are members of the Company's pension and insurance scheme that applies to all employees in the respective country. In Norway, no leading employee has or shall have a pension scheme beyond what is supported in the Norwegian Occupation Pension Act.

Principles for non-financial benefits (other than pensions)

Members of the executive management are eligible for a mobile phone with subscription and broadband internet, insurance schemes in line with local agreements and other benefits in line with local practices.

The Company aims to have sufficiently competitive salary and incentive programs to minimize the need for additional non-financial benefits. Any such shall always be based on market terms, local practices and shall facilitate the duties of senior executives. Non-financial benefits that are not insignificant and which go beyond what is offered to the entire workforce of Group, shall be reviewed and approved by the remuneration committee or the board of directors.

Share based remuneration / option plans

The Company has a long term incentive (LTI) plan in place, in the form of a share option plan. The share option program aligns the interests of key employees with shareholders, and contributes to the Company's strategies, long term interests and financial sustainability. The board of directors award options annually within the limitations and guidelines set out in this document. Share options may be awarded to a limited set of key employees outside executive management.

The LTI scheme is an option scheme related to the share price and forms part of an overall remuneration package for senior executives. The board will annually consider whether to allocate options and can provide recommendations for such allocations within the framework of these guidelines. The board can decide whether the options will be physical or synthetic. The board and its remuneration committee will ensure that the allocation of options the administration of the scheme comply with the intentions.

The total number of share options outstanding in share option programs shall not at any time exceed 1% of the outstanding shares of the Company. The share options will vest no earlier than three years after the award date. The company has opted against using results-driven KPIs for senior management stock options, given the three-year vesting period. This decision is based on the premise that continued employment inherently signifies satisfactory performance. By focusing on retention rather than specific metrics, the company assumes that executives who remain for the vesting period are contributing effectively to the organization's success. Each option, when exercised, will give the right to acquire one share in the Company. The options will be granted without consideration. Strikes prices shall reflect the listed price at the date of grant, and will be issued with a premium of between 3 and 10%. Vesting requires the option holder to still be an employee (not given notice/resigned) in the Company. The gain per instrument is capped at NOK 10.00 maximum per share option. The cap may be adjusted depending on share price and number of options issued. Options that have not been exercised will lapse 5 years after the date of grant.

Employment agreements

Senior executives, depending on geography and applicable laws and practice, will typically have between 3 to 6 months' notice periods. The notice period in leading employees' employment agreements shall not exceed 12months.

Any severance agreements shall be connected to confidentiality and anti-competitive clauses in the individual's employment contract, so that they compensate for restrictions in respect of his or her ability to take new work. Income from other sources shall be deducted from such arrangements.

Deviations from these guidelines

The board of directors may temporarily resolve to deviate from these guidelines, in whole or in part, if in specific circumstances there is a particular cause for such deviation, and a deviation is deemed necessary to serve Nel's long-term interests, sustainability, or financial viability.

When determining whether to resolve to deviate from these guidelines the board of directors has full discretion, and shall consider all relevant factors, including but not limited to:

- changes in or amendments to the relevant laws, rules or regulations (for example for regulatory, stock exchange control, tax or administrative purposes or to consider change in legislation or corporate governance requirements or guidance);
- changes of the CEO;
- changes of Nel's capital structure or ownership, inter alia by way of mergers, demergers or acquisitions;
- other events that cause the targets or conditions for remuneration to no longer be appropriate; and
- other exceptional circumstances where the deviation may be required to serve the long-term interests 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 of directors in accordance with Norwegian Public Limited Liability Companies Act Section 6-16b.