



Telenor Group  
Executive  
Compensation  
Report

**2023**

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# Welcome

## Dear reader

I am pleased to present the Board of Directors of Telenor ASA's report on executive compensation for 2023. The report was prepared in accordance with section 6-16 (b) of the Public Limited Liability Companies Act, and in accordance with the Norwegian Corporate Governance Board (NCGB) Code of Practice. It is the Board of Director's view that the compensation structure and its implementation support the strategic direction and interests of stakeholders, and has been in accordance with the [Telenor Group Executive Compensation Policy](#), valid up to and including 2023. Furthermore, that the overall compensation is competitive but not market leading and, in the Board of Directors view, meets the Norwegian state guidelines for executive compensation that were in force at the time. The implementation of the applicable policy, including any deviations are explained in this report.

In 2023 the Board of Directors issued an updated policy for compensation to the executive management ("[The 2024 compensation policy](#)"), which was approved by the Annual General Meeting (AGM) on 10 May 2023 and came into force on January 1, 2024. The policy was included as a separate Appendix 2a to the AGM in accordance with the NCGB Code of Practice. For minutes of the AGM in 2023, please see [telenor.com](#)<sup>1</sup>.

The purpose of this report is to provide an open, comprehensive, and transparent overview of compensation of the Board and the Group Leadership Team in Telenor. Furthermore, the report explains how compensation earned and paid in 2023 complies with the applicable Compensation Policy and Telenor's long-term interests and sustainability.

## Telenor's performance summary in 2023

Telenor's financial performance in 2023 was the result of focused strategy execution across the business areas, leading to a strong total free cash flow of NOK 15.0 billion. Service revenues for the full year 2023 ended up at NOK 62.5 billion, corresponding to an organic increase of 4.0 percent compared to last year. EBITDA ended at NOK 34.6 billion, corresponding to organic growth of 2.8 percent compared to the year before. Solid progress was made on the structural agenda, strengthening positions and de-risking its business. This included the completion of the merger between dtac and True in Thailand, the largest telecom merger ever in Southeast Asia. In addition, Telenor divested a 30 percent stake in the passive fibre network in Norway, achieved strong returns from selling Working Group Two, and announced the sale of Telenor Satellite and Telenor Pakistan.

<sup>1</sup>The minutes from AGM is available on Telenor.com. In the minutes, there is also an amendment explaining the vote from the Ministry: "The State represented by the Ministry of Trade, Industry and Fisheries (NFD) votes in favour of the proposed policy, with the following explanation of the vote: NFD is of the view that the proposed new policy is in accordance with the State's expectations re. the scope of the variable incentive schemes. When it comes to the short-term incentive plan, the policy only gives a high level description of which targets and criteria the senior executives are measured against. NFD appreciates that this is an ongoing process, also because of the restructuring of the bonus plan, and looks forward to more detailed criteria being described in the compensation report which will be presented to the general meeting in 2024."

## Key compensation highlights 2023 in numbers

- **STI:** The achievement of the Telenor Group 2023 Short-Term Incentive (STI) plan resulted in 74.1%
  - President & CEO: Performance achievement 77.4%
  - Group Leadership Team: Performance achievement ranges between 67.3%-85.0%
- **LTI:** The achievement of the Telenor Group 2023 Long-Term Incentive (LTI) plan resulted in 50%
  - President & CEO: Grant size of 15% of base salary
  - Group Leadership Team: Grant size of 15% of base salary
- **Salary review:** The union negotiated salary settlement for Telenor in Norway concluded in 5.4% and an average nominal increase of NOK 46 745
  - President & CEO salary review amounted to 0.7 % (NOK 50 000)
  - Average GLT salary review amounted to 5.0 % (NOK 196 650)
  - Average GLT, including President & CEO, salary review amounted to 3.7 % (NOK 167 320)

## Changes in the Group Leadership Team

During 2023 Telenor implemented changes to the executive management, the Group Leadership Team, thereby continuing to execute on the strategic ambitions. Jørgen C. Arentz Rostrup was appointed EVP and Head of Telenor Nordics and Petter-Børre Furberg was appointed EVP and Head of Telenor Asia, effective 1 October 2023. In addition, Amol Phadke, effective 1 September 2023, was appointed EVP and Group Chief Technology Officer, succeeding Ruza Sabanovic who stepped down from the Group Leadership Team.

See [Telenor.com](#) for a more detailed presentation of the Group Leadership Team.



Jens Petter Olsen,  
Chair of the Board of Directors

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## Strategy

At the Capital Markets Day in September 2022, Telenor's new strategic direction was presented, focusing on value creation from the four business areas Nordics, Asia, Infrastructure and Amp, including financial ambitions towards 2025. See [Telenor.com](https://www.telenor.com) for more information about the Telenor Strategy.

The value-creation strategy of Telenor Nordics is to capture revenue growth potential profitably. To differentiate our value proposition and drive ARPU in a region with demanding customers, we combine high-quality connectivity with innovative add-on services. Through our modern networks and increasingly through a common Nordic approach we enable a more efficient, flexible and at-scale delivery model.

In Telenor Asia, we have three market-leading positions, supported by a strong transparency and governance set-up. The strategic focus is de-risking the business over time while driving cash flows through profitable growth and synergies from the recently completed mergers in Thailand and Malaysia. We continue to develop strategic alternatives for Telenor in Asia.

We believe the communication infrastructure assets carved out in Telenor Infrastructure are well positioned to support the digitalisation of the Nordic region. We offer customers resilience, robustness, efficient operations, and green energy supply across tower, fibre and data centre assets. We aim to unlock values through focused operations and minority stake divestments, when appropriate.

The strategic focus for Telenor Amp is to unlock the value potential of our adjacent asset portfolio, which is a mix of mature companies and growth businesses. We manage this portfolio with a develop-or-divest approach, monetising non-core assets and seeking to develop leading Nordic service positions in IoT and security.



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# How Telenor performed in 2023

Telenor's financial performance in 2023 was the result of focused strategy execution across all four business areas, leading to a strong total free cash flow of NOK 15.0 billion. We also made solid progress on the structural agenda, strengthening positions and de-risking its business. This included the completion of the merger between dtac and True in Thailand, the largest telecom merger ever in Southeast Asia. In addition, Telenor divested a 30% stake in the passive fibre network in Norway, achieved strong returns from selling Working Group Two, and announced the sale of Telenor Satellite and Telenor Pakistan.

## Revenues

Total revenues for 2023 were NOK 80 billion, which is an increase of NOK 3.6 billion, or 5%, from 2022. Service revenues increased by 5% on reported and 4% on organic basis. The growth in service revenues were largely driven by the 5% growth in mobile service revenues in the Nordics, fuelled by increasing demand for value-added services, pricing initiatives and subscriber growth in Sweden, Denmark and Finland.

## Operating expenses

The operating expenses (opex) increased by NOK 1.6 billion. Organic opex increased by NOK 1.3 billion, or 5%. The main drivers for the opex increase were higher energy costs in Asia, and increased marketing and personnel costs in the Nordics. In most of the operations, opex increase was below inflation rates, reflecting the focus on cost control and modernisation.

## EBITDA

EBITDA before other items increased by NOK 0.7 billion on reported basis to NOK 34.6 billion. On an organic basis, EBITDA before other items increased by 3%, or NOK 1.0 billion. The growth was driven by higher mobile service revenues, partly offset by increased cost of goods and services and operational expenses. Energy cost had limited impact on the Group's EBITDA, as increases in Asia were offset by reductions in the Nordics. Total EBITDA decreased by NOK 1.2 billion, mainly due to a gain of NOK 1.7 billion on disposal of fixed non-core assets in Sweden recognised in 2022.

## Net income

Net income to equity holders of Telenor ASA was NOK 13.7 billion in 2023, which is a decrease of NOK 31.2 billion from 2022. The total net income decreased by NOK 32.2 billion and was driven primarily by NOK 32.7 billion gain recognised in 2022 following the merger completion in Malaysia, positive one-time effects in income tax expense last year of NOK 5.7 billion and net income from discontinued operations last year of NOK 4.0 billion. The gain recognised as part of the merger completion in Thailand of NOK 18.5 billion in the first quarter this year was partly offset by the impairment of investment in True of NOK 8.0 billion in the fourth quarter.

In addition, losses in net financial items increased by NOK 1.9 billion, driven by increased financial expenses and write-down of financial assets connected to the funding of share purchases in True Corporation.

## Capital expenses

The capital expenses (capex) for the year excluding leases were NOK 12.7 billion, which was driven by the mobile network modernisation in the Nordics and fibre investments in Norway. The capex to sales ratio was 16%, down from 18% last year.

## Free cash flow

The free cash flow for the year was NOK 15.0 billion. Free cash flow before M&A activities was NOK 9.5 billion and was a result of positive contributions from all business areas despite inflationary pressures. Key drivers were cash flow from operations, dividend from CelcomDigi, and refund from Norwegian tax authorities, these partly offset by payments in Bangladesh relating to legal disputes regarding license and tax issues.

Free cash from M&A activities was 5.5 billion in 2023, coming from proceeds from sale of stake in fibre infrastructure company in Norway, sale of Working Group Two, partly offset by effects related to the merger in Thailand and India guarantee payments.

## Sustainability

During 2023, Telenor has seen the positive effects of consistent engagement with suppliers to adopt to science-based emission reduction targets, combined with implementation of stricter requirements for contract renewal with the largest suppliers. At the end of the year, Telenor's share of spend to suppliers that have set science-based emission reduction targets passed 50%, which is well above the linear trajectory towards our 2025 target of 68%. While the increased energy consumption from mobile networks in the Nordics was offset by reduction in the fixed network following the copper decommissioning as well as purchase of renewable energy in the form of Guarantees of Origin, lack of renewable electricity in Asia remains the key challenge in terms of scope 1 & 2 emissions reductions. As a natural next step on the climate agenda, Telenor has submitted a 2045 net-zero target that covers the company's operations in the Nordics and in Asia.

Digital skills and online safety remain key pillars in our commitment to responsible business conduct. During 2023, Telenor trained 1.1 million people in digital skills and online safety together with the global partners UNICEF, Plan International, and Cisco. In 2023 the company had running projects in both Asia and Nordics focused on building future skills as well as strengthening child and youth online protection.

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# Compensation to the Corporate Assembly

Compensation to the Corporate Assembly is determined by the General Assembly, based on recommendation by the Nomination Committee. The total compensation to the members of the Corporate Assembly was NOK 820 782 in 2023 compared to NOK 822 801 in 2022.

The members of the Corporate Assembly receive an annual fixed compensation, except for deputies who receive compensation per meeting attended. Separate compensation levels are set for the Chair, Deputy Chair, and members respectively. Effective 10 May 2023, the annual fees for the chair, deputy chair and members of the Corporate Assembly are NOK 118 000, NOK 52 600, and NOK 41 040 respectively. The fee for deputy members was NOK 8 460 per meeting. The 2023 fees have been lifted by 4.4%, below the salary development in Norway. The employee-elected members receive the same compensation as the shareholder-elected members. The table below shows the share ownership for employee-elected members of the Corporate Assembly as of 31 December 2023.

Share ownership 31.12.2023 <sup>1</sup>			
Members elected by employees		Deputy members elected by employees	
May-Iren Arnøy	22	Laila Olsen Fjelde	1 677
Hege Ottesen	774	Mona Irene Børøen	17
Magnhild Øvsthus Hanssen	3 958	Tom Westby	2 920
Håkon Lønsethagen	1 834	Sara Marazuela	104
Håkon Berdal	9 006	Sten Tore Fagerhaug	298
Observers elected by employees			
Hege Sletten	1 015		
Camilla Skarsjø Grimnes	242		

1) Shareholdings not included for representatives who have not held shares or who are no longer members as of 31 December 2023.

# Compensation to the Board of Directors

The Corporate Assembly determines the compensation to the Board of Directors, in advance the Nomination Committee presents their recommendation to the corporate assembly.

Compensation to the Board of Directors is not linked to the company's performance. The members of the board receive an annual fixed compensation and additional compensation for participation in any of the board committees. Separate compensation levels are set for the Chair of the Board, the Deputy Chair of the Board, and the other board members. Employee-elected members of the board receive the same compensation as shareholder-elected members. Deputy board members receive compensation per meeting they attend (NOK 10 230).

The board compensation fees were increased on 10 May 2023 with 4.4 %, with the exception of the Chair of the Board where the increase was set to 7.4 %.

	Board of Directors	Risk & Audit Committee	People & Compensation Committee	Transformation & Innovation Committee
Chair	833 200	229 400	137 100	94 000
Deputy	436 100			
Member	385 300	147 900	102 400	80 400

Board members living outside Scandinavia, are entitled to a travel allowance for each physical meeting they attend (NOK 33 400). In addition, relevant travel expenses are reimbursed at cost for all board members. The company covers mobile and broadband subscriptions for the Chair of the Board, not for other board members.

Shareholder-elected board members are neither entitled to pension plans, incentives, profit sharing or options, nor compensation in the event of termination. The board members receive compensation by cash-based payments only, neither shares nor other instruments. However, board members are encouraged to own shares in the company, and any share purchase are private investments and made at their own expense. Further, shareholder-elected members of the board and/or companies they are associated with do not ordinarily take on specific assignments for Telenor in addition to fulfilling their responsibilities as board members.

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Such assignments will be disclosed to the board, and the board will approve any related compensation. In 2023 none of the board members received compensation from any other Telenor Group companies, apart from the employee-elected board members, nor did they have any loans from the company.

The total compensation to the Board of Directors in 2023 was NOK 6.3 million, compared to NOK 6.4 million in 2022. Compensation related to board and committee meetings that took place during 2023 is outlined in the table below. Total compensation to each board member and the number of shares owned as of 31 December 2023 is disclosed in the following table. Shareholdings include shares owned by their related parties. Regular salaries and other compensation to employee-elected members of the board are not included.

### Board and Committee total compensation

NOK in thousands	2022	2023
Board of Directors (fixed fee and allowances)	4 733	4 760
Risk and Audit Committee	637	663
People & Compensation Committee <sup>1</sup>	483	439
Sustainability and Compliance Committee <sup>2</sup>	246	98
Technology and Innovation Committee	319	320
Total fees for board services to Telenor ASA during the year	6 420	6 280

<sup>1</sup> The People & Compensation Committee changed name from People & Governance Committee during 2023.

<sup>2</sup> The Sustainability and Compliance Committee was discontinued as of March 2023

### Compensation to members of the Board in 2023

NOK in thousands	Total compensation	Board compensation	Committee compensation	Share ownership 31.12.2023
Jens Petter Olsen <sup>1,2</sup> Chair of BoD (elected 10.05.2023)	702	633	69	40 000
Gyrid Skalleberg Ingerø Deputy Chair of BoD (elected 10.05.2023)	346	272	74	4 000
Pieter Knook <sup>2</sup>	782	544	238	0
Astrid Simonsen Joos	582	379	202	0
Nina Bjornstad	561	379	181	0
Ottar Ertzeid (elected 10.05.2023)	361	246	115	20 000
Jan Geldmacher <sup>2</sup> (elected 10.05.2023)	387	347	40	0
Sune Jakobsson <sup>3</sup> (employee-elected 10.05.2023)	287	246	40	4 992
Esben Smistad <sup>3</sup> (employee-elected 10.05.2023)	320	246	74	0
Irene Vold <sup>3</sup> (employee-elected)	497	379	117	4 720
Gunn Wærsted <sup>1</sup> Former Chair of BoD (until 10.05.2023)	346	279	67	-
Jørgen Kildahl <sup>2</sup> Former Deputy Chair of BoD (until 10.05.2023)	288	214	74	-
Jan Otto Eriksen <sup>3</sup> (until 10.05.2023)	183	133	51	-
Jon Erik Reinhardsen (until 10.05.2023)	247	133	114	-
Elisabetta Ripa <sup>2</sup> (until 10.05.2023)	224	197	28	-
Roger Rønning <sup>3</sup> (until 10.05.2023)	168	133	35	4 800

<sup>1</sup> Taxable benefit related to electronic communication (NOK 4 392) is excluded from table

<sup>2</sup> Board compensation is inclusive of international travel allowance where applicable

<sup>3</sup> The compensation for employee elected board members and deputies, includes board compensation only, compensation earned under regular employment with Telenor Group companies are not included

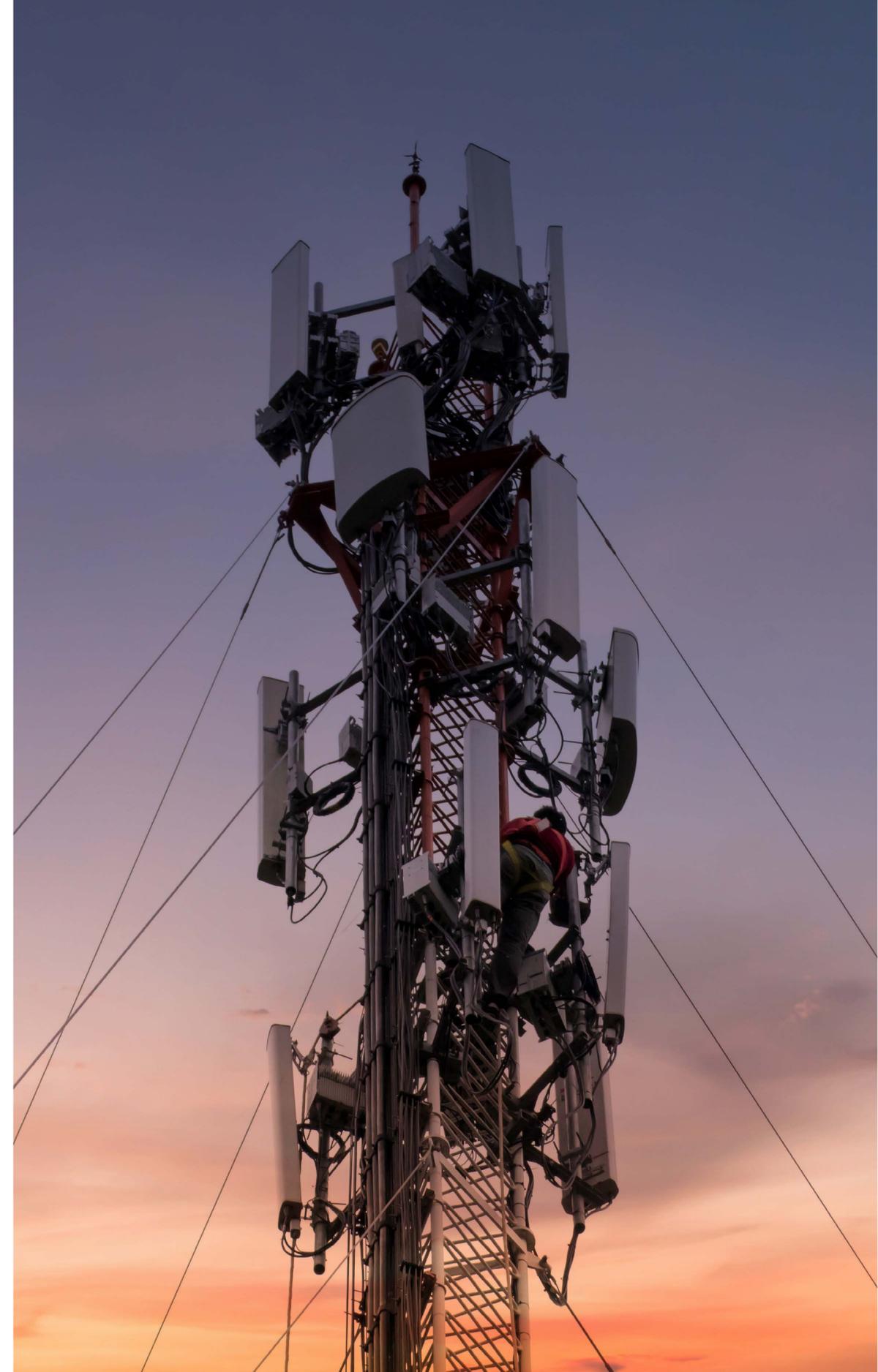
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## Board fee development past 5 years

Annual fee (YoY%)	2019	2020	2021	2022	2023
<b>Board of Directors</b>					
Chair	691 000 -	691 000 0.0%	712 400 3.1%	775 800 8.9%	833 200 7.4%
Deputy	392 000 -	392 000 0.0%	404 000 3.1%	417 700 3.4%	436 100 4.4%
Member	346 000 -	346 000 0.0%	357 000 3.2%	369 100 3.4%	385 300 4.4%
<b>Risk &amp; Audit Committee</b>					
Chair	206 000 -	206 000 0.0%	212 500 3.2%	219 700 3.2%	229 400 4.4%
Member	133 000 -	133 000 0.0%	137 000 3.0%	141 700 3.4%	147 900 4.4%
<b>People &amp; Compensation Committee</b>					
Chair	123 000 -	123 000 0.0%	127 000 3.3%	131 300 3.4%	137 100 4.4%
Member	92 000 -	92 000 0.0%	94 900 3.2%	98 100 3.4%	102 400 4.4%
<b>Sustainability &amp; Compliance Committee</b>					
Chair	9 200 -	9 200 0.0%	9 500 3.3%	65 000 n/a	67 850 4.4%
Member	8 600 -	8 600 0.0%	8 900 3.5%	55 000 n/a	57 400 4.4%
<b>Transformation &amp; Innovation Committee</b>					
Chair	15 000 -	15 000 0.0%	15 500 3.3%	90 000 n/a	94 000 4.4%
Member	14 400 -	14 400 0.0%	14 900 3.5%	77 000 n/a	80 400 4.4%

The Sustainability & Compliance Committee was discontinued in March 2023. The fee structure changed from per meeting to annual for the Sustainability & Compliance Committee and Transformation & Innovation Committee effective 11 May 2022, and as such there is no direct comparison between 2021 and 2022.



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# Compensation to Group Leadership Team

During 2023, Telenor's compensation consisted of base pay, short-term incentive (maximum 50% of base pay), long-term incentive (maximum 30% of base pay), pension plan and benefits, as referenced in the applicable policy, valid up to and including 2023.

The following table provides an overview of the Group Leadership Team during 2023 and any individual terms or other relevant information pertaining to the reporting year.

Executive	Position (period served where parts of year)	Individual terms & other information
<b>Sigve Brekke</b>	President and Chief Executive Officer (P&CEO)	Individual pension plan: Defined benefit with 60% of pensionable earnings until the age of 75, thereafter 58%. Pensionable earnings capped at NOK 6.170 million (subject to annual index regulation) and entitlement to retire at age 65. The pension agreement is dated 1 Dec 2011.
<b>Tone Hegland Bachke</b>	EVP and Chief Financial Officer	
<b>Amol Phadke</b>	EVP and Chief Technology Officer, from 1 Sep 2023	
<b>Rita Skjærvik</b>	EVP and Chief People, Sustainability and External Relations Officer	
<b>Jørgen C. Arentz Rostrup</b>	EVP and Head of Telenor Nordics, from 1 Oct 2023 EVP and Head of Telenor Asia, until 30 Sep 2023	
<b>Petter-Børre Furberg</b>	EVP and Head of Telenor Asia, from 1 Oct 2023 EVP and Head of Telenor Nordics, until 30 Sep 2023	Member of legacy pension plans in accordance with company policy: Defined benefit with 66% of pensionable earnings up to 12G, and defined contribution at 15% of pensionable earnings above 12G. The pension agreement is dated 2 Nov 2010.
<b>Jannicke Hilland</b>	EVP and Head of Telenor Infrastructure	
<b>Dan Ouchterlony</b>	EVP and Head of Telenor Amp	Executive pension plan for Telenor's Swedish companies: A collective defined contribution pension plan and executive top hat pension plan with a combined total contribution of 30% of annual base pay. The pension agreement is dated 15 July 2022.
<b>Ruza Sabanovic</b>	EVP and Chief Technology Officer, until 31 Aug 2023	

## Compensation Benchmark

The Norwegian market is decided to be the main reference due to the Norwegian state's ownership in Telenor ASA. The state's guidelines related to executive compensation apply to the President & CEO and all GLT roles.

The peer groups against which executive compensation were assessed for 2023 were mainly comprising of other major state-owned companies in Norway. In addition, other relevant companies that are comparable to Telenor in size and complexity are also included. For recruitments outside of Norway, Telenor apply local market conditions, which - according to the Compensation Policy - are benchmarked towards a relevant local industry peer group, using the same criteria as in Norway.

The President and CEO compensation is accordingly benchmarked by referencing a peer group consisting of other major Norwegian state-owned companies and other relevant industries that are similar to Telenor's size and complexity. The Board of Telenor is also kept up to date on the development and trends related to executive compensation in the Norwegian, Nordic and European landscape. The benchmark of the President and CEO compensation at 'on-target performance' for 2023 revealed the following positioning:

### Market positioning of President & CEO compensation 2023

Benchmarks	Positioning as of 2023
Norwegian Peer Group	In line with market median

Market compensation data is collected and benchmarked with support from a well-established provider of market data.

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### Base salary development

Base salaries are set and adjusted based on the local market and business context, the scope of the role and responsibilities, and the individual's experience and competence level relevant to the role. On a regular basis, Telenor participates in salary surveys and conducts compensation benchmarking to ensure that salary levels are competitive and in line with local market practice. To secure moderation in its pay setting practices, Telenor targets the median level when benchmarking compensation and setting salary levels.

In accordance with Telenor's executive compensation policy, the union negotiated salary settlement or defined salary budget (percentage increase) are typically also applied for the executives and the average employee adjustment (nominal amount) is used as a reference point. This approach enables Telenor to balance the need to be competitive, yet moderate and aligned with the broader employee population and the society at large - both in the short perspective as well as over time.

Salaries are reviewed on an annual basis, taking the following key considerations into account:

- Business performance and local market economic indicators
- Salary level relative to the local market (ref. benchmarking)
- The individual's impact on the business: "what" and "how" in line with Telenor Behaviours

For 2023, the Board of Directors concluded the salary increase for the President and CEO to be NOK 50 000 (0.7%), corresponding to the average nominal increase for the general workforce in Telenor in Norway.

For the Group Leadership Team, an individual assessment was conducted for 2023, based on the principles outlined in the executive compensation policy and described above. EVP CFO (Bachke), EVP Infrastructure (Hilland), EVP PSER (Skjærvik) and EVP Amp (Ouchterlony) were subject to a salary increase in line with the salary development for regular employees in percentage, based on performance, impact and the need to stay competitive. In addition, the salary for EVP CFO (Bachke) was further adjusted by 9.6% to align her compensation with the market level in Norway. Three members from the Group Leadership Team, EVP Asia (Furberg),

EVP Nordics (Rostrup) and EVP CTO (Phadke) took on new responsibilities subject to new contractual terms, effective 1 October 2023 and 1 September 2023 (Phadke) and as such were ineligible for the annual salary review. The new contractual terms for the three members are already set in accordance with Telenor's 2024 compensation policy. Additionally, for Furberg, the salary is on net terms since the start of his international assignment. On the other hand, Rostrup has repatriated, and the new salary is set in accordance with the Norwegian market. Former CTO (Sabanovic), transitioned to local Norwegian contractual terms from her ex-patriate terms, effective 1 February 2023.

The total average salary increase for the GLT, excluding the CFO's market adjustment, was 5.0 % (NOK 196 650 nominal average), including the President & CEO it was 3.7 % (NOK 167 320 nominal average). The union negotiated salary settlement for employees in Telenor ASA and Telenor Norway was 5.4 %, corresponding to an average nominal increase of NOK 46 745 in 2023.

The salary increases for the Group Leadership Team were effective 1 July 2023.

### Compensation to the Group Leadership Team

In 2023, the aggregate compensation to the Group Leadership Team was NOK 77.8 million, compared to NOK 73.0 million in 2022. In 2023, none of the executives received compensation from other Telenor Group companies than their primary employer, nor did they have any loans from the company.

In accordance with the Norwegian Public Limited Liability Companies Act, the Accounting Act, and the Norwegian Government's guidelines for executive compensation, and in line with the Norwegian Corporate Governance Board (NCGB) Code of Practice, all aspects of compensation earned by the President and CEO and other members of the Group Leadership Team are presented below.

The numbers provided in the compensation table are based on the respective periods served in the Group Leadership Team. The figures are in NOK thousands, using average currency exchange rates for 2023 and 2022, where applicable.

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## Total Compensation to the Group Leadership Team

EVP <sup>1)</sup> position	Year	Contractual base salary 31 Dec	Salary Adjustment	Base salary	Benefits	Short-term incentive (STI)	Long-term incentive (LTI)	Extraordinary items	Pension	Total Compensation	Fixed / Variable Compensation (as % of total)
<b>Sigve Brekke,</b> President & CEO	2023	6 943	0.7%	7 508	310	2 686	1 596		4 494	<b>16 594</b>	74 / 26
	2022	6 893	3.9%	7 282	228	2 133	2 415		4 201	<b>16 260</b>	72 / 28
<b>Tone H. Bachke,</b> EVP & Chief Financial Officer	2023	4 779	15.0%	4 823	182	1 771	945		150	<b>7 871</b>	65 / 35
	2022	4 156	4.0%	4 354	181	1 392	1 020		141	<b>7 087</b>	66 / 34
<b>Amol Phadke</b> EVP & Chief Technology Officer	2023	GBP 600	n/a	2 628	135	487			263	<b>3 513</b>	86 / 14
	2022										
<b>Rita Skjærvik,</b> Chief People, Sustainability & External Relations Officer	2023	3 175	5.4%	3 320	185	1 176	547		150	<b>5 378</b>	68 / 32
	2022	3 012	7.4%	3 092	181	1 009	589		141	<b>5 012</b>	68 / 32
<b>Jørgen C. A. Rostrup,<sup>2,3</sup></b> EVP & Head of Nordics	2023	5 900	n/a	6 889	2 979	2 350	717		182	<b>13 116</b>	77 / 23
	2022	5 090	2.9%	6 955	2 159	2 155	1 479		180	<b>12 928</b>	72 / 28
<b>Petter-Børre Furberg,<sup>2</sup></b> EVP & Head of Asia	2023	5 700	n/a	5 559	1 183	1 284	893		856	<b>9 775</b>	78 / 22
	2022	4 056	4.0%	4 222	181	1 132	1 386		765	<b>7 685</b>	67 / 33
<b>Jannicke Hilland,</b> EVP & Head of Telenor Infrastructure	2023	4 111	5.4%	4 326	326	1 747	195		150	<b>6 745</b>	71 / 29
	2022	3 900	n/a	1 092	45				47	<b>1 184</b>	100 / 0
<b>Dan Ouchterlony,</b> EVP & Head of Telenor Amp	2023	SEK 4 797	4.1%	4 981	46	2 031	541		1 643	<b>9 242</b>	72 / 28
	2022	SEK 4 608	n/a	1 316	13	424			503	<b>2 256</b>	81 / 19
<b>Ruza Sabanovic,<sup>2</sup></b> Former EVP & Chief Technology Officer	2023	4 550	n/a	3 444	589	1 109	335		100	<b>5 576</b>	74 / 26
	2022	2 430	4%	4 408	857	1 506	805		141	<b>7 716</b>	70 / 30

<sup>1)</sup> Individuals who are no longer part of Group Leadership Team as of 31 Dec 2022 are not included.

<sup>2)</sup> Individuals on international assignments have a net entitlement to base salary, short-term incentive, pension or allowance in lieu of pension and benefits. Benefits includes compensation not separately mentioned and benefits provided according to the international assignment policy, such as insurance, company car benefit or car allowance, accommodation, children's education, home travel, social security costs if the employee is maintained in the home country social security scheme, tax benefits etc. Base salary, short-term incentive, benefits and/or any taxable element in the 2023 table are reported as gross amounts based on estimated tax figures provided by an external service provider. Reconciliation of the tax calculation will occur when the tax return is settled, which will be during 2024 for most countries. Consequently, the actual tax amounts for 2023 will be reported as part of adjusted gross figures in next year's annual report. Figures pertaining to 2022 have been updated accordingly to reflect the same approach, where applicable.

<sup>3)</sup> In line with previous years, larger portions of Rostrup's compensation for the duration of the assignment are subject to taxation both in Norway and Singapore (double taxation). Norwegian taxes paid for 2022 of NOK 6.6 million and estimated Norwegian taxes for 2023 of NOK 6.7 million, before taking any exemptions into account, are not included in the above table.

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### Compensation table definitions

**Contractual base salary** is displayed as of year-end together with any salary adjustment provided during the reporting year. All amounts are in NOK thousands, except Ouchterlony and Phadke's contractual base salaries which are listed in SEK and GBP thousands to reflect the contractual currency. The contractual base salary for Rostrup and Sabanovic in 2022, and Furberg in 2023, is listed as net salary in line with the terms of their respective international assignments.

**Base salary** displays the earned base salary for the relevant year and includes earned holiday pay, if applicable.

**Benefits** contains any type of cash or benefit in kind provided, such as car allowance or car benefit, insurances, mobile phone and broadband subscriptions, expatriate benefits such as accommodation, children schooling, etc.

**STI** reflects the annual bonus earned in the respective year. Any applicable holiday pay is reported under base salary.

**LTI** captures the multi-year share-based incentive plans, i.e., any LTI grants under vesting. The LTI is reported on an expensed basis, i.e., the cost of all active plans in 2023 and 2022 are reported in the table. 2022 is the last year where the effects of the LTI lock-in period change is captured, as mentioned in the previous year's report.

**Extraordinary items** may include one-time compensation such as sign-on or retention bonus, relocation costs, termination, and severance related payments.

**Pension** includes contributions and premiums paid towards the Group Leadership Team members' pension plans and is calculated based on the same actuarial and other assumptions as those used in the pension benefit calculations in note 21 of the annual report. For members of Group Leadership Team with individual pension entitlements, further information is shared in the table on page 8.

**Total compensation** displays the total earned compensation for each member of the Group Leadership Team for the reporting year. It is the sum of the columns from base salary to pension.

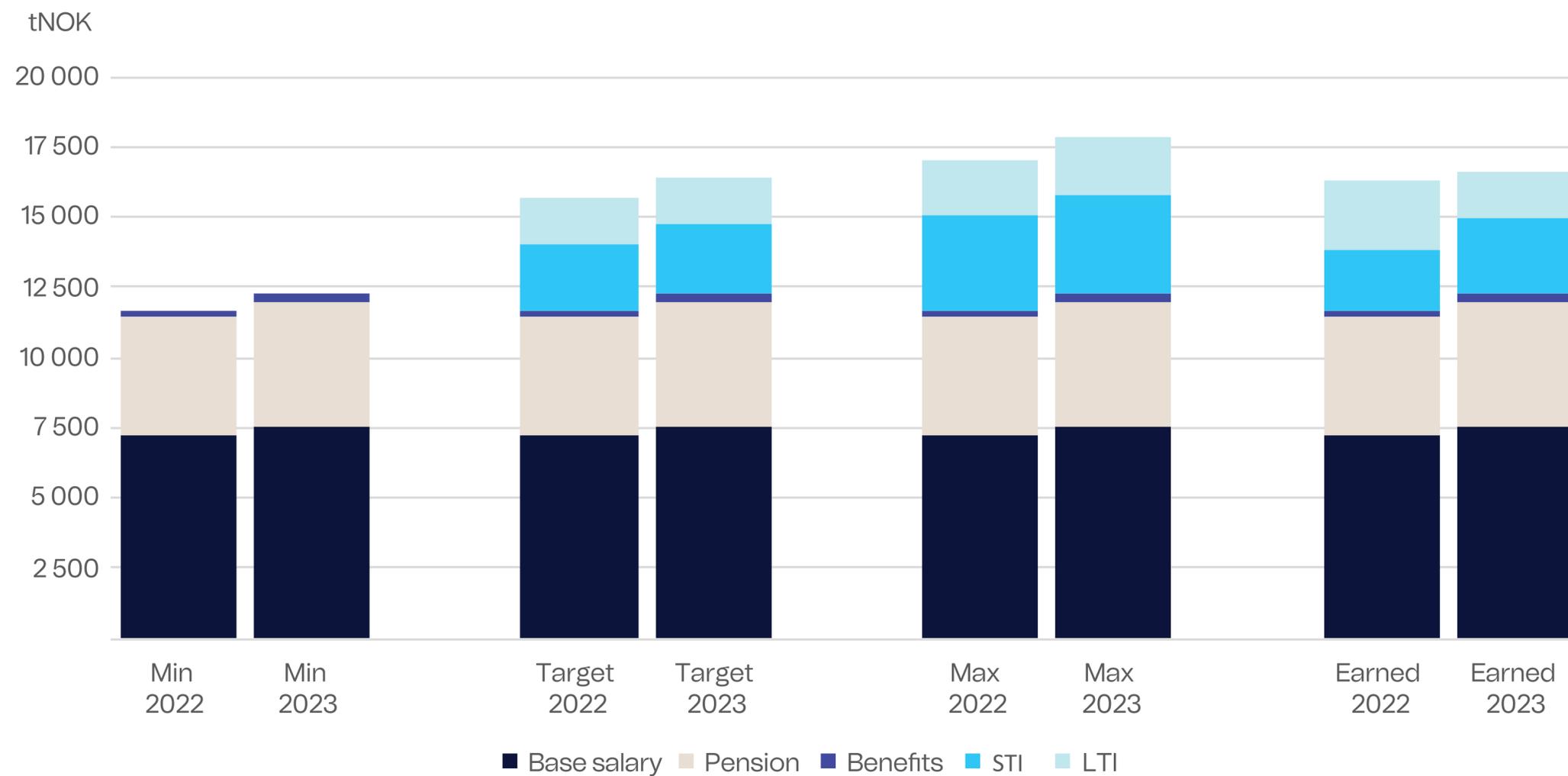
**Fixed/ variable compensation** displays the proportion of fixed to variable compensation as a percentage of total compensation, for the reporting year. The fixed portion includes base salary, benefits, and pension, while the variable portion includes STI, LTI and extraordinary items.

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### President & CEO compensation in 2022 vs 2023

The graph below displays the total compensation for the President and CEO at minimum, on-target and maximum levels of performance together with the actual earned compensation for the years 2022 and 2023. The different compensation elements are specified in each scenario. The table intends to highlight that the primary element of the compensation package consists of fixed compensation elements (base salary and pension). At the same time, it is also visualising that the outcome of the total compensation varies with the President and CEO's performance in relation to the achievement outcome of the incentive plans.



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### Short-term incentive - performance and achievements

In accordance with the applicable [Compensation Policy](#), valid up to and including 2023, the STI is a cash-based plan where the maximum annual earning is 50% of annual base salary for the Group Leadership Team, with a target level of 70% (i.e., 35% of annual base salary). A balanced scorecard with a mix of financial and operational Key Performance Indicators (KPIs) was applied for the 2023 short-term incentive as outlined in the below 2023 Telenor Group STI scorecard. The combined weights of financial and operational KPIs were 80% and 20% respectively, and based on the KPI results as described below, the total achievement for the Telenor Group scorecard was 74.1% for 2023.

Telenor's financial performance in 2023 was the result of focused strategy execution across all four business areas, leading to a strong total free cash flow of NOK 15.0 billion. We also made solid progress on the structural agenda, strengthening positions and de-risking its business. This included the completion of the merger between dtac and True in Thailand, the largest telecom merger ever in Southeast Asia. In addition, Telenor divested a 30% stake in the passive fibre network in Norway, achieved strong returns from selling Working Group Two, and announced the sale of Telenor Satellite and Telenor Pakistan.

Environmental, Social and Governance (ESG) aspects are of high importance to the STI plan and have been key to the core plan design for many years. The focus on ESG will continue to develop in the years to come. In line with the strategic importance of ESG, Telenor introduced a climate related KPI in 2023. For the 2023 scorecard, non-financial measures count for 20% of the scorecard through the climate and people KPIs. The Board approved the following two ESG-related KPIs in the 2023 short-term incentive plan for the GLT:

- A climate-related KPI linked to progress towards Telenor's scope 3 target of ensuring that 68% of suppliers by spend have set science-based targets for their own activities within 2025. This is one of Telenor's climate goals and approved by the Science Based Targets Initiative (SBTi). The target for 2023 was to achieve 45%, compared to actual achievement of 51%. Hence, the target for 2023 was met.
- The "Engagement and Enablement" index (EEI) is a KPI to measure employee satisfaction, including measures that drive workforce effectiveness and business performance across all teams and markets and serves as a foundation for systematic work on organisational development and improvement. In 2023, the EEI landed on 60%, compared to 59% in 2022. Overall, this is 6 percentage points above the general industry benchmark. The target to improve EEI in 2023 was met.

The Board has renewed the ambition levels in the 2024 incentive plan with the same ESG KPIs.



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## 2023 STI Telenor Group scorecard and measured performance

2023 KPIs	Descriptions	Weights	Min target 0% award	Max target 100% award	Measured performance Award Outcome	
<b>Free Cash Flow before M&amp;A</b>		Free cash flow generation through EBITDA growth and prudent capital allocation, supporting shareholder remuneration.	30%	6 NOKbn	8 NOKbn	<b>9.5 NOKbn</b> <b>100%</b>
<b>Organic EBITDA growth</b>	Telenor's overall financial ambition is to create shareholder value through cash flow generation, while maintaining a solid balance sheet and providing attractive shareholder remuneration. The target levels for each of the financial KPIs are set to support this. The ambition is based on the following key value drivers:	EBITDA reflects progress on our modernisation and efficiency agenda and measures how profitable our revenue growth is.	20%	-1.0%	4.0%	<b>2.8%</b> <b>85.6%</b>
<b>Nordics Opex development</b>		Important to achieve the targeted EBITDA development for Nordics, reflecting synergy realisation and execution of structural initiatives.	15%	1.0%	-1.0%	<b>2.9%</b> <b>0%</b>
<b>Service revenue growth (non-controlled)</b>		Service revenue growth is a well-defined and consistent measurement for success in the Malaysian market.	15%	0%	1.2%	<b>0.4%</b> <b>46.7%</b>
<b>Engagement &amp; Enablement</b>		People are the heart of Telenor, and highly engaged, winning teams are the key to delivering a great customer experience, growth, and long-term value for stakeholders. Engagement & Enablement measures key dimensions that drive workforce effectiveness and business performance across all teams and markets and serves as a foundation for systematic work on organisational development and improvement. Telenor holds an ambition level that centres on sustaining or growing these results depending on each local market context.	10%	57%	60%	<b>60%</b> <b>100%</b>
<b>Climate</b>	At the core of Telenor's priorities lies its commitment to minimizing its carbon and emission footprint, making it vital for the company due to its focus on tackling the largest contributing area to our environmental impact. 80% of Telenor's emissions are scope 3 emissions and almost 75% of scope 3 emissions are from purchased goods and services. The Climate Scope 3 KPI addresses this dominant source for carbon emissions and directly reflects Telenor's public science-based Scope 3 engagement target that has been validated and approved by SBTi.	10%	41.5%	44.5%	<b>50.9%</b> <b>100%</b>	
<b>Plan qualifier:</b> Annual commitment to Telenor's Code of Conduct is expected by all employees and is followed-up via a mandatory eLearning. Not reaching 100% will annul the STI plan.					<b>100% completion</b>	
					<b>2023 STI achievement:</b>	<b>74.1%</b>

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## President & CEO Performance 2023

In the performance assessment for the President and CEO for 2023, the Board of Directors has reviewed results achieved on the Telenor Group KPIs mentioned above, as well as evaluated performance on additional key priorities set for the President and CEO. These priorities reflect key items of importance for longer-term value creation across the Telenor Group. For 2023, the key priorities were related to implementation of governance model for the new organisation, execution on commitments from September 2022 Capital Markets Day, focus on structural agenda and value creation. Following the review of the set priorities for the year, the Board of Directors concluded this achievement to 85.0% and in combination with the Telenor Group scorecard achievement of 74.1%, the final STI achievement was 77.4% for the President and CEO for 2023.

### STI scorecards by EVP

Telenor places great emphasis on collaboration and joint ownership for performance and apply a set of common key performance indicators (KPIs) for the Group Leadership Team. Members of the Group Leadership Team are measured on group wide results (Telenor Group scorecard), and members also holding Business Area responsibilities have scorecards that measure on a combination of Group and Business Area results to reflect the scope of their role.

EVP	Telenor Group Scorecard, weight	Additional scorecard, weight
Sigve Brekke	70%	P&CEO, 30%
Tone H. Bachke	100%	-
Amol Phadke	100%	-
Rita Skjærvik	100%	-
Jørgen C. A. Rostrup <sup>1)</sup> - from 1 Jan to 30 Sep - from 1 Oct to 31 Dec	-	Telenor Asia, 100% Telenor Nordics, 100%
Petter-Børre Furberg <sup>1)</sup> - from 1 Jan to 30 Sep - from 1 Oct to 31 Dec	-	Telenor Nordics, 100% Telenor Asia, 100%
Jannicke Hilland	-	Telenor Infrastructure, 100%
Dan Ouchterlony	-	Telenor Amp, 100%
Ruza Sabanovic	100%	-

<sup>1)</sup> The maximum STI earning for Rostrup and Furberg was 50% of annual base salary for the period 1 January to 30 September 2023. From 1 October 2023 onwards the STI earning is 25% and in line with the 2024 compensation policy.

## STI scorecard achievements 2023

Scorecards	Weight	30%	20%	15%	15%	10%	10%	Award Outcome
<b>Telenor Group</b>	<b>Performance Criteria</b>	Telenor Group Free cash flow before M&A	Organic EBITDA growth	Nordics Opex development	Service revenue growth (non-controlled)	Telenor Group Engagement & Enablement	Telenor Group Climate	74.1%
<b>Telenor Nordics</b>			Organic EBITDA growth	Opex development	New service revenue growth			60.5%
<b>Telenor Asia</b>			Organic EBITDAaL growth	CelcomDigi service revenue growth	TrueCorp EBITDA growth			87.5%
<b>Telenor Infrastructure</b>			Organic EBITDA growth	Nordic Towers external revenue growth	Telenor Fiber Cash flow			85.0%
<b>Telenor Amp</b>			Organic EBITDA growth	Net asset value	Revenue growth			85.0%

### Description of the non-financial KPIs

**Engagement & Enablement** the annual "Our Voice" survey is managed by Korn Ferry on behalf of Telenor. Organisations with above average engagement and enablement levels, have a higher proportion of employees who exceed expectations, lower turnover rates, higher customer satisfaction and higher revenue growth rates. Telenor has delivered solid results on this KPI significantly above the market and Telco norm in recent years. Telenor continues to hold an ambition level that centres on sustaining or growing these results depending on each local market context. Targets are defined by reviewing the scores, the trend of scores compared to the prior year, performance against benchmarks (high performing companies and Telco), the country norm and the business outlook. Telenor is continuously developing and adjusting to changing market conditions and aspires to maintain Engagement and Enablement at par or above benchmarks.

**Climate** The Board of Directors of Telenor ASA introduced a climate-related KPI in the 2023 STI plan for the Group Leadership Team. The KPI is linked to reflecting progress towards Telenor's goal of ensuring that 68 percent of suppliers by spend have set science-based targets within 2025. This is one of Telenor's climate goals approved by the Science Based Targets Initiative (SBTi). Read more about the Company's climate commitments in the Sustainability statements, which are incorporated into the [2023 Annual Report](#).

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## Share-based compensation

The long-term incentive (LTI) is designed to align the interests of the Group Leadership Team and shareholders, contribute to long-term value creation, and retain leaders across the Telenor Group. The maximum grant value is 30% of annual base pay for the Group Leadership Team.

The 2023 long-term incentive grant was contingent upon financial performance in 2021 and 2022 as measured by free cash flow before mergers and acquisitions (M&A) and relative Total Shareholder Return (TSR). Binary thresholds of NOK 5 billion for free cash flow before M&A and -5% of index performance for relative TSR was approved by the Board of Directors. Out of the two measures, only the performance threshold for free cash flow was achieved and, as such, half grants were issued on 26 May 2023 at a share price of NOK 116.91.

For the 2021 Employee Share Plan (ESP), the Telenor ASA TSR landed 28.41%-points below the STOXX Europe 600 Telecommunications Index (SXKGR) during the performance period from January 2021 to December 2022, and as such the performance target for ESP bonus awards in 2023 was not achieved. This was the last active ESP plan where participating members of the Group Leadership team were eligible for any potential bonus awards.

For the 2022 Employee Share Plan, the Telenor ASA TSR landed 7.04%-points above the SXKGR index during the period from January 2022 to December 2023, and as such the performance target for ESP bonus awards in 2024 is met. Eligible employees who participated in the ESP 2022 and kept their shares until 31 December 2023 will receive 1:1 matching ESP bonus shares.

In accordance with [the compensation policy](#), the Group Leadership team can purchase Telenor shares through the plan and receive up to NOK 2,000 discount but are ineligible for any ESP bonus shares (bonus awards).

According to the Telenor Executive Compensation Policy, Telenor may offer sign-on compensation at a reasonable level for forfeited incentive opportunities and/ or other material compensation changes to an external recruitment into the Group Leadership team. During 2022, Telenor issued a sign-on share grant to Ouchterlony, which was awarded as additional LTI, worth SEK 3.0 million, in May 2023. Additionally, upon recruiting EVP CTO (Phadke), effective 1 September 2023, Telenor committed to making an additional LTI grant, to be issued in June 2024. The relevant amount will be included in the 2024 reporting.



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## Performance criteria share plans

Performance Criteria	Weight	Minimum thresholds	Measured performance Award outcome
<b>2023 LTI – performance measure 1:</b> Free Cash Flow before M&A, 1 Jan 2021 to 31 Dec 2022	50%	NOK 5bn	NOK 10.4bn 100%
<b>2023 LTI – performance measure 2:</b> Relative Total Shareholder Return as compared with the STOXX Europe 600 Telecommunications Index (SXKGR), 1 Jan 2021 to 31 Dec 2022	50%	-5 p.p. of index	-28.41 p.p. of index  0%
<b>2021 ESP Bonus:</b> Relative Total Shareholder Return as compared with the STOXX Europe 600 Telecommunications Index (SXKGR), 1 Jan 2021 to 31 Dec 2022	100%	Threshold 1x matching (100%): performance above index Threshold 3x matching (300%): performance 15 p.p. above index	-28.41 p.p. of index  0%
<b>2022 ESP Bonus:</b> Relative Total Shareholder Return as compared with the STOXX Europe 600 Telecommunications Index (SXKGR), 1 Jan 2022 to 31 Dec 2023	100%	Threshold 1x matching (100%): performance above index Threshold 3x matching (300%): performance 15 p.p. above index	7.04 p.p. of index  100% (1x)

## Active share plans in 2023

Plan name	Performance period	Award date	End of vesting and holding period
LTI 2023	Jan 2021 – Dec 2023	26 May 2023	31 Dec 25
LTI 2022	Jan 2020 – Dec 2022	19 May 2022	31 Dec 24
LTI 2021	Jan 2019 – Dec 2020	18 Aug 2021	31 Dec 23

## Share awards by EVP

EVP	Plan name	Opening Balance 1 Jan	During 2023		Closing balance 31 Dec
			Shares awarded	Shares vested	Unvested shares subject to holding period
Sigve Brekke	LTI 2023		4 421		4 421
	LTI 2022	7 597			7 597
	LTI 2021	5 979		5 979	
Tone H. Bachke	LTI 2023		2 826		2 826
	LTI 2022	5 053			5 053
	LTI 2021	3 793		3 793	
Amol Phadke	n/a				
Rita Skjærvik	LTI 2023		2 048		2 048
	LTI 2022	3 540			3 540
Jørgen C. A. Rostrup	LTI 2023		3 265		3 265
	LTI 2022	5 901			5 901
	LTI 2021	4 603		4 603	
Petter-Børre Furberg	LTI 2023		2 445		2 445
	LTI 2022	4 466			4 466
	LTI 2021	3 077		3 077	
Jannicke Hilland	LTI 2023		2 401		2 401
Dan Ouchterlony	LTI 2023		13 878		13 878
Ruza Sabanovic	LTI 2023		3 094		3 094
	LTI 2022	2 787			2 787
	LTI 2021	2 217		2 217	

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## Share ownership

EVP <sup>1)</sup>	Shareholding 1 Jan 2023 <sup>2)</sup>	Net additions/ disposals	Shareholding 31 Dec 2023	Unvested shares subject to holding period 31 Dec 2023	Shareholding requirement met <sup>3)</sup>
Sigve Brekke	180 496	4 421	184 917	17 997	Yes
Tone H. Bachke	22 121	2 826	24 947	11 672	No
Amol Phadke	-	-	-	-	-
Rita Skjærvik	11 793	3 049	14 842	6 954	No
Jørgen C. A. Rostrup	36 412	3 265	39 677	13 769	No
Petter-Børre Furberg	68 000	3 829	71 829	9 988	Yes
Jannicke Hilland	-	-	2 401	2 401	No
Dan Ouchterlony	-	-	13 878	13 878	No

1) Executives who have left GLT during the year are not included

2) Start date or date of appointment for new members

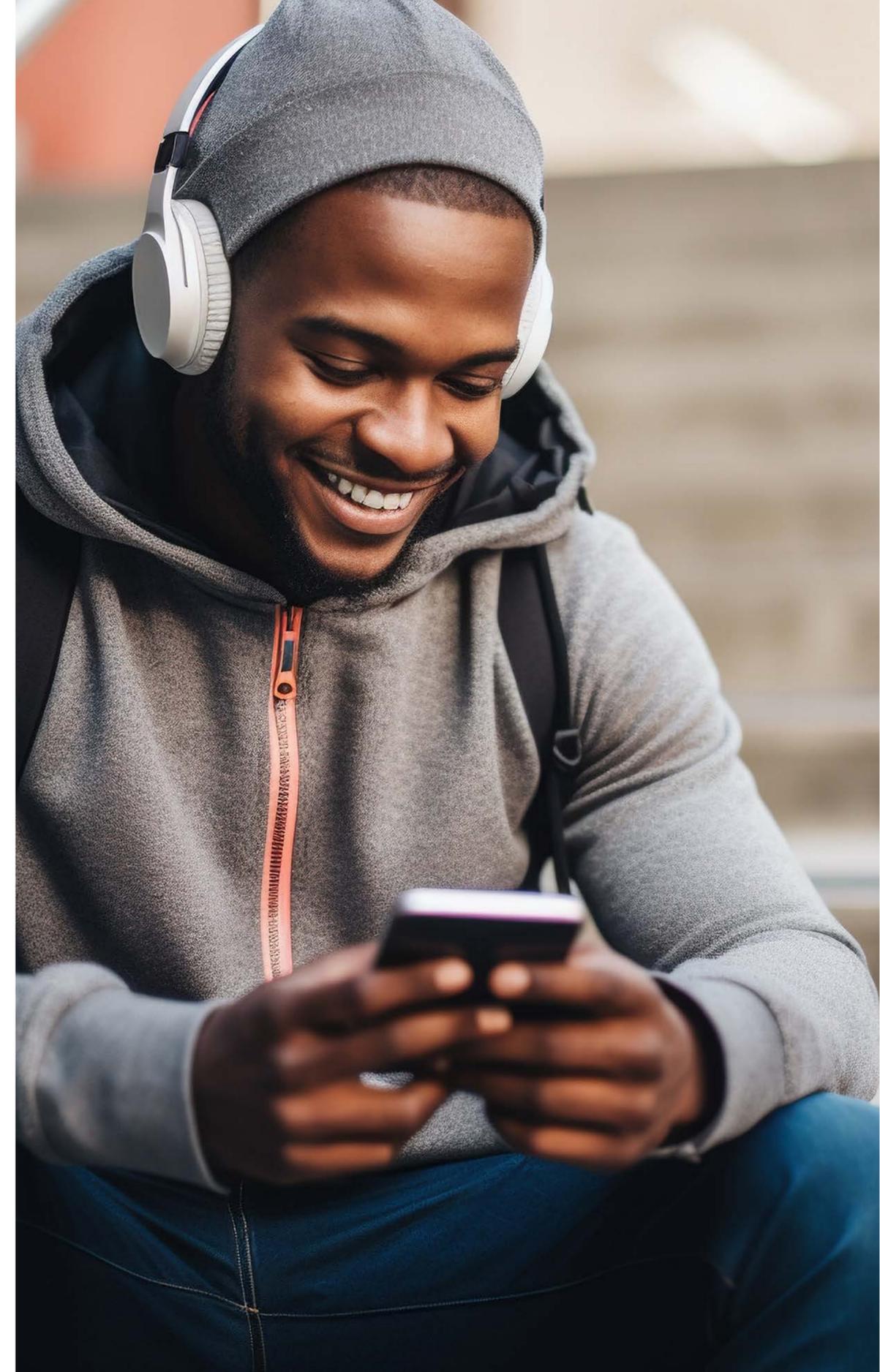
3) In accordance with the compensation policy, the Group Leadership Team should as a minimum hold shares in Telenor ASA equivalent to the value of one annual base salary, this column indicates whether this shareholding requirement was met as of 31 Dec 2023 using the year-end share price. Group Leadership Team members are required to invest up to 20% of their net short-term incentive payment in Telenor ASA shares over time until this requirement is met

### Incentive claw back

No claw backs were applied during 2023.

### Deviations from policy

No deviations from the policy have been implemented.



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## Development in compensation and company performance

This table holds information on the annual development of compensation for each member of the Group Executive Management, together with the performance of the company and the average full-time compensation of regular employees over the five most recent financial years.

The overall development in executive compensation from 2022 to 2023 can be attributed to the following items:

- General uplifts in base pay in line with the union negotiated salary settlement of 5.4% for Norway
- Higher achievement on the STI plan with 74.1% compared to 67.0% in 2022
- The outcome on the LTI plan was lower than in previous years, and resulted in half grants for 2023 – 15% vs 30% in the past few years.
- There is no uniform trend in the development compared to 2022, mainly due to several role changes/ new hires and one salary adjustment in excess of the salary settlement.

The total compensation for employees covers base pay, holiday pay, STI, ESP bonus, overtime and shift allowances, benefits, and pension to mirror the reported total compensation for the Group Leadership Team. For relevance of comparison and due to differences in compensation levels across Telenor's markets, it is the Norwegian employee base that has been referenced in the comparison of the Group Leadership Team to non-executive compensation levels. The average employee compensation represents employees of Telenor Norway and Telenor ASA in Norway.

The average compensation of employees is based on all regular employees as of 31 December 2023, excluding members of the Group Leadership Team, and has been annualized for part-time workers and employees who joined during 2023. Earnings have been annualized where executives served parts of a year. All amounts are NOK in thousands, using average currency exchange rates for each year, where applicable. One-time charges related to the start or ending of an international assignment has been excluded from this overview to normalise the figures for comparison over the five-year period.

Annual change (YoY%)	2019	2020	2021	2022	2023
<b>Total Compensation by EVP</b>					
<b>Sigve Brekke</b> P&CEO	14 524 -8.8%	15 024 3.4%	15 098 0.5%	16 260 7.7%	16 594 2.1%
<b>Tone Hegland Bachke</b> EVP CFO		5 886	6 254 6.3%	7 087 13.3%	7 871 11.1%
<b>Amol Phadke</b> EVP CTO					10 540
<b>Rita Skjærvik</b> EVP PSER			4 558	5 012 10.0%	5 378 7.3%
<b>Jørgen C. Arentz Rostrup</b> EVP Nordics	7 323 14.6%	11 055 51.0%	11 816 6.9%	12 928 9.4%	13 116 1.5%
<b>Petter-Børre Furberg</b> EVP Asia	7 560 -10.2%	6 374 -15.7%	7 054 10.7%	7 685 8.9%	9 775 27.2%
<b>Jannicke Hilland</b> EVP Infrastructure				4 737	6 745 42.4%
<b>Dan Ouchterlony</b> EVP Amp				7 811	9 242 18.3%
<b>Ruza Sabanovic</b> former EVP CTO	7 765 -3.3%	7 731 -0.4%	8 261 6.9%	7 716 -6.6%	8 364 8.4%
<b>Company Performance</b>					
Organic service revenue growth	0.4%	-1.9%	0.1%	2.8%	4.0%
Organic EBITDA growth	-2.6%	1.7%	0.1%	1.2%	2.8%
Total shareholder return	-1.5%	-1.9%	1.1%	-28.0%	37.5%
<b>Average total compensation of employees</b>					
Employees of the company	952 1.3%	942 -1.1%	978 3.8%	1 000 2.3%	1 083 8.3%
P&CEO/Employee ratio	15.3	16.0	15.4	16.3	15.2

Organic service revenue growth was reported as 'organic subscription and traffic revenues' up until 2021. Organic service revenue growth and Organic EBITDA growth for 2021 and 2022 have been restated to reflect the reporting structure as of Q4 2022 and Q4 2023, respectively. Previous years are as reported. The average total compensation of employees has been restated for the years 2019 to 2023 due to an error in the pension calculations.

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# Disclosure of decisions to be implemented in 2024

## Change in compensation structure

In accordance with the state guidelines for executive compensation, issued late 2022, the short-term incentive (STI) was reduced from maximum 50% to 25% of base salary, effective 1 January 2024. To ensure that the total compensation of the GLT is kept in line with the market and remains competitive, the Board of Directors decided to adjust the base salary. This specific change will not increase the total compensation but affects the ratio between fixed and variable compensation.

Additionally, from 2022 the GLT was made ineligible for ESP bonus, in line with at-the-time applicable state guidelines. This has been applied to all new GLT contracts (external hires and members who have changed roles). However, during 2023, the Board made the decision to mitigate the lost opportunity from ESP bonus by adjusting the base salary for two GLT members (CEO and CFO) who are still serving in the same roles. The decision follows the same rationale of ensuring total compensation is kept in line with market and remains competitive.

These changes are implemented in 2024 and will be included in the compensation report for 2024.

## 2024 Telenor Group STI scorecard

The 2024 STI plan is designed to comply with the current "guidelines for remuneration of executives in state-owned companies" issued by the Norwegian Ministry of Trade and Fisheries and Telenor's executive compensation policy, where the maximum annual STI earnings for members of GLT is 25% of their respective annual base salary. The STI scorecard reflects Telenor Group's strategic priorities, which include financial ambitions, and targeted objectives tied to our ESG agenda as well as the importance of a highly motivated and enabled workforce. Telenor does not disclose performance targets or ranges due to its business sensitivity. Telenor is using other relevant channels for market guidance, but subsequently the information will be disclosed in the 2024 report.

## 2024 STI Telenor Group scorecard

2024 KPIs	Descriptions	Weights	
<b>Free Cash Flow before M&amp;A (NOKbn)</b>	Telenor's overall financial ambition is to create shareholder value through cash flow generation, while maintaining a solid balance sheet and providing attractive shareholder remuneration. The target levels for each of the financial KPIs are set to support this. The ambition is based on the following key value drivers:	Free cash flow generation through EBITDA growth and prudent capital allocation, supporting shareholder remuneration.	30%
<b>Organic EBITDA growth</b>		EBITDA reflects progress on our modernisation and efficiency agenda and measures how profitable our revenue growth is.	20%
<b>Technology Enablement &amp; Execution</b>		This is a new measure, aimed to accelerate the speed and impact of prioritized technology initiatives in Telenor. The ambitions for 2024 are based on a combination of initiatives around cloud adoption, IT modernization, IoT growth and improving business processes with automation. Technology is at the heart of our business in Telenor, and these ambitions are key for delivering excellent customer experience and strengthening the business performance.	20%
<b>Engagement &amp; Enablement</b>		People are the heart of Telenor, and highly engaged, winning teams are the key to delivering a great customer experience, growth, and long-term value for stakeholders. Engagement & Enablement measures key dimensions that drive workforce effectiveness and business performance across all teams and markets and serves as a foundation for systematic work on organisational development and improvement. Telenor holds an ambition level that centres on sustaining or growing these results depending on each local market context.	15%
<b>Climate</b>		At the core of Telenor's priorities lies its commitment to minimizing its carbon and emission footprint, making it vital for the company due to its focus on tackling the largest contributing area to our environmental impact. 80% of Telenor's emissions are scope 3 emissions and almost 75% of scope 3 emissions are from purchased goods and services. The Climate Scope 3 KPI addresses this dominant source for carbon emissions and directly reflects Telenor's public science-based Scope 3 engagement target that has been validated and approved by SBTi.	15%

**Plan qualifier:** Annual commitment to Telenor's Code of Conduct is expected by all employees and is followed-up via a mandatory eLearning. Not reaching 100% will annul the STI plan.

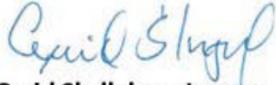
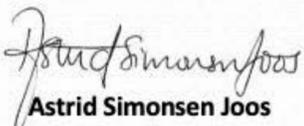
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## The Board of Director's statement on the Compensation Report

The Telenor Board of Directors has today reviewed and approved the Compensation Report of Telenor ASA for the financial year 2023. The report is prepared in accordance with the Norwegian Public Limited Liability Companies Act, section 6-16 (b) and supplementing regulations. The compensation report will be presented to the Annual General Meeting in May 2024 for an advisory vote.

Fornebu, 21 March 2024

 <b>Jan Geldmacher</b> Board member	 <b>Jens Petter Olsen</b> Chair	 <b>Gyrid Skalleberg Ingerø</b> Vice Chair of the Board		
	 <b>Nina Bjornstad</b> Board member	 <b>Pieter Knook</b> Board member	 <b>Astrid Simonsen Joos</b> Board member	 <b>Ottar Ertzeid</b> Board member
	 <b>Espen Smistad</b> Employee representative	 <b>Irene Vold</b> Employee representative	 <b>Sune Jakobsson</b> Employee representative	

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# Independent auditor's statement on the Compensation



Statsautoriserte revisorer  
Ernst & Young AS

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## INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REPORT ON SALARY AND OTHER REMUNERATION TO DIRECTORS

To the General Meeting of Telenor ASA

### Opinion

We have performed an assurance engagement to obtain reasonable assurance that Telenor ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31. December 2023 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.

Oslo, 21 March 2024  
Ernst & Young AS

Anders Gøbel  
State Authorised Public Accountant (Norway)

(This translation from Norwegian has been prepared for information purposes only.)