

A wide-angle, aerial photograph of a person running on a sandy beach. The runner is wearing a bright orange top and dark shorts, and is captured mid-stride. The beach is light-colored sand with dark, scattered rocks and patches of red seaweed. The ocean to the right is a deep blue with white-capped waves crashing onto the shore. In the background, a range of dark, rugged mountains with patches of snow or ice is visible under a sky filled with dramatic, light-colored clouds.

Remuneration report 2022

1. Introduction

1.1 Background

This remuneration report (the Report) is prepared by the board of directors of Crayon Group Holding ASA (the Company or Crayon Group) in accordance with the Norwegian Public Limited Liability Companies Act (the Companies Act) Section 6-16 b with Regulations. The Report contains information regarding remuneration to previous, present and future leading personnel of the Company (Directors) for the financial year of 2022 in line with the requirements laid down in the Companies Act.

The Company considers the CEO and the other members of the Company's management team to be comprised by the term leading personnel under the Companies Act. In addition, employees who are members of the board of directors of the Company are comprised. For such personnel, only the remuneration received on the basis of their post are covered by the Report. For the sake of completeness, information regarding remuneration to other board members are also included in this Report.

1.2 Highlights summary and overview of the last financial year

Despite a challenging macroeconomic climate, Crayon continued its strong performance with growth across all markets in 2022. Due to the success of its strategic global expansion, markets outside the Nordics now represent 57% of revenue.

Crayon continued to deliver strong growth in particular in the international markets with Revenues in Europe, APAC & MEA growing 53% and 128% respectively including contribution from the acquisition of rhiipe. Also in the US, investments into growth are materializing and full year growth ended at 18%. Crayon has increased its investments and efforts in the international market covers several years and the international expansion is a key building block in continuing to grow and scale the business. The Nordic market remains the largest market and cornerstone of the business and continued its good performance with 15% revenue growth.

Crayon also celebrated its 20th anniversary, recognizing that since its founding, Crayon has stayed true to its go-to-market strategy and focused on building a customer-centric business. The acquisition of rhiipe was closed in November 2021 and during 2022 the Group has focused on completing a successful integration as well as delivering on our growth ambitions. The acquisition has been highly accretive and makes Crayon a significant player in APAC.

During the year the group added net 547 new hires to support future growth. In December changes were also made to the management team, where the decision was made to establish regional leadership in the Nordics and Europe. These changes are strategically important to enable us to drive further growth and focus on these regions.

Guidelines for remuneration of the Directors (the Remuneration Policy) were approved at an extraordinary general meeting on November 23, 2021. The guidelines meet the requirements under the Companies Act and is available on the Company's website under [Governance at Crayon | ESG - Crayon](#). The remuneration report for 2021 was approved in the general meeting in Crayon Group Holding ASA May 20, 2022.

2. Remuneration of the board of directors

2.1 Introduction

In line with market practice, members of the board of directors receive an annual fixed base fee. In addition, the members serving as members or chairman of a committee of the board of directors receive an additional annual fixed fee for each committee role they serve. The board of directors can also participate in the Employee Share Purchase Program (ESPP).

None of the members of the board of directors are entitled to receive any variable remuneration or pension contributions except the members elected by the employees, who receive such remuneration and benefits in their role as employees. None of the Board members have executive loans or guarantees in the Company.

Board fee, including fee for committee work

(In thousands of NOK)

Name and position

Rune Syversen, Chairman of the Board	765 ¹	720 ¹
Jens Rugseth, board member	455 ²	430 ²
Grethe Helene Viksaas, board member	540 ^{1,2,3}	455 ^{1,2}
Dagfinn Ringås, board member	435 ²	410 ²
Jennifer Koss, board member	455 ³	350
Jens Winter Moberg, board member	375	0
Wenche Marie Agerup, board member	375	0
Brit Bergersen Smestad, employee representative	135 ³	70
Christian Baltzer Ødemark, employee representative	135 ³	70
Mette Wam, employee representative	135 ³	70
Camilla Elisabeth Magnus, board member	0	350
Eivind Roald, board member	0	415 ¹
Total	3,805	3,340

¹ Including fees earned from participation in remuneration committee.

² Including fees earned from participation in audit committee.

³ Including fees earned from participation in the ESG committee.

The board of directors and committee fees are approved by the shareholders at the Annual General Meeting for the period until the next Annual General Meeting. The annual fees of the members of the board of directors take into account the required competencies, efforts and scope of work.

All members of the board of directors are non-executive directors.

The table below contains an overview of remuneration to members of the board of directors. Amounts presented below represent the fees approved by the Annual General Meeting in 2022 and 2021, respectively.

3. Total remuneration for directors

3.1 Introduction

The table in Section 3.2 below contains an overview of the total remuneration to the Directors, as well as remuneration that were granted/awarded/due but had not yet materialized during the reported financial year. Only remuneration earned on the basis of the Directors' role are included. All of the Directors are employed by companies within the group of companies to which the Company belongs (the Group). The Directors have only received remuneration from the companies in which they are employed.

The Group CEO is entitled to 6 months salary in the event of termination initiated by the Company. The CEO do not have executive loans or guarantees in the Company.

3.2 Remuneration of Directors for the reported financial year

(In thousands of NOK)	Fixed remuneration		Variable remuneration		Pension expense	Total Remuneration	Proportion of fixed/variable remuneration ³
	Base salary	Fringe benefits	One-year variable	Share-based payments – taxable amount ²			
Name and position							
Melissa Mulholland CEO	3,500	12	1,426	186	77	5,201	72% / 28%
Bente Liberg COO (until Oct) CHRO (Nov-Dec)	2,000	12	521	7,753	82	10,367	80% / 20%
Florian Rosenberg CTO	2,526	78	783	0	435	3,822	80% / 20%
Jon Birger Syvertsen CFO	2,150	14	761	0	78	3,003	75% / 25%
Tor Ødegaard CMO	1,588	12	313	0	79	1,991	84% / 16%
Gudmundur Adalsteinsson CSO	2,820	293	677	0	235	4,025	83% / 17%
Erwin Heinrich ¹ COO (Nov-Dec)	379	1	114	0	69	563	80% / 20%
Total	14,963	422	4,594	7,939	1,056	28,972	

¹ Employed in Crayon during whole 2022, part of management group from November 2022. Amounts presented in the table are compensation related to the period as part of management group.

² Taxable amount related to exercise of share options and release of bonus shares under ESPP.

³ Taxable amounts related to share-based payments are excluded from calculated portion of fixed/variable remuneration.

4. Share-based remuneration

4.1 Introduction

The tables in Section 4.2 below contains information on the number of shares granted or offered to the Directors, whilst the tables in Section 4.3 below contains information on the number of share options granted for the reported financial year. In both of the tables, the main conditions for the exercise of the rights including the exercise price and date and any change thereof appear.

4.2 Shares awarded or due to the Directors for the reported financial year

	Share Plan	Performance period	Main conditions of share plans			Information regarding the reported financial year					
			Award date	Vesting date	End of holding period	Exercise price	Shares awarded at Jan 1, 2022	Shares awarded during 2022	Shares vested during 2022	Shares subject to vesting conditions at Dec 31, 2022	Shares subject to a holding period at Dec 31, 2022
Name and position											
Melissa Mulholland CEO	ESPP 2020 - bonus shares	-	Nov 18, 2020	Nov 18, 2022	Nov 18, 2022	NOK 1	1,940	0	1,940	0	0
	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	2,125	2,125	0	2,125
	ESPP 2022 - bonus shares	-	May 11, 2022	May 11, 2024	May 11, 2024	NOK 1	0	708	0	708	0
Jon Birger Syvertsen CFO	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	2,125	2,125	0	2,125
	ESPP 2022 - bonus shares	-	May 11, 2022	May 11, 2024	May 11, 2024	NOK 1	0	708	0	708	0
Florian Rosenberg CTO	ESPP 2020 - bonus shares	-	Nov 18, 2020	Nov 18, 2022	Nov 18, 2022	NOK 1	310	0	310	0	0
	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	2,125	2,125	0	2,125
	ESPP 2022 - bonus shares	-	May 11, 2022	May 11, 2024	May 11, 2024	NOK 1	0	708	0	708	0
Rune Syversen Chairman of the Board	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	2,125	2,125	0	2,125
	ESPP 2022 - bonus shares	-	May 11, 2022	May 11, 2024	May 11, 2024	NOK 1	0	708	0	708	0
Jens Rugseth Board member	ESPP 2020 - bonus shares	-	Nov 18, 2020	Nov 18, 2022	Nov 18, 2022	NOK 1	1,940	0	1,940	0	0
	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	2,125	2,125	0	2,125
	ESPP 2022 - bonus shares	-	May 11, 2022	May 11, 2024	May 11, 2024	NOK 1	0	708	0	708	0
Grethe Helene Viksaas Board member	ESPP 2020 - bonus shares	-	Nov 18, 2020	Nov 18, 2022	Nov 18, 2022	NOK 1	1,940	0	1,940	0	0
	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	2,125	2,125	0	2,125
	ESPP 2022 - bonus shares	-	May 11, 2022	May 11, 2024	May 11, 2024	NOK 1	0	708	0	708	0
Jennifer Koss Board member	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	850	850	0	850
	ESPP 2022 - bonus shares	-	May 11, 2022	May 11, 2024	May 11, 2024	NOK 1	0	283	0	283	0
Camilla Magnus Board member (until AGM 2022)	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	2,125	2,125	0	2,125

Share Plan	Performance period	Main conditions of share plans				Information regarding the reported financial year				
		Award date	Vesting date	End of holding period	Exercise price	Shares awarded at Jan 1, 2022	Shares awarded during 2022	Shares vested during 2022	Shares subject to vesting conditions at Dec 31, 2022	Shares subject to a holding period at Dec 31, 2022
Name and position										
Brit Smestad Employee representative	ESPP 2020 - bonus shares	-	Nov 18, 2020	Nov 18, 2022	Nov 18, 2022	NOK 1	1,940	0	1,940	0
	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	2,125	2,125	0
	ESPP 2022 - bonus shares	-	May 11, 2022	May 11, 2024	May 11, 2024	NOK 1	0	708	0	708
Christian Ødemark Employee representative	ESPP 2020 - bonus shares	-	Nov 18, 2020	Nov 18, 2022	Nov 18, 2022	NOK 1	388	0	388	0
	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	2,125	2,125	0
	ESPP 2022 - bonus shares	-	May 11, 2022	May 11, 2024	May 11, 2024	NOK 1	0	708	0	708
Mette Wam Employee representative	ESPP 2020 - bonus shares	-	Nov 18, 2020	Nov 18, 2022	Nov 18, 2022	NOK 1	388	0	388	0
	ESPP 2022	-	May 11, 2022	May 11, 2022	May 11, 2024	NOK 117.70	0	2,125	2,125	0
	ESPP 2022 - bonus shares	-	May 11, 2022	May 11, 2024	May 11, 2024	NOK 1	0	708	0	708

Employee share purchase program (ESPP) – general program where all employees have been offered to participate. Bonus shares are granted to employees participating in the program and remaining employed two years after the offer.

In the employee share purchase programs (ESPP), all employees in the Company and its subsidiaries in which an offer could be lawfully made, have been offered to participate. The subscription price was equal to 3-month average share price at the start of the subscription period with a 20% discount. The employees have been offered to subscribe for amounts between NOK 10,000 to NOK 100,000 (all amounts including the 20% discount). Some employees have subscribed for amounts up to NOK 450,000 after specific approval from Board of Directors, in line with the Remuneration Policy. Additional bonus shares will be granted to employees participating in the ESPP and remaining employed by Crayon by the end of the lock-up period. One bonus share will then be granted for every third share subscribed for under the program. The bonus shares vest over two years.

In Q4 2022, bonus shares under the ESPP 2020 program were released to participants in the program still employed by Crayon.

4.3 Share options awarded or due to the Directors for the reported financial year

	Main conditions of plan						Info regarding the reported financial year						
							Opening balance		During the year		Ending balance		
	Option plan	Performance period	Award date	Vesting date	End of holding period	Exercise period	Strike price	Share options awarded at Jan 1, 2022	Share options awarded during 2022	Share options vested during 2022	Share options exercised during 2022	Share options subject to vesting conditions at Dec 31, 2022	Share options vested, not exercised at Dec 31, 2022
Name and position													
Melissa Mulholland CEO	Option program 2020	Jan 1, 2020 – Dec 31, 2020	Jan 1, 2020	3 tranches vesting: Dec 31, 2021 Dec 31, 2022 Dec 31, 2023	NA	5 years	NOK 53.50	300,000	0	100,000	0	100,000	200,000
Bente Liberg COO (until Oct) CHRO (Nov-Dec)	Option program 2017 (IPO)	NA	Oct 18, 2017	3 tranches vesting: Oct 18, 2018 Oct 18, 2019 Oct 18, 2020	NA	5 years	NOK 15.50	100,000	0	0	-100,000	0	0
	Option program 2020	Jan 1, 2020 – Dec 31, 2020	Jan 1, 2020	3 tranches vesting: Dec 31, 2021 Dec 31, 2022 Dec 31, 2023	NA	5 years	NOK 53.50	100,000	0	33,315	0	32,244	67,756
Jon Birger Syvertsen CFO	Option program 2020	Jan 1, 2020 – Dec 31, 2020	Jan 1, 2020	3 tranches vesting: Dec 31, 2021 Dec 31, 2022 Dec 31, 2023	NA	5 years	NOK 53.50	200,000	0	66,641	0	65,215	134,785
Gudmundur Adalsteinsson CSO	Option program 2020	NA	March 24, 2021	3 tranches vesting: Dec 31, 2021 Dec 31, 2022 Dec 31, 2023	NA	5 years	NOK 53.60	100,000	0	33,333	0	33,334	66,666
Florian Rosenberg CTO	2022 Option program CTO	NA	July 7, 2022	3 tranches vesting : Jul 7, 2023 Jul 7, 2024 Jul 7, 2025	NA	5 years	NOK 125.20	0	100,000	0	0	100,000	0
Erwin Heinrich COO (Nov-Dec)	Option program 2020	Jan 1, 2020 – Dec 31, 2020	Jan 1, 2020	3 tranches vesting: Dec 31, 2021 Dec 31, 2022 Dec 31, 2023		5 years	NOK 53.60	12,500	0	4,167	0	4,167	4,167
	GM share grant 2021	Jan 1, 2021 – Dec 31, 2021	Jan 27, 2021	3 tranches vesting: Mar 31, 2022 Mar 31, 2023 Mar 31, 2024		5 years	NOK 1	2,154	0	430	0	1,724	430
	GM share grant 2022 ¹	Jan 1, 2022 – Dec 31, 2022	Feb 14, 2022	3 tranches vesting: Apr 1, 2023 Apr 1, 2024 Apr 1, 2025		5 years	NOK 1	0	2,178	0	0	2,178	0
Eivind Roald Board member (until AGM 2022)	Option program 2017 (IPO)	NA	Oct 18, 2017	3 tranches vesting: Oct 18, 2018 Oct 18, 2019 Oct 18, 2020	NA	5 years	NOK 15.50	100,000	0	0	-100,000	0	0

¹ Allocated share grant based on estimate.

Share option program 2020 is an option program for executive management and general managers. Subject to both performance and service conditions. Performance conditions are related to service transformation targets (non-market only). Share option program 2017 (IPO) were subject to service conditions only.

5. Any use of the right to reclaim variable remuneration

Crayon did not reclaim variable remuneration during the reported financial year.

6. Information on how the remuneration complies with the remuneration policy

The total remuneration complies with the Remuneration Policy, and thereby ensures an appropriate total remuneration package that has a clear link to the business strategy and aligns with stakeholder interests. In this context, the total remuneration contributes towards promoting Crayon's main goal which is to help customers optimize, manage, and utilize the relationship with software vendors through the IT lifecycle, as well as sustained and long-term value creation for shareholders.

With respect to the application of the performance criteria used in connection with the total remuneration to the Directors, further information is provided in the table below.

(In thousands of NOK)	Performance metric	Target bonus	Estimated, unpaid bonus Dec 31, 2022
Name and position			
Melissa Mulholland, CSSO (Jan-March), CEO (March-Dec)	Consolidated EBITDA 2022	510	537
	Consolidated Gross Profit 2022	495	559
	Strategic KPI's 2022	495	330
Jon Birger Syvertsen CFO	Consolidated EBITDA 2022	563	611
	Strategic KPI's 2022	188	150
Bente Liberg CHRO	Consolidated EBITDA 2022	250	271
	Strategic KPI's 2022	250	250
Florian Rosenberg CTO	Consolidated EBITDA 2022	197	213
	Consolidated Gross Profit 2022	197	215
	Strategic KPI's 2022	393	354
Gudmundur Adalsteinsson CSO	Consolidated EBITDA 2022	238	258
	Consolidated Gross Profit 2022	238	260
	Strategic KPI's 2022	159	159
Tor Ødegaard CMO	Consolidated EBITDA 2022	150	163
	Strategic KPI's 2022	150	150
Erwin Heinrich COO (Nov-Dec)	Consolidated EBITDA 2022	40	44
	Strategic KPI's 2022	69	69

7. Derogations and deviations from the remuneration policy and from the procedure for its implementation

July, 2022 Crayon announced that Chief Technology Officer Florian Rosenberg was awarded 100,000 options with strike price of NOK 125.20 (equal to market price on June 30, 2022). The Remuneration policy does not contain any ongoing option-based programs for options awarded to senior management. However, the board of directors did consider the matter carefully, and concluded on making an exception to this policy in order to ensure a long-term alignment for the incentives of Florian Rosenberg with the remaining management team at Crayon.

There have been no further derogations and deviations from the Remuneration Policy, nor from the procedure for its implementation.

8. Comparative information on the change of remuneration and company performance

The table below in this Section 8 contains information on the remuneration of each individual Director, of the performance of the Company and average remuneration on a full-time equivalent (FTE) basis of employees of the Group other than Directors over the five most recent financial years. In addition, the annual change is presented. Development of the average remuneration reflects the globalization of the Group and is dependent on which regions the growth takes place. In cases where Directors have only received remuneration part of a year, the growth in % is adjusted to reflect growth based on 12 months remuneration.

Directors' remuneration

(In thousands of NOK)	2017	2018	2019	2020	2021 ³	2022
Name and position						
Torgrim Takle CEO (until Mar 2021) ¹	3,527	4,135	4,317	4,746	4,863	0
% change	58%	17%	4%	10%	2%	-
Bente Liberg COO (until Oct 2022) CHRO (from Nov 2022)	1,735	1,630	2,040	2,186	2,334	2,615
% change	24%	-6%	25%	7%	7%	12%
Mattias Ödlund CTO (until Dec 2021)	2,190	2,350	2,412	2,361	2,115	0
% change	12%	7%	3%	-2%	19%	-
Jon Birger Syvertsen CFO (from March 2018)	-	1,772	2,266	2,484	3,529	3,003
% change	-	-	7%	10%	42%	-15%
Nabil Chebbi CMO (until April 2021)	-	-	-	2,684	1,021	0
% change	-	-	-	-	14%	-
Melissa Mulholland CSSO (Sept 2020 - March 2021) CEO (from March 2021)	-	-	-	624	3,977	5,015
% change	-	-	-	-	86%	26%
Gudmundur Adalsteinsson CSO (from May 2021)	-	-	-	-	2,056	4,025
% change	-	-	-	-	-	31%
Tor Ødegaard CMO (from July 2021)	-	-	-	-	879	1,991
% change	-	-	-	-	-	13%
Florian Rosenberg CTO (from Oct 2021)	-	-	-	-	876	3,822
% change	-	-	-	-	-	9%
Erwin Heinrich COO (from Nov 2022)	-	-	-	-	-	563
% change	-	-	-	-	-	-

Company performance

(In thousands of NOK)	2017	2018	2019	2020	2021 ³	2022
Gross Profit	1,215,776	1,486,108	1,808,711	2,344,785	3,164,704	4,495,561
% Change	-	22%	22%	30%	35%	42%
Adjusted EBITDA	130,600	188,141	292,242	412,902	643,572	839,217
% Change	-	44%	55%	41%	56%	30%
Average FTE during the year	977	1,128	1,354	1,727	2,318	3,288
% Change	-	15%	20%	28%	34%	42%

Average remuneration on a full-time equivalent basis of employees of the Group²

Employees of the Group	847	864	837	860	788	848
% Change	-	2%	-3%	3%	-8%	8%

¹ Remuneration in 2021 includes remuneration in notice period and severance pay paid in 2021.

² Calculated as total payroll expense in the Group excluding remuneration to Directors, divided by average FTE as reported in Annual Report.

³ Gross Profit and Adjusted EBITDA 2021 are restated amounts.

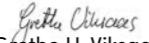
The board of directors' statement on the remuneration report

The Board of Directors has today considered and adopted the Remuneration Report of Crayon Group Holding ASA for the financial year 2022. The Remuneration Report will be presented to the Annual General Meeting 2023 for an advisory vote.

Oslo, March 28, 2023

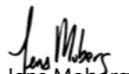

Rune Syversen
(Chairman)

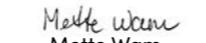

Wenche Agerup
(Board Member)


Gréthe H. Viksas
(Board Member)

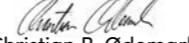

Jennifer Koss
(Board Member)

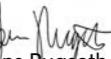

Brit B. Smestad
(Employee Representative)


Jens Moberg
(Board Member)


Mette Wam
(Employee Representative)


Dagfinn Ringås
(Board Member)


Christian B. Ødemark
(Employee Representative)


Jens Rugseth
(Board Member)


Melissa Mulholland
(CEO)

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