PUBLIC PROPERTY INVEST ASA

GUIDELINES FOR REMUNERATION TO LEADING PERSONELL

1 BACKGROUND AND STRATEGY

1.1 Introduction

These guidelines (the "**Guidelines**") govern the determination of salary and other remuneration to leading personnel in Public Property Invest ASA. Public Property Invest ASA is in these Guidelines referred to as the "**Company**", and the Company together with its subsidiaries are jointly referred to as Public Property Invest or the "**Group**". The Guidelines are applicable to remuneration accrued from the financial year 2025.

The Company's leading personnel include

- members of management ("**Executive Management**") and
- members of the board of directors (the "**Board Members**")

(jointly, the "**Leading Personnel**").

The remuneration payable to the Leading Personnel is a key instrument for harmonizing the interests of the Leading Personnel with those of the Company. The main purpose of these Guidelines is to allow shareholders to influence the principles for determination of salary and other remuneration to the Leading Personnel, in order to create a remuneration culture that promotes the Company's long-term interests, business strategy and the Company's financial sustainability.

The Guidelines have been prepared by the Company's board of directors in accordance with the provisions of section 6-16a of the Norwegian Public Limited Companies Act and the Regulation on Guidelines and Report on Remuneration Payable to Leading Personnel.

1.2 Business strategy, long-term interests and financial sustainability

The Company is a Norwegian property company dedicated to the sustainable ownership, operation, and development of social infrastructure properties. The Company's portfolio features community service properties with public-sector tenants, strategically located in key Nordic cities. These properties support essential societal functions, including police stations, courts, and health services. The Company's strategy focuses on expanding its portfolio and solidifying its position as the leading provider of social infrastructure properties.

To achieve these goals, the Company is of the view that it is necessary to be able to recruit and keep highly qualified Leading Personnel. The overall ambition with these Guidelines is that they ensure that the Company has a remuneration policy that enables it to recruit and retain highly qualified personnel, so that the business strategy, long-term interests and financial sustainability can be achieved.

2 REMUNERATION TO THE EXECUTIVE MANAGEMENT

2.1 Main principles for the stipulation of remuneration to the Executive Management

The main principle for the Company's remuneration policy is that the Executive Management shall be offered competitive terms when their total remuneration package is taken into account. Such package may consist of elements such as base salary, bonus, share schemes, benefits in kind and pension arrangements. The Company shall seek to offer a remuneration level that is considered competitive and on market terms, compared to the level offered by its peers, and which seeks to satisfy the Group's need to recruit and keep highly qualified personnel to deliver on its strategies.

2.2 Details on the compensation of the Executive Management

2.2.1 Fixed remuneration

The Executive Management may receive the following fixed remuneration elements from the Company:

Base salary: The base salary paid to the Executive Management shall as a starting point constitute the main part of their total remuneration. When determining the base salary, the employee's position, experience and performance, the competitiveness in the market and the Group's salary budget shall be taken into account. The base salary may be adjusted annually.

Contribution in kind: Executive Management may be offered contributions in kind as a part of their remuneration, such as coverage of phone expenses, insurances and coverage of other contributions in accordance with collective agreements, legislation, and standard practice.

Pension scheme: Executive Management participates in the Groups defined contribution pension scheme in accordance with mandatory law.

2.2.2 Variable remuneration

To implement the Group's business strategy, long-term interests and financial sustainability, the Executive Management may receive variable remuneration. This performance-based and variable compensation is assessed against clearly defined key performance indicators ("**KPIs**").

2.2.2.1 Performance-based bonus

The Executive Management is offered performance-based bonuses in addition to their fixed remuneration. Currently, the Group has a cash-based short-term incentive bonus scheme (the "**STI Bonus Scheme**") for Executive Management. The criteria for the performance-based bonus are linked to measurable factors and the achievement of pre-determined KPIs on Group level. The board of directors determines the KPIs yearly. The KPIs may be linked to *inter alia* profitable growth, high customer satisfaction, ESG and HSE, and the KPIs shall be disclosed in the remuneration report to be presented at the annual general meeting.

The annual payout under the STI Bonus Scheme is capped at a maximum of 50% of the employees' base salary. The STI Bonus Scheme applies from 1 January 2025 until 31 December 2025. The board of directors may, at any time at its own discretion, unilaterally alter the STI Bonus Scheme.

2.2.2.2 Restricted Share Allocation

To further align the interests of the Group with those of Executive Management, restricted shares may be granted as part of the compensation package. Such shares provide Executive Management with an interest in the Company that is aligned with that of the Company's shareholders.

The number of restricted shares allocated under this share-based plan for each financial year will be based on two KPIs, each weighted at 50%. The first KPI is the three-year average return on equity before tax compared to a target set by the board ("**ROE**"). The second KPI is the three-year total shareholder return performance of the Group compared to the performance of the FTSE EPRA/NAREIT index ("**TSR**").[1] The allocation of restricted shares is capped at a maximum of 50% of the base salary for the CEO and 40% of the base salary for other members of the Executive Management, upon full KPI achievement.

To ensure cash-neutrality for the Executive Management, the Company will pay a cash amount equivalent to the tax cost associated with the entire allocation of restricted shares directly to the tax authorities (the "**Cash-settled Component**"). Additionally, the Company will transfer restricted shares to the executives that correspond to the total compensation attributable according to the allocation principles described above, based on the fair market value at the time of transfer of the restricted shares, less the Cash-settled Component.

[1] For the period between the listing of the Company on Euronext Oslo Børs and the third anniversary after the listing, the available time period after listing shall be used as the basis for the calculation for both the ROE and the TSR.

The restricted shares that have been allocated shall be subject to the following vesting schedule: (i) 1/3 of the restricted shares will vest three years after the transfer; (ii) 1/3 of the restricted shares will vest four years after the transfer; and (iii) 1/3 of the restricted shares will vest five years after the transfer. The Cash-settled Component is fully vested upon the transfer of the restricted shares to the Executive Management, following the grant date.

If a member of the Executive Management (i) resigns from their employment at their own request, (ii) is lawfully dismissed, or (iii) is subject to a lawful summary dismissal, the Company shall have the right to reclaim the restricted shares not vested without any compensation to the Executive. If the employment of the member of the executive is terminated due to retirement or after reaching statutory age, long-term illness, or severe disability, all restricted shares shall vest immediately. In the event of the death of the executive, the heirs of the executive may dispose of vested restricted shares, and the Company shall have the right to reclaim the restricted shares not vested.

2.3 Pension benefits

The CEO and other Senior Executives have a contribution-based service pension on the same terms as other employees. [The contributions are 6 per cent of salaries between 0 G and 7.1 G and 16 per cent of salaries from 7.1 G to 12 G. No contributions are made for salaries over 12 G.

2.4 Severance pay

The Executive Management are subject to a notice period of which varies of between 6-12 months. The CEO is entitled to a severance payment corresponding to 12 months salary following the six months’ notice period. No other members of the Executive Management have entered into agreements that grant any special benefits upon termination.

2.5 Salary and terms of employment of other employees

In the preparation of these Guidelines, the salary and terms of employment of the other employees of the Group have been taken into consideration, so that the remuneration offered to the Executive Management is not unreasonably disproportionate compared to the salary otherwise offered by the Group to its employees.

2 REMUNERATION TO THE BOARD OF DIRECTORS

To align the interests of the Board Members with those of the Company, Board Members have the option to receive 50% of their total Board compensation in the form of restricted stock units ("**RSUs**"). This structure ensures that Board Members are invested in the long-term success of the Company, as their compensation is tied to the Company's stock performance. The compensation package is structured as follows:

(i) 50% of the total Board compensation will be paid in cash, providing immediate liquidity to the Board Members.

(ii) The remaining 50% will be settled through the allocation of RSUs. The number of RSUs granted will be equivalent to 150% of the RSU Amount divided by the market price of the Company's shares at the time of allocation. This means that the Board Members will receive RSUs worth 1.5 times the cash value of the compensation portion, based on the current share price.

The RSUs are granted for the period 2024-2025 and will vest one year after the grant date, on the condition that the Board Member continues to serve on the board of the Company.

Once the vesting period has expired, the RSU holder must, within the following three-year period, choose when to settle the RSUs and thereby purchase and take delivery of the RSU shares. When the RSU holder decides to settle the RSUs, they have the following options with respect to the settled RSUs: they can either pay for and receive all RSU shares, or they can pay for and receive all RSU shares and immediately sell a proportion of the RSU shares to cover the tax triggered by the grant of RSUs or the delivery of the RSU shares.

To fulfil its RSU obligation, the Company may deliver RSUs to the Board Members by either issuing new shares to the RSU holder, selling treasury shares to the RSU holder, or transferring to the RSU holder a NOK amount for each settled RSU equal to the market price of the shares in the Company less the nominal value of the shares.

3 DECISION MAKING PROCESS AND PROCEDURES FOR DEVIATIONS FROM AND AMENDMENTS TO THE GUIDELINES

3.1 The decision-making process

These Guidelines were resolved by the Company's board of directors on [•] 2025 and will subsequently be submitted for final approval by the Company's annual general meeting on 16 May 2025.

The remuneration committee serves as an advisory body to the board of directors. Its primary role is to ensure a thorough and independent preparation of matters related to the remuneration of the Executive Management. This includes assessing the total remuneration package and ensuring that the terms are competitive.

The nomination committee acts as an advisory body to the general meeting. Its main purpose is to ensure a comprehensive and independent preparation of matters concerning the remuneration of Board Members. This involves evaluating the total remuneration package and ensuring that the terms are competitive.

3.2 Deviation from the Guidelines

The Board of Directors may, upon recommendation from the remuneration committee and at its sole discretion, temporarily deviate from any section of these Guidelines in order to ensure the Company's long-term interests, financial sustainability and sustainability in the following circumstances:

- in connection with changes in the group of Executive Management;
- upon changes to the Company's group structure, organization, ownership and/or business (e.g. merger, takeover, demerger, acquisition, etc.);
- upon changes in or amendments to relevant laws, rules or regulations; and
- upon other exceptional circumstances where the deviation may be required to serve the long-term interests and sustainability of the Company as a whole or to assure its viability.

If the Board of Directors deviates from these Guidelines, a justification shall be given in the relevant board meeting minutes and the deviation shall be reported on in the remuneration report to be presented at the next annual general meeting of the Company. In the event that a deviation is continued so that it cannot be deemed temporary, the board of directors shall update these Guidelines and propose that the updated guidelines are resolved by the general meeting as soon as practically possible.

3.3 Amendment of the Guidelines

These Guidelines shall be presented to and be approved by the general meeting upon any material change and at least every fourth year. Immaterial amendments to the Guidelines may be made by the Board of Directors, without the general meeting's approval.

4 ANNUAL REPORT ON SALARY AND OTHER REMUNERATION

The Board of Directors shall ensure that a report on salary and other remuneration is prepared on an annual basis in accordance with Section 6-16b of the Public Limited Companies Act. The report shall give an overview over paid and accrued salary and remuneration which are covered by these Guidelines. Before the report is approved by the general meeting the auditor shall review that the report includes all information required by Section 6-16b of the Public Limited Companies Act. The general meeting shall hold an advisory vote over the remuneration report. The remuneration report shall be published and be available at the Company's website without undue delay after the general meeting has been held. The remuneration report shall be available for a period of ten years.

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