The Board of Directors' Guidelines for the Remuneration of Executive and Non-executive Directors

1. Background, scope and purpose of the guidelines

1.1 Pursuant to the Norwegian Public Limited Liability Companies Act and ancillary regulations, the Board of Directors of DNB Bank ASA shall prepare guidelines for the remuneration of executive and non-executive directors ('Directors'). 'Directors' refers to Group Management and members of the Board of Directors of DNB Bank ASA. For employee-elected members of the Board of Directors, the guidelines only apply to remuneration associated with their position on the Board.

In addition, the Board's guidelines must be in compliance with requirements and expectations pursuant to the Norwegian Financial Institutions Act and ancillary regulations, circulars from Finanstilsynet (the Financial Supervisory Authority of Norway), recommendations from the European Banking Authority, the Norwegian Accounting Act and the Norwegian Government's Guidelines for Salaries and other Remuneration of Directors of Companies with Direct State Ownership. The Board's guidelines also apply Directors employed in subsidiaries. Remuneration to executive and non-executive directors who are employed in a foreign subsidiary may be adapted to local market conditions to the extent that this is necessary.

1.2 Any material change of the guidelines is subject to approval by the Annual General Meeting, and the guidelines shall be approved at minimum every four years.

The guidelines were most recently considered at the Annual General Meeting on 26 April 2022. The guidelines were approved as 98.25 percent of shareholders with voting rights voted in favour, while 1.75 percent voted against.

On 8 March 2023, the Board resolved to amend the guidelines as follows:
- Extend the minimum deferral period for risk-taker shares for the Group Management from three to five years, in accordance with amendments to the Norwegian Financial Institutions Act.
- Downward adjustment of attainment at the minimum threshold for the Return on Equity (ROE) target in the CEO's scorecard from 50 to 25 percent.
- Change in the target structure in the Products and Innovation business area as a result of organisational adjustments.

The guidelines are adjusted to the Norwegian Government's revised guidelines for remuneration of executive and non-executive directors in companies with direct state ownership, issued on 12 December 2022, effective as of the earning year 2024:
- The wording related to salary determination and annual salary adjustments has been modified to accommodate greater expectations for moderation in the guidelines.
- New structure for variable compensation with Short Term Incentive (STI) and Long Term Incentive (LTI).
- Clarification that the Board's guidelines for the remuneration of executive and non-executive directors apply to Directors employed in subsidiaries.

Additionally, the guidelines have been modified to ensure that they allow for changes in strategic priorities, regulatory changes, and an increasingly dynamic macro environment by adjustment of targets, target structures and the basis for performance evaluations.

1.3 The guidelines are part of the Group's general principles for corporate governance. The Board of Directors has also adopted an internal framework to safeguard governance, control and compliance with the rules and legislation governing remuneration. The internal framework has been designed in accordance with the Board of Directors' guidelines. To the extent the Board of Directors' guidelines are relevant and do not contravene local legislation, they must be implemented and complied with by every company in the Group.

1.4 DNB's remuneration scheme for directors is intended to promote achievement of the Group's objectives and sustainable value creation. This entails, among other things, that the remuneration is intended to support the Group's business strategy, long-term interests, and financial capacity. Competitive remuneration of directors is intended to ensure that DNB recruits and retains the right competence to be able to develop and implement the Group's business strategy and creating long-term value. The purpose of variable remuneration associated with DNB's financial and strategic objectives is to ensure that the remuneration scheme fosters performance that is consistent with the business strategy. The long-term and joint interests of directors and shareholders are safeguarded through means that include the acquisition of shares with a minimum holding period for directors, and setting variable remuneration based on performance for a two-year performance period. Moderation, including keeping remuneration at a competitive, but not market-leading, level, contributes to sustainable long-term financial capacity of the Group. This involves, among other things, the remuneration not being set at a higher level than necessary to recruit and retain qualified directors with the desired competence.

1.5 The remuneration scheme for directors has been designed along the same principles and contains the same forms of remuneration as those that apply to other employees in the Group. The Annual General Meeting has also adopted a resolution that members of Group Management can receive a portion of their fixed salary in the form of shares. Members of Group Management can receive this remuneration component following a decision by the Board of Directors and the CEO.

1.6 The overall remuneration of directors is based on an assessment of the individual's qualifications and personal suitability, relevant market conditions, the nature of the position and performance. The remuneration of directors must be aligned to the Group's risk profile, not be discriminatory and consider the reputation of the Group. The combination of fixed and variable remuneration must be balanced, and the fixed component of the remuneration must be sufficient for the company to refrain from paying variable remuneration. Annual regulation of fixed remuneration for directors in the DNB Group is normally consistent with general salary developments in society and salary developments for other executives and employees in the company will be taken into consideration, both relatively and nominally, as well as performance. To ensure that remuneration is competitive but not market-leading, statistics on salary levels for equivalent expertise in the relevant labour markets will also be taken into account.

1.7 If there is a change in the scope of responsibility for Group Executive Vice Presidents, the CEO may adjust their fixed salary level so that the total compensation aligns with their new responsibilities.

1.8 Members of Group Management shall not receive a director's fee for positions on the boards of Group companies. When a member of Group Management holds an office in a company outside the Group due to their employment relationship, the associated fees will be taken into account when assessing the variable and total remuneration.

2. Remuneration of members of the Board of Directors

2.1 Members of the Board of Directors

Directors receive the director's fee set by the Annual General Meeting.

3. Different forms of remuneration of directors

3.1 Fixed salary

Fixed salary is the main component of the total compensation and is based on an assessment of the individual's qualifications and personal suitability, relevant market conditions and the nature of their position.

3.2 Salary supplement

A salary supplement is a fixed remuneration component that is linked to a specific position. Such salary supplements can be used to ensure that the total remuneration is competitive, and to ensure that the remuneration of directors provides the necessary flexibility. The amount of the salary supplement must be reviewed when a person changes position or changes are made to the content of the position.

3.3 Fixed salary in the form of shares

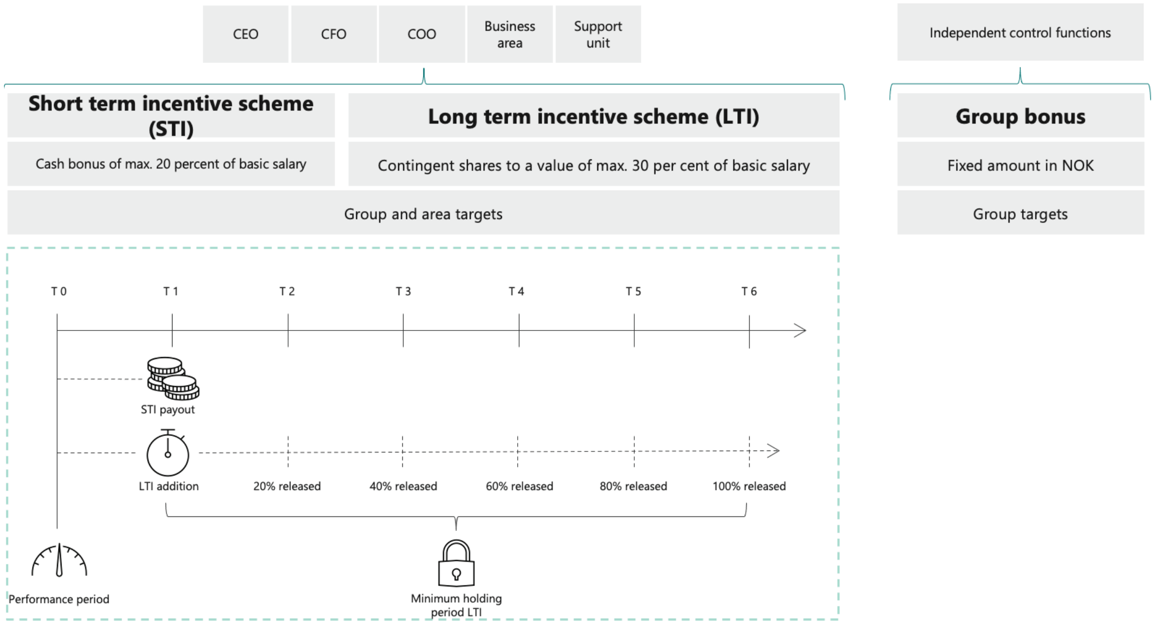
Fixed salary in the form of shares is a fixed remuneration component. An agreement can be made for a supplement of up to 30 percent of cash-based fixed salary to be paid in the form of DNB shares. The amount is set off throughout the year, and the net amount after tax is used to purchase shares in DNB after the end of the year. The shares are restricted from saleas long as the person is a member of the Group Management team. After leaving such a position, the shares will be released in tranches over a period of three years. The minimum holding period will nonetheless be three years from the award date.

3.4 General information about variable remuneration

DNB offers directors three different schemes for variable compensation:

(i) a cash-based short term incentive scheme (STI),
(ii) a share-based long term incentive scheme (LTI),
(iii) a cash-based collective Group bonus scheme.

Executive and non-executive directors can be covered by schemes i) and ii) or by scheme iii). For managers of independent control functions, only scheme iii) applies.



The cash-based short-term incentive scheme for Group Management can amount to a maximum of 20 percent of the agreed fixed salary. The share-based long-term incentive scheme is paid in the form of conditional shares in DNB with a minimum holding period of up to five years and can amount to a maximum of 30 percent of the fixed salary.

There is a minimum holding period for the shares and they are released in tranches over a period of five years. A risk adjustment must be conducted before the shares are released, including assessments of matters related to compliance. If the assessment concludes that the original risk adjustment was incorrect, the right to shares granted but not yet released may lapse in full or in part. The same applies if the award is found to have been based on incorrect grounds or insufficient information. The Group has established criteria for deduction to and repayment of up to 100 percent of the total variable remuneration which may be applicable to employees who have engaged in or been responsible for conduct that causes a considerable loss to the company or other unwanted behaviour.

Shares with a minimum holding period have a lower market value than freely tradable shares. In order to compensate for this disadvantage, additional shares are granted corresponding to the difference in the estimated market value of freely tradable shares and shares with a minimum holding period. The calculation is performed in accordance with Norwegian tax practice. The total payout from variable remuneration schemes and any discounts associated with share programmes in which the director participates cannot exceed 55 percent of their fixed salary and salary supplements.

3.5 Target structure

The CEO's and each Group Executive Vice President's variable remuneration scheme, with weighted performance criteria and a description of the circumstances that must be emphasised under each performance criterion are described in the following. The performance criteria are distributed into individual performance, performance in the business, staff or support unit of the relevant manager, and the company's overall performance. Significant events that impact on a performance criterion may provide grounds for deviating from this, and variable remuneration may be revoked in full. Variable remuneration can only be accrued or paid out if it is prudent given the company's financial position, and it may be reduced or forfeited if the company's financial position significantly deteriorates. Company risk and costs associated with the need for capital and liquidity are taken into account when measuring profits. The variable remuneration linked to the company's profits is based on a two-year period.

Some information is business-sensitive and will not be disclosed in these guidelines, cf. the Regulations relating to Guidelines and Reporting on Remuneration for Directors, section 3 (3). The Board of Directors shall submit a remuneration report to the Annual General Meeting which covers, among other things, practice of the guidelines and the Board of Directors' assessments regarding the allocation of variable remuneration. The Board of Directors will assess whether there is reason to disclose additional information in the remuneration report.

The Board of Directors sets the Group's scorecard at the beginning of each year. The scorecard sets out the Group's targets for the upcoming year in light of the Board's strategic priorities and forms the basis for determining the variable remuneration. The scorecard contains a single financial performance criterion which is weighted at 60 percent and five performance criteria related to strategy and sustainability, weighted collectively at 40 percent. Each individual performance criterion cannot be weighted lower than 4 percent or higher than 12 percent. The Board determines target attainment at the end of the year.

	Long-term targets	Short-term targets	Weighting
Financial targets	• ROE 13% • Cost/income ratio <40% • Payout ratio > 50% • CET1 capital ratio >17.1%	**Return on equity (ROE)** **TSR ranking relative to peers**	60%
Strategic targets	DNB contributes to a safe digital economy	**Stable and secure IT operations** Measurement of proportion of yellow and green days	40%
	DNB is a driving force for diversity and inclusion	**Engagement and diversity** Employee survey score for engagement and inclusion, as well as gender balance in management and position in diversity	
	Creating the best customer experiences	**Reputation and customer satisfaction** Development in the Group's reputation and total qualitative assessment of customer satisfaction in customer segments	
	DNB combats financial crime	**Compliance** Assessment of the Group's developments in compliance	
	DNB finances the climate transition and is a driving force for sustainable value creation	**Sustainable transition** Assessment of the development of emission targets in the Group's transition plan and funding goals towards 2030, and position as driving force for sustainable transition	

Financial targets:
The financial performance criterion has a weighting of 60 percent and is linked to the Group's return on equity (ROE), adjusted for a correction factor. ROE is the primary indicator of the Group's financial performance, and is assigned considerable weight in this evaluation. The weighting of ROE ensures that the Group's long-term interests and financial capacity are safeguarded through the variable remuneration scheme. At the beginning of each year, the Board of Directors sets upper and lower thresholds for target attainment. The lower threshold point gives a 25 percent reward, and the upper threshold point gives a 100 percent reward. There is a linear increase in target attainment between the two. The lower threshold must not be set so low that variable remuneration is or appears to be a fixed remuneration component. The upper threshold must be consistent with the Group's financial planning and ambitions. For competitive reasons, the Group will not disclose these thresholds.

After calculating target attainment for ROE, it is adjusted based on the Total Shareholder Return (TSR) for DNB shares, which considers both the share price performance and dividends distributed over the past year. TSR is compared against a selection of Nordic competitors and may result in the original target attainment being adjusted by up to 10 percent (up or down) according to the table below.

Ranking	Factor
1	1.1
2	1.05
3	1.0
4	1.0
5	0.95
6	0.9

Strategic targets:

Strategic targets	What is measured	Weighting
Stable and secure IT operations	The performance criterion 'Secure and stable IT operations' is measured mathematically, based on the number of serious IT disruptions throughout the year. It is critical to the Group's competitiveness that it delivers secure and stable IT operations, and the performance criterion supports the Group's sustainable strategy of contributing to a safe digital economy. The thresholds are set at a level that is intended to incentivise high operational stability, and few incidents with a negative impact on customers during the year. For competitive and security reasons, the Group will not disclose these thresholds.	8%
Engagement and diversity	The performance criterion 'Engagement and Diversity' is assessed qualitatively, based on employee surveys, gender balance among management and the Group's position in society related to diversity. The performance criterion supports the Group's sustainable strategy of contributing to diversity and inclusion. When setting target attainment, the Board of Directors must assess whether the Group achieves good results in internal surveys, maintains and continues to develop a good gender balance in management positions and continues to develop the Group's position on diversity in a positive direction.	8%
Reputation and customer satisfaction	The performance criterion 'Reputation and customer satisfaction' is assessed qualitatively, based on developments in the Group's reputation and an overall assessment of customer satisfaction in the customer segments. When setting target attainment, the Board of Directors will assess whether the Group's reputation and customer satisfaction are acceptable.	8%
Compliance	The performance criterion 'Compliance' is assessed qualitatively, based on compliance risk in the Group. The Board of Directors will, among other things, emphasise the Group's ability to reduce compliance risk, including based on assessments from internal control units and government bodies. The performance criterion supports the Group's sustainable strategy of combating financial crime.	8%
Sustainable transition	The performance criterion 'Sustainable transition' is assessed based on target attainment associated with the Group's transition plan, as well as the Group's position as a driver of sustainable transition. The transition plan is available on the Group's website. The Group has decided that DNB must achieve net zero emissions by 2050 and has set emission and funding targets towards 2030. No annual targets have been set, and it is not given that developments in quantifiable target areas will be linear. The Board of Directors will assess whether the Group has had satisfactory activity and has performed good risk-based assessments of targets, and whether the Group's development accordingly is satisfactory in relation to the long-term objectives.	8%

The Board may, at the beginning of a new earning year, decide on different weighting for strategic targets if this is required by external demands or changes in strategic priorities. Furthermore, the Board may decide on changes to the underlying targets to ensure that each individual target is monitored in an appropriate manner. In the event of such changes, updated guidelines will be published on dnb.no.

When determining overall target attainment at the end of the year, the Board may consider unforeseen isolated events or external factors beyond the company's control that have influenced results and were not considered when setting the targets. Such an overall assessment can be conducted if necessary to ensure that the final allocation aligns with the Board's assessment of actual performance or to ensure that it does not contradict the long-term interests of the company's shareholders. If the Board adjusts overall target attainment after an overall assessment, this will be described in the report on remuneration for executive and non-executive directors.

3.6 Variable remuneration to the CEO

The CEO's targets and target attainment are entirely based on the Group's scorecard and target attainment.

3.7 Variable remuneration of other members of Group Management

For other members of the Group Management team, the company's scorecard and the various targets are weighted according to the table below:

Target area	Target	CFO	T&S	BA	SU
CEO's scorecard	**Financial and strategic targets**	85%	50%	50%	50%
Financial area targets	**Financial targets** Risk-adjusted profit on capital and Cost control		10%	20%	10%
Strategic area targets	**Strategic targets** Stable and secure IT operations Compliance Engagement and diversity Sustainable transition Reputation and customer satisfaction		25%	15%	20%
Individual targets	**Overall assessment of performance** Area's dashboard and contributions to the Group's value creation	15%	15%	15%	20%

The scorecard structure ensures that the Board's performance evaluation of the company's target attainment is emphasised for all bonus-eligible members of the Group Management team by weighting the company's scorecard at a minimum of 50 percent. The remaining targets are a combination of financial and strategic performance criteria associated with the Group Executive Vice President's area of responsibility. The weighting of the underlying targets is tailored to the business activities in the specific business area or support unit within the organisation. Additionally, the weighting may be adjusted to align with the strategic priorities set by the Board at the beginning of each earning year.

The CEO determines the variable remuneration for other members of Group Management. For competitive reasons, no details are provided about the financial and strategic performance criteria. The assessment topics associated with engagement, inclusion, customer satisfaction and compliance are similar to the performance criteria for the CEO.

If changes are made to the organisation during the year which entail establishing new Group units or substantial adjustments to existing Group units, the CEO can determine new adjusted performance criteria.

3.8 Pensions

Like other employees in Norway, directors in Norway participate in the Group's occupational pension scheme, pursuant to the Norwegian Occupational Pension Act, and have a pensionable income of up to the maximum limit in the tax-favoured collective pension schemes in Norway.

Until 2011, the Group entered into individual agreements for pension rights in addition to the collective pension scheme. In 2016, the individual agreements were converted into defined-contribution earning principles. The agreements are financed as operating pension schemes.

When directors with an individual pension agreement are recruited internally, the Group will generally renegotiate their employment agreement to discontinue any previous individual pension agreement. This type of renegotiation is consistent with the expectations in the Norwegian Government's guidelines for the remuneration of executive and non-executive directors. In special cases, individual pension agreements may be continued in connection with internal recruitment, following an overall assessment of the employee's age, the date on which the individual pension agreement was entered into, and the negotiations. Any individual pension agreements that are continued when recruiting directors internally will be explained in the remuneration report for executive and non-executive directors.

3.9 Non-monetary benefits

Non-monetary benefits are offered to directors if the benefits have a relevant connection to the employee's function in the Group or are in line with market practice. The benefits should not be of significant value relative to the employee's fixed salary. Examples of such benefits include insurance, tax-free housing when seconded abroad, car allowance and company car, medical examinations, and other personnel benefits on the same terms as other employees.

3. 10 Notice period and severance pay

Directors have a mutual six-month term of notice. Up to six months of severance pay may be agreed in addition to the six-month notice period, constituting a total of twelve months' pay. The right to severance pay will lapse if the director gives notice or the conditions for dismissal have been met.

If a director takes up a new position during the severance period, receives a new paid office or receives income from business operations in which they are an active owner, the severance pay shall be reduced proportionately during the 6-month severance period by reducing the severance pay by half of the new income etc.

According to the Norwegian Government's guidelines for directors' remuneration, severance pay must be reduced by the same amount as new income etc. during the severance period. To provide the necessary incentive to enter into a new employment relationship etc. during the severance period, and thus reduce the Group's costs in severance agreements, the Board of Directors has decided to deviate from the Norwegian Government's guidelines for directors' remuneration by only reducing the amount by half of the new income, etc.

The Board of Directors' guidelines may be deviated if an individual agreement which deviates from Section 3.8, points 1 and 2, was entered into before adoption of the guidelines.

3.11 Non-compete clause

A non-compete clause may be agreed with directors in accordance with the rules in the Norwegian Working Environment Act. A non-compete clause may contain provisions regarding compensation.

4. Decision-making processes

4.1 Decision-making processes associated with remuneration of directors

The Board of Directors makes all decisions regarding remuneration of the CEO and internal auditor. In addition, the Board of Directors must ensure that the remuneration for the Group Chief Compliance Officer and the Group Chief

Risk Officer is not determined in a way that affects, or may affect, their objectivity. The Board of Directors adopts internal standards and instructions that impact on the CEO's remuneration. The Board of Directors' Compensation and Organisation Committee is the preparatory and consultative body for the Board of Directors on matters related to remuneration. The Committee does not have decision-making authority.

The CEO makes all other decisions that impact on the remuneration of directors. The CEO informs the Board of Directors' Compensation and Organisation Committee of changes to Group Management's remuneration.

The Board of Directors' involvement in the decision-making process and the monitoring of the remuneration of directors by the Board of Directors' Compensation and Organisation Committee reduces the risk of conflicts of interest. In addition, the remuneration scheme for directors is monitored through fixed, risk-based controls pursuant to DNB's governance model.

4.2 Changes to the Board of Directors' Guidelines for the Remuneration of Directors

The Board of Directors' Guidelines for the Remuneration of Directors must be approved by the Annual General Meeting at minimum every four years, and the Annual General Meeting must approve any material change.

The Board of Directors may temporarily deviate from any and all parts of the guidelines in special circumstances if this is necessary to protect the long-term interests and financial capacity of the company or safeguard its viability. Before the Board of Directors makes a decision to deviate from the guidelines, the matter must be reviewed by the Board of Directors' Compensation and Organisation Committee, and the internal auditor must perform an assessment of the matter. Any deviation from the guidelines must be explained in the remuneration report. Minor editorial changes and adjustments required by mandatory legal requirements can be implemented without prior approval from the Annual General Meeting.