

## Note 23 – Remuneration of the Board of Directors and Executive Management

### Remuneration of the Board of Directors

Total remuneration paid to the Board in 2013 was NOK 1.5 million (2012: NOK 1 million). The Chairman of the Board, Bjørn Kise, received NOK 0.5 million (2012: NOK 0.36 million) There were no bonuses or other forms of compensation paid to the Board members in 2013.

### Directive of Remuneration of the CEO and the Executive Management

The principles of leadership remuneration in Norwegian Air Shuttle ASA are to stimulate a strong and lasting profit oriented culture. The total compensation level should be competitive, however, not market leading compared to similar organizations. The Board determines the remuneration of the CEO, and the guidelines for remuneration of the Executive Management. The remuneration of the Board and the Executive Management must not have negative effects on the Company, nor damage the reputation and standing of the Company in the public eye. There have been no changes to the guidelines or principles of management remuneration during the year. The actual remuneration in 2013 was consistent with the guidelines and principles.

Compensation made to the Executive Management should primarily consist of a fixed yearly salary with additional compensations such as a company car, free telephone, internet and newspapers, and a standard pension and insurance plan. The Executive Management is also a part of the Company's stock option plan.

The CEO does not receive compensation in form of performance-based salary or bonuses, except for options in the stock option plan. The Executive Management can on an individual level be awarded with a special compensation for profit enhancing projects.

The Executive Management is a part of the Company's collective pension plan for salaries up to 12 G, which applies to all employees. The Executive Management has not been given any specific rights in case of terminated employment.

### Total compensation year 2013

(NOK 1,000)	Fee	Salary	Bonus	Other benefits **)	Total Compensation	Pension expense ***)
<b>The Board of Directors</b>						
Bjørn Kise (chairman)	500				500	
Ola Krohn-Fagervoll (deputy chairman)	300				300	
Liv Berstad	275				275	
Marianne Wergeland Jenssen	275				275	
Thor Espen Bråthen*)	50				50	
Jeanette Vannebo*)	50				50	
Linda Olsen*)	50				50	
<b>Total board of directors</b>	<b>1,500</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1,500</b>	<b>0</b>
<b>Executive Management</b>						
Bjørn Kjos (Chief Executive Officer)		1,448		170	1,618	67
Frode Foss (Chief Financial Officer)		1,848		159	2,007	84
Geir Steiro (Chief Operating Officer, started on 1 November 2013)		226		26	252	0
Asgeir Nyseth (Chief Operating Officer)		1,751		154	1,905	91
Gunnar Martinsen (Senior Vice President HR and Organisation)		1,268		164	1,432	77
Anne-Sissel Skånvik (Senior Vice President Corporate Communications)		1,270		154	1,424	103
Per-Ivar Gjølrvad (Chief IT Officer)		1,065		161	1,226	84
Frode Berg (Chief Legal Officer, started on 11 February)		1,067		139	1,206	67
<b>Total executive management</b>		<b>9,943</b>	<b>0</b>	<b>1,127</b>	<b>11,070</b>	<b>573</b>

\*) For the employee representatives in the Board of Directors, only their fee for serving on the Board of Directors fee is stated.

\*\*) Other benefits include company car, telephone, internet etc.

\*\*\*) Pension expense reflects paid pension premium less employee contribution

No share options were exercised by the management in 2013.

**Total compensation year 2012**

(NOK 1,000)	Fee	Salary	Bonus	Other benefits **)	Total Compensation	expense ***)
<b>The Board of Directors</b>						
Bjørn Kise (chairman)	360				360	
Ola Krohn-Fagervoll (deputy chairman)	225				225	
Liv Berstad	175				175	
Marianne Wergeland Jenssen	175				175	
Thor Espen Bråthen*)	35				35	
Kenneth Utsikt*)	35				35	
Linda Olsen*)	35				35	
<b>Total board of directors</b>	<b>1,040</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1,040</b>	<b>0</b>
<b>Executive Management</b>						
Bjørn Kjos (Chief Executive Officer)		1 328		169	1,497 a)	134
Frode Foss (Chief Financial Officer)		1,762		158	1,920 b)	102
Asgeir Nyseth (Chief Operating Officer)		1,734		155	1,889 c)	140
Hans-Petter Aanby (Chief IT Officer, Quit 31 May 2012)		969		45	1,014 d)	73
Per Ivar Gjørvad (Chief IT Officer, Started on 1 June 2012)		961		89	1,050 e)	75
Daniel Skjeldam (Chief Commercial Officer, Quit 31 August 2012)		1,200		106	1,306 f)	36
Gunnar Martinsen (Senior Vice President HR and Organisation)		1,249		164	1,413 g)	153
Anne-Sissel Skånvik (Senior Vice President Corporate Communications)		1,255		139	1,394	136
<b>Total executive management</b>		<b>10,458</b>	<b>0</b>	<b>1,025</b>	<b>11,483</b>	<b>848</b>

\*) For the employee representatives in the Board of Directors, only their fee for serving on the Board of Directors fee is stated.

\*\*) Other benefits include company car, telephone, internet etc.

\*\*\*) Pension expense reflects paid pension premium less employee contribution

a) Bjørn Kjos exercised share options in 2012 that has been reported as additional taxable income with NOK 256,397

b) Frode Foss exercised share options in 2012 that has been reported as additional taxable income with NOK 280,627

c) Asgeir Nyseth exercised share options in 2012 that has been reported as additional taxable income with NOK 295,741

d) Hans-Petter Aanby exercised share options in 2012 that has been reported as additional taxable income with NOK 346,669

e) Per Ivar Gjørvad exercised share options in 2012 that has been reported as additional taxable income with NOK 39,224

f) Daniel Skjeldam exercised share options in 2012 that has been reported as additional taxable income with NOK 138,664

g) Gunnar Martinsen exercised share options in 2012 that has been reported as additional taxable income with NOK 104,118

There are no loans outstanding, or guarantees made to the Board of Directors or the Executive Management.

**Auditor remuneration**

(NOK 1,000)	2013		2012
	Deloitte	PWC	
Audit fee	400	660	850
Other audit related services		78	256
Tax advisory		34	5
Other services	640	85	13
<b>Total</b>	<b>1,040</b>	<b>857</b>	<b>1,124</b>

All amounts stated exclude VAT.

The General Assembly elected Deloitte as new auditor at the General Assembly meeting in 2013, effective June 21 2013.