



2023 ANNUAL REPORT

BM
OFFSHORE



allocation of assets and liabilities to any employer, the Company is accounting for the MNOPF in its financial statements as if it was a defined contribution scheme. There are no contributions to the plan agreed at present.

DEFINED BENEFIT PLANS AND OTHER LONG-TERM BENEFITS

The employee benefits provisions recognized relate to:

	<i>Note</i>	2023	2022
Pension plan		(0)	(3)
Lump sums on retirement		8	6
Defined benefit plans		7	3
Long-service awards		14	12
Other long-term benefits		14	12
Employee benefits provisions	4.3.24	21	15

The defined benefit plan provision is partially funded as follows:

Benefit asset/liability included in the statement of financial position

	31 December 2023			31 December 2022		
	Pension plans	Lump sums on retirement	Total	Pension plans	Lump sums on retirement	Total
Defined benefit obligation	22	8	30	22	6	29
Fair value of plan assets	(22)	-	(22)	(25)	-	(25)
Benefit (asset)/liability	(0)	8	7	(3)	6	3

The main assumptions used in determining employee benefit obligations for the Company's plans are shown below:

Main assumptions used in determining employee benefit obligations

<i>in %</i>	2023	2022
Discount rate	1.50 - 3.40	2.50 - 4.25
Inflation rate	2.00	2.00
Discount rate of return on plan assets during financial year	1.50	2.50
Future salary increases	1.00 - 3.00	1.00 - 3.00
Future pension increases	0 - 2.00	-

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

REMUNERATION OF THE KEY MANAGEMENT PERSONNEL OF THE COMPANY

The remuneration of the key management personnel of the Company paid during the year, including pension costs and performance-related Short-Term Incentives (STI), amounted to US\$14 million (2022: US\$15 million). There are no loans outstanding to members of the key management or guarantees given on behalf of members of the key management.

The performance-related part of the remuneration of the Management Board, comprising Value Creation Stake and STI components, was 66% (2022: 60%). The Management Board's remuneration decreased in 2023 versus 2022, mainly explained by the decrease to three members in the overall year-by-year comparison.

4 FINANCIAL INFORMATION 2023

The total remuneration and associated costs of the Management Board and other key management personnel (members of the Executive Committee) is specified as follows:

Remuneration key management personnel

in thousands of US\$	Base salary	STI ¹	Share-based compensation ²	Other ³	Pensions ⁴	Total remuneration
Management Board Members						
2023	2,186	2,279	3,866	457	585	9,373
2022	3,036	1,864	4,634	546	728	10,808
Other key personnel⁵						
2023	2,021	562	1,292	442	442	4,759
2022	2,124	517	1,075	379	336	4,430
Total 2023	4,207	2,841	5,158	899	1,027	14,132
Total 2022	5,159	2,382	5,709	925	1,064	15,238

1 For the Management Board this represents the actual STI approved by the Supervisory Board, which has been accrued over the calendar year, payment of which will be made in the following year.

2 This share-based compensation represents the period expense of share-based payments in accordance with IFRS 2.

3 Consisting of social charges, lease car expenses, and other allowances.

4 This represents company contributions to defined contribution pension plans; in case of absence of a qualifying pension scheme such contribution is paid gross, withholding wage tax at source borne by the individuals.

5 The definition of 'Other key personnel' is aligned with the Executive Committee, as disclosed on the Company's website.

The table above represents the total remuneration in US dollars, being the reporting currency of the Company.

As at December 31, 2023, there are no unvested shares of current and former Management Board members. The total number of vested shares held by current Management Board members are reported in note 4.3.22 Equity Attributable to Shareholders.

SHORT-TERM INCENTIVE PROGRAM OF THE MANAGEMENT BOARD

The Short-Term Incentive Program is based upon short-term operational performance, which includes three sets of performance indicators, as noted below:

- Profitability;
- Growth;
- Sustainability.

The Supervisory Board may adjust the outcome of the STI down by 10%. Any such adjustment would be reported in the Remuneration Report. No such reduction has been made for 2023 or 2022.

For 2023 (equal to 2022), the Supervisory Board concluded that the Company's performance indicators had outcomes ranging from threshold to maximum. For the year 2023, a total of ten performance indicators were established (2022: seven). The Company's performance resulted in performance of 120% (2022: 85%) of salary for the CEO and 90% (2022: 64%) for the other Management Board members.

VALUE CREATION STAKE SHARES OF THE MANAGEMENT BOARD

Under the Remuneration Policy 2022, the members of the Management Board are entitled to a Value Creation Stake, being a number of shares determined by a four-year average share price (volume weighted). These shares vest immediately upon the award date, and must be retained for five years from the vesting date, or, in the event of retirement or termination, two years.

Number of issued shares	2023	2022
Total	242,375	317,510

The number of shares granted is based upon 175% of the individual's base salary and determined by the 4-year average volume-weighted share price (VWAP) over the years 2019 through 2022 (2022: 2018 through 2021), being EUR14.60 (2022: EUR14.61). The grant date fair value of these shares upon issue was EUR14.75, being the opening share price of January 2, 2023 (2022: EUR13.15).