

FRONTLINE PLC

REMUNERATION REPORT

2022

Introduction

As a company incorporated in Cyprus and listed on the Oslo Stock Exchange, we are committed to providing transparency and accountability to our stakeholders. In accordance with the Directive 2007/36/EC, as amended by Directive (EU) 2017/828 (together, the "Directive"), we are pleased to present our remuneration report, which outlines the details of our executive remuneration and benefits package. The report has been prepared by the Board of Directors of Frontline plc in accordance with the Cyprus Stock Exchange ("CSE") Corporate Code of Governance 5th Editions (Updated) January 2019 and the requirements of the Encouragement of the Long-Term Active Participation of the Shareholders Law of 2021, Law 111(I)/2021.

The Report comprises remuneration to the Company's Chief Executive Officer ("CEO"), who has been employed by Frontline Management AS, a subsidiary of Frontline plc for the financial year 2022, along with members of the Board of Directors (the "Board"). For the year ended December 31, 2022 the reporting Company had no employees. The purpose of the Report is to provide a comprehensive, clear and understandable overview of awarded and due gross salary and remuneration to the Board for the last financial year.

The Company will present this report to the Annual General Meeting in 2023. The Company is in the process of preparing a formal remuneration policy for presentation to the Annual General Meeting in 2023, along with the report for approval.

Remuneration committee

The Company established a Remuneration Committee in February 2023, comprising two independent directors, Mr. Ola Lorentzon and Mr. Marios Demetriades. Prior to its establishment, the remuneration of the CEO was determined by the Board with the overall objective to enhance shareholder value, by aligning the interests of shareholders and the CEO, as well as attracting and retaining qualified personnel.

The remuneration of the CEO is split between fixed and variable components. The variable component is split between share-based compensation, linked to the long-term performance of the Company, along with a cash bonus, linked to the performance of the Company in the year. The fixed component, which includes salary and other benefits such as pension, is reviewed annually by the Board of Directors to ensure that it is aligned with the overall objectives of the Company's remuneration.

The Board of Directors

The remuneration of members of the Board consists of an annual fixed fee determined annually by the general meeting of the Company and to not exceed \$0.6 million in aggregate for the year ended December 2022 and grants under the Company's long-term incentive scheme as noted below. In addition, members of the audit committee receive additional fees for such service.

No variable remuneration has been reclaimed for the Directors or CEO in relation to the year ended December 31, 2022.

Long-term incentive scheme

In December 2021, the Board approved the grant of 1,280,000 synthetic options to employees and board members according to the rules of the Company's synthetic option scheme approved on December 7, 2021. The synthetic options have a five year term expiring in December 2026. The vesting period is 12 months for the first 27.5% of options, 24 months for the next 27.5% of options and 36 months for the final 45% of options. The synthetic options will be settled in cash based on the difference between the market price of the Company's shares on the date of exercise and the exercise price.

Summary of Company performance

Profit for the period increased by \$432.0 million in the year ended December 31, 2022 as compared to the year ended December 31, 2021. For a full analysis of the Company performance please see our Consolidated Financial Statements and Management report for the year ended December 31, 2022.

Total remuneration of the Directors and CEO

Our Directors and CEO, along with start or end date to the extent applicable to the reporting period, are as follows:

Name	Position	Start date	End date
Ola Lorentzon	Chairman and Non-Executive Director	not applicable	not applicable
John Fredriksen	Non-Executive Director	not applicable	not applicable
James O'Shaughnessy	Non-Executive Director and Audit Committee Chairman	not applicable	not applicable
Ole B. Hjertaker	Non-Executive Director	May 2, 2022	not applicable
Steen Jakobsen	Non-Executive Director	May 2, 2022	not applicable
Marios Demetriades	Non-Executive Director and Audit Committee member	October 4, 2022	not applicable
Tor Svelland	Non-Executive Director	not applicable	May 2, 2022
Jens Martin Jensen	Non-Executive Director	not applicable	September 30, 2022
Lars H. Barstad	Chief Executive Officer of Frontline Management AS	not applicable	not applicable

Table 1 – Total remuneration of the Directors & CEO

<i>(in thousands of \$)</i>	Fixed			Variable		Pension expense	Total	Proportion fixed	Proportion variable
	Base salary	Fees	Other benefits	One-year variable	Multi-year variable				
Ola Lorentzon	—	150	—	238	—	—	388	39 %	61 %
John Fredriksen	—	60	—	119	—	—	179	34 %	66 %
James O'Shaughnessy	—	85	—	119	—	—	204	42 %	58 %
Ole B. Hjertaker	—	40	—	—	—	—	40	100 %	— %
Steen Jakobsen	—	40	—	—	—	—	40	100 %	— %
Marios Demetriades	—	15	—	—	—	—	15	100 %	— %
Tor Svelland	—	41	—	—	—	—	41	100 %	— %
Jens Martin Jensen	—	34	—	—	—	—	34	100 %	— %
Lars H. Barstad	376	—	—	820	—	22	1,218	33 %	67 %
Total	376	465	—	1,296	—	22	2,159	40 %	60 %

Fixed fees are payable for services rendered as members of the Board of Directors.

Base salary is payable as remuneration for executive services.

Other benefits includes the provision of medical and other insurance benefits.

One-year variable includes:

- annual bonuses which have been paid or accrued during the reported financial year. Such bonuses are at the discretion of the Board.
- the fair value of the synthetic options, as calculated based on the difference between the exercise price and market price of the underlying shares on the vesting date, which as a result of the fulfilment of predetermined performance criteria where the time span of the relevant performance criteria did not exceed one year, were granted or offered in previous years but that vested during the reported financial year. No options were exercised in the year.

Multi-year variable includes the total fair value of the synthetic options, as calculated based on the difference between the exercise price and market price of the underlying shares on the vesting date, which as a result of the fulfilment of a predetermined performance criteria, where the time span of the relevant performance criteria exceeds one year, were granted or offered in previous years but that vested during the reported financial year. No such options vested in 2022.

Pension expense includes the contributions that took place in the reported financial year to a defined contribution pension scheme.

In December 2021, the Board approved the grant of 1,280,000 synthetic options to employees and board members according to the rules of the Company's synthetic option scheme approved on December 7, 2021. The synthetic options have a five year term expiring in December 2026. The vesting period is 12 months for the first 27.5% of options, 24 months for the next 27.5% of options and 36 months for the final 45% of options. The exercise price is NOK 71, which shall increase by NOK 5 on each of December 7, 2023, and December 7, 2024, and will further be adjusted for any distribution of dividends made before the relevant synthetic options are exercised. The synthetic options will be settled in cash based on the difference between the market price of the Company's shares and the exercise price on the date of exercise. The synthetic options are not subject to a retention period.

The below table details the number of options granted to each individual in respect of the three vesting periods noted above:

Name	Vesting date	Opening balance			Closing balance	
		Options held at the beginning of the year	Options vested	Options lapsed	Options awarded and unvested	
Ola Lorentzon	07/12/2022	44,000	(44,000)	—	—	—
Ola Lorentzon	07/12/2023	44,000	—	—	—	44,000
Ola Lorentzon	07/12/2024	72,000	—	—	—	72,000
John Fredriksen	07/12/2022	22,000	(22,000)	—	—	—
John Fredriksen	07/12/2023	22,000	—	—	—	22,000
John Fredriksen	07/12/2024	36,000	—	—	—	36,000
James O'Shaughnessy	07/12/2022	22,000	(22,000)	—	—	—
James O'Shaughnessy	07/12/2023	22,000	—	—	—	22,000
James O'Shaughnessy	07/12/2024	36,000	—	—	—	36,000
Tor Svelland	07/12/2022	22,000	—	(22,000)	—	—
Tor Svelland	07/12/2023	22,000	—	(22,000)	—	—
Tor Svelland	07/12/2024	36,000	—	(36,000)	—	—
Lars H. Barstad	07/12/2022	110,000	(110,000)	—	—	—
Lars H. Barstad	07/12/2023	110,000	—	—	—	110,000
Lars H. Barstad	07/12/2024	180,000	—	—	—	180,000
Total		800,000	(198,000)	(80,000)		522,000

At the grant date, the Company's underlying share price was NOK 65. On December 7, 2022, the date on which the first tranche of synthetic options vested, the Company's underlying share price was NOK 123.60.

Comparative information on the change of remuneration

The below data

<i>(in thousands of \$)</i>	2022 vs 2021	2021 vs 2020	2020 vs 2019	2019 vs 2018	2018 vs 2017
Change in remuneration					
Non-executives					
Ola Lorentzon	36	54	—	—	—
John Fredriksen	(36)	(54)	—	—	—
James O'Shaughnessy	(34)	49	—	51	19
Ole B. Hjertaker	40	—	—	—	—
Steen Jakobsen	40	—	—	—	—
Marios Demetriades	15	—	—	—	—
Tor Svelland	(19)	40	20	—	—
Jens Martin Jensen	34	—	—	—	—
Other non-executives	—	(47)	(23)	—	—
Executives					
Lars H. Barstad	264	295	64	—	—
Other executives	—	(963)	(49)	22	14
Total	340	(626)	12	73	33
Change in Company performance					
Change in profit or loss for the period	490,498	(427,836)	272,903	148,852	255,981

The calculation includes fees, salary, bonus, pension and other benefits payable to directors and the CEO by the Company and its subsidiaries. The calculation excludes share-based variable remuneration for directors and the CEO of the Company. "Other non-executives" is comprised of remuneration paid to those directors not remunerated in the reported financial year. "Other executives" is comprised of remuneration paid to other executive officers not remunerated in the reported financial year.

Profit is derived from our consolidated financial statements prepared in accordance with International Financial Reporting Standards for the years ended December 31, 2022 and 2021. Profit for the years ended December 31, 2020, 2019, 2018 and 2017 is derived from our consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America.