

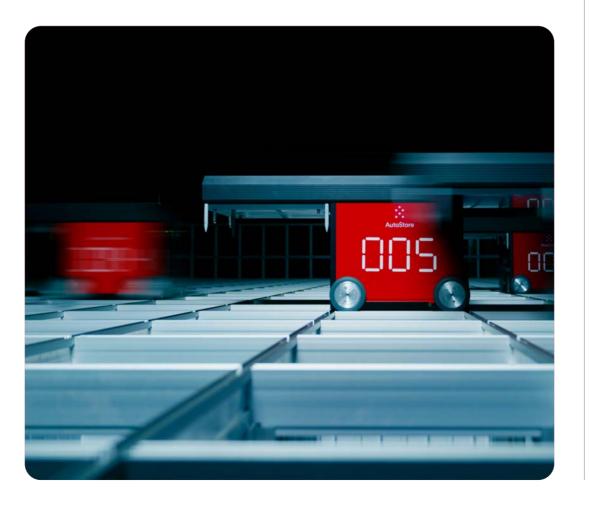
01 Introduction

Background

This report on salary and other remuneration to leading personnel in AutoStore Holdings Ltd is based on the guidelines for salary and other remuneration to leading personnel in the Group approved by the company's general meeting on Thursday, May 19, 2022 (the "Guidelines"). No changes were made to the guidelines at the 2024 Annual General Meeting. The report is based on the requirements set out in the Norwegian Public Limited Liability Companies Act (the "Companies Act"), cf. Section 6-16 b, supplemented by Regulation on guidelines and report on remuneration for leading personnel dated December 11, 2022 (the "Regulation"). The report is prepared in accordance with the European Commission's template for reports on remuneration. The company notes that a proposal to explicitly include the members of the board of directors within the term leading personnel in the Companies Act is currently under discussion. This proposal has not yet been enacted in law, and the company has chosen to continue with the definition of leading personnel as was adopted for 2022.

Scope and currency

The scope for the report is years 2021 to 2024. The company went public in October 2021, and includes the time following the IPO as scope for the report. The currency used in the report is USD.



General overview of the financial year 2024

Financial highlights for the full year of 2024

Revenue for 2024 amounted to USD 601.4 million (645.7), representing a decline of 6.5%. Adjusted EBITDA¹ ended at USD 282.8 million (308.5), representing an adjusted EBITDA margin¹ of 47.0% (47.8%). Full-year order intake of USD 612.1 million (619.5) in 2024. Changes to the groups leading personnel. The group announced the appointment of Chief Product Officer (CPO), Parth Joshi, effective June 9, 2024 and Chief Commercial Officer (CCO), Keith White, effective November 1, 2024.

¹ AutoStore Annual Report 2024, page 5

Total Remuneration to leading personnel

Remuneration to Executive Management

The Board of Directors has established a Remuneration
Committee composed of four board members. The members
of the Remuneration Committee shall be appointed for a
one-year term. The appointed members in 2023 of the
Remuneration Committee are James C. Carlisle (Co-chair),
Michael K. Kaczmarek, and Andreas Hansson. Kristin Skogen
Lund resigned from the Board and the Remuneration
Committee in October 2023, with Kjersti Wiklund stepping in
as a new member of the Remuneration Committee April 2024.
The Remuneration Committee is a preparatory and advisory
body in relation to the company's strategy for the remuneration
and performance evaluation of executive management. It also
monitors the organization's needs in terms of required
workforce capabilities and expertise.

Principles for determining salary

The main principle for determining salary for each executive management member has been a fixed annual salary with the addition of benefits in kind such as telephone, insurance, and internet subscription. The fixed salary has been determined on the basis of the following factors: competitive salary level, scope of work, and responsibilities, as well as an assessment of the business and individual performance.

Pension

All executive management members are enrolled in the defined contribution pension scheme.

Share incentive programs

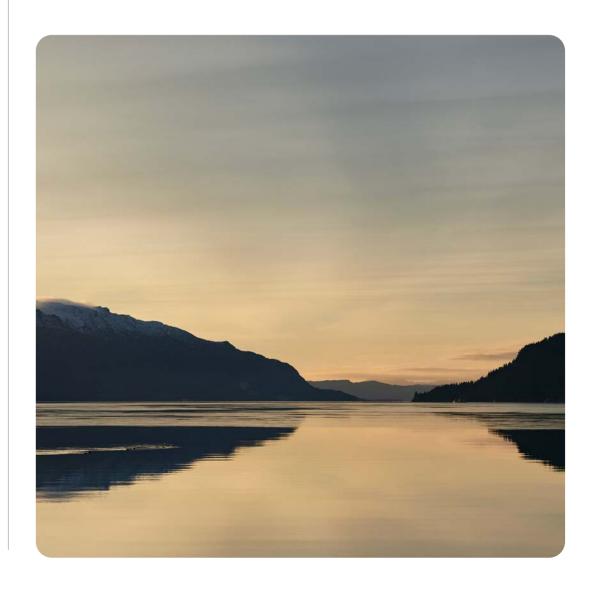
Members of the executive management team have been granted share options under the company's share incentive program.

Bonus

In 2024, management is eligible for an annual short-term incentive bonus of their annual gross salary based on achievement of certain individual and company goals.

Loans and guarantees

The company has not granted any loans, guarantees, or made any other similar commitments to any of its board members or members of management. Some members of the executive management team have benefit entitlements upon termination of their position.



Total Remuneration to leading personnel

Table 1 (below) contains the total remuneration split by each salary component received, or to be received, by the company's leading personnel (or acting as such) for the financial year 2024. Bonus payments are contingent upon achievement of individual goals (50%) and company goals (50%). Salaries given in USD.

TABLE 1

USD
Name of Director
Mats Hovland Vikse (CEO)
Paul Harrison (CFO)
Keith White (CCO) ¹
Parth Joshi (CPO) ²
Bendik Førre (Chief Strategy Officer)
Israel Losado Salvador (COO)
Jenny Sveen Hovda (General Counsel)
Carlos Roman Fernandez (CSO)
Anette Matre (CPO)
Michael Dickson (CRO) ³
Total cash remuneration

Fixed remuneration		
Other benefits	Base salary	
-	589 203	
-	795 690	
-	101 346	
-	292 923	
-	172 057	
-	310 966	
-	285 474	
-	261 927	
8 377	223 509	
_	414 726	
8 377	3 447 821	

One-year
variable
68 827
_
500 000
300 000
38 463
53 296
41 234
32 334
21 685
61 380
1 117 220

Pension expense	Total remune- ration	Proportion of fixed remune- ration	of va	ortion ariable emune- ration
13 262	671 293	88 %		12 %
39 784	835 474	95 %		5 %
11 331	612 677	17 %		83 %
16 541	609 464	48 %		52 %
13 208	223 727	77 %		23 %
13 059	377 322	82 %		18 %
13 038	339 746	84 %		16 %
9 077	303 338	86 %		14 %
13 155	266 726	87 %		13 %
20 700	496 806	45 %		55 %
163 156	4 736 574	71 %		29 %

1		Shares Held
e e- 1	2024	2023
, 5	1 917 569	1 917 569
5	87 108	_
5	-	_
,	22 648	-
, 5	-	-
, 5	26 368	26 368
, 5	61 843	61 843
,	2 582 288	2 582 288
,	1 100 002	1100 002
, 5		52 521
5	5 797 826	5 688 070

¹ Keith White appointed as Chief Commercial Officer effective November 1, 2024

² Parth Joshi appointed as Chief Product Officer effective June 7, 2024

³ Michael Dickson stepped down as Chief Revenue Officer from September 2024

TABLE 2

USD	Fixed r	emuneration	Variable remuneration		T	Proportion	Proportion
Name of Director	Base salary	Other benefits	One-year variable	Pension expense	Total remune- ration	of fixed remune- ration	of variable remune- ration
Mats Hovland Vikse (CEO) ¹	576 000	1 430	33 180	13 163	623 773	95%	5%
Karl Johan Lier (CEO) ²	155 064	11 127	40 835	13 163	220 189	81%	19%
Bent Skisaker (CFO) ³	221 760	1 192	241 718	13 163	477 833	49%	51%
Paul Harrison (CFO) ⁴	134 953			13 163	148 116	100%	0%
Israel Losada Salvador (COO) ⁵	303 840	1 430	20 520	13 163	338 953	94%	6%
Anette Matre (CPIO)	209 604	10 070	22 670	13 163	255 507	91%	9%
Michael Dickson (Chief Revenue Officer)	334 449	960	47 665	13 163	396 237	88%	12%
Carlos Roman Fernandez (CPO)	268 144		29 332		297 476	90%	10%
Jenny Sveen Hovda (General Counsel)	267 701	1 430	31 746	13 163	314 040	90%	10%
Total cash remuneration	2 471 515	27 639	467 666	105 304	3 072 124	85%	15%

¹ Mats Hovland Vikse was appointed as Chief Executive Officer in November 2022, effective from January 1, 2023

² Karl Johan Lier stepped down as Chief Executive Officer December 31, 2022, and remained employed until March 31, 2023

³ Bent Skisaker stepped down as Chief Financial Officer September 30, 2023

⁴ Paul Harrison appointed as Chief Financial Officer October 2023

⁵ Israel Losada Salvador was appointed as Chief Operating Officer in June 2022

TABLE 3

USD	
Name of Director	
Karl Johan Lier (CEO) ²	
Bent Skisaker (CFO) ³	
Israel Losada Salvador (COO)⁴	
Jone Gjerde (COO)⁵	
Anette Matre (CPIO)	
Mats Hovland Vikse (CRO) ¹	
Carlos Roman Fernandez (CPO)	
Jenny Sveen Hovda (General Counsel)	
Total cash remuneration	

Other benefits	Base salary
21 888	319 887
	220 880
	140 312
	89 996
8 640	169 559
	217 938
	123 611
	200 644
30 528	1 482 827

Variable remuneration	
One-year variable	
35 616	
48 000	
30 948	
28 320	
38 688	
24 384	
	_
205 956	

Proportion of variable remune- ration	Proportion of fixed remune- ration	Total remune- ration	Pension expense
0%	100%	354 048	12 273
13%	87%	268 769	12 273
24%	76%	200 585	12 273
23%	77%	133 217	12 273
13%	87%	218 792	12 273
14%	86%	268 899	12 273
16%	84%	147 995	
0%	100%	212 917	12 273
11%	89%	1 805 222	85 911

¹ Mats Hovland Vikse was appointed as Chief Executive Officer in November 2022, effective from January 1, 2023

² Karl Johan Lier stepped down as Chief Executive Officer December 31, 2022, and remained employed until March 31, 2023

³ Bent Skisaker stepped down as Chief Financial Officer September 30, 2023

⁴ Israel Losada Salvador was appointed as Chief Operating Officer in June 2022

⁵ Jone Gjerde stepped down as Chief Operating Officer in June 2022

TABLE 4

USD	
Name	f Director
Karl Jo	han Lier (CEO) ²
Anette	Matre (CPIO)
Bent S	kisaker (CFO) ³
Carlos	Roman Fernandez (CPO)
Jone (jerde (COO)⁵
Mats I	ovland Vikse (CRO) ¹
Total o	ash remuneration

,	Other	Base
_	benefits	salary
3	21 888	305 510
28 320	8 640	148 562
35 616		211 200
24 384		149 760
28 512		165 768
38 688		196 800
3 155 520	30 528	1 177 600

Proportion of variable remune ration	Proportion of fixed remune- ration	Total remune- ration	Pension expense
0%	100%	339 671	12 273
14%	86%	197 795	12 273
14%	86%	259 089	12 273
	86%	174 144	
14%	86%	206 553	12 273
16%	84%	247 761	12 273
11%	89%	1 425 013	61 365

¹ Mats Hovland Vikse was appointed as Chief Executive Officer in November 2022, effective from January 1, 2023

² Karl Johan Lier stepped down as Chief Executive Officer December 31, 2022, and remained employed until March 31, 2023

³ Bent Skisaker stepped down as Chief Financial Officer September 30, 2023

⁴ Israel Losada Salvador was appointed as Chief Operating Officer in June 2022

⁵ Jone Gjerde stepped down as Chief Operating Officer in June 2022

Share-based remuneration to leading personnel

In 2019, the group entered into option agreements, awarding non-transferrable options to, inter alia certain key employees. In total, 163,338,159 options have been issued to 25 option holders, each option with a strike price equal to the fair market value of the underlying shares at the time the options were issued, which at the time was EUR 0.33, equivalent to USD 0.38 per option. The options are divided into service (33%) and performance (67%) options. In connection with SoftBank's acquisition of 40% of AutoStore in 2021, 100% of the performance options were deemed vested immediately prior to the closing of the SoftBank transaction. Further, all service options were deemed vested as if they had vested on a quarterly basis.

The unvested service options shall continue to vest on a quarterly basis (i.e. 5% each quarter) from the grant date until the fifth anniversary. In connection with the closing of the SoftBank transaction, the option holders were provided with the opportunity to exercise approximately 40% of their vested options and, as a result, sell the underlying shares to SoftBank. The service requirement of all options shall be deemed satisfied immediately prior to (but subject to the consummation of) a change of control, given that the option holder is, and has been, continuously employed by and continues to provide services to the group through the date of such consummation, and as otherwise set forth in an option agreement.

On July 7, 2022, the group introduced a new long-term incentive plan ("LTIP") for certain members of the company's management and other leading employees. Under the LTIP, the executives are awarded a conditional grant of share options and performance share units ("PSUs").

Options awarded under LTIP during 2024

In September 2024, the group approved new grants under the LTIP which resulted in the total number of options that will be awarded under the LTIP to be 2,969,761, where each option will give the holder the right to acquire one AutoStore share from the company. The share options under the LTIP for 2024 shall vest in September 2027, subject to continued employment on each vesting date.



PSUs awarded under LTIP during 2024

The total number of PSUs that will be awarded under the LTIP for 2024 is 1,397,330. Vesting of the PSUs is based on service criteria and the achievement of financial or other performance goals, with the time-based vesting criteria matching the vesting schedule of the share options. Once vested, each PSU will award the holder with one AutoStore share (settled through treasury shares).

Table 5 (below) includes the number of shares, share options, subscription rights and other forms of remuneration linked to shares or the development of the company or other companies within the Group which is granted or offered, together with the main conditions for exercising the options, including subscription price, subscription deadline and any changes to these.

Investor Relations

Overview of share information, reports and presentations, corporate governance, IPO documents and our financial calendar. All press releases published here.

08.01.2019

08.01.2019

08.01.2019

08.01.2019

08.01.2019

08.01.2019

05.01.2022

08.01.2021

11.01.2020

11.01.2021

08.01.2023

05.01.2024

01.05.2022 - 01.08.2029

01.08.2021 - 01.08.2029

01.11.2020 - 01.08.2029

01.11.2021 - 01.08.2029

01.08.2023 - 01.08.2029

01.05.2024 - 01.08.2029

Service options - Service options

Mats Vikse Total

The main condition of the option plan			Period				Opening balance					During t	he year				Closing	balance
						0. "	Share options		Shai	e options av	warded			Share opt	ions vested		Share options	Share
Specification on plan	Performance period	Award date	Vesting date	End of holding period	Exercise period	Strike price of the share	awarded at the beginning of the year	Awarded at grant date	Awarded remaining at 31.12	Share price at grant date	Market value at grant date	Market value at 31.12	Awards vested	Share price at vesting	Market value at vesting	Market value at 31.12	subject to a perfor- mance condition	options awarded and unvested
Mats Hovland Vikse, C	hief Executive Off	icer																
LTI2022 - PSU Grant	01.01.2022 - 31.12.2024	07.07.2022	07.06.2025		06.07.2025 - 06.07.2028	-	52 787	-	-			-	-			-	52 787	52 787
LTI2024 - PSU Grant	01.01.2024 - 31.12.2026	09.11.2024	09.11.2027		11.09.2027 - 11.09.2030	-	-	168 447	168 447	0,78	131 389	-	-			-	168 447	168 447
LTI2023 - PSU Grant	01.01.2023 - 31.12.2025	07.07.2023	07.07.2026		07.07.2026 - 07.07.2029	-	83 706	-	-			-	-			-	83 706	83 706
LTI2022 - Option Grant		07.07.2022	07.06.2025		06.07.2025 - 06.07.2028	2,14	121 693	-	-				-			-	-	121 693
LTI2024 - Option Grant		09.11.2024	09.11.2027		11.09.2027 - 11.09.2030	1,12	-	358 002	358 002	0,78	279 242		-			-	-	358 002
LTI2023 - Option Grant		07.07.2023	07.07.2026		07.07.2026 - 07.07.2029	2,2	190 450	-	-				-			-	-	190 450
Performance options - Performance options	01.08.2019 - 29.03.2021	08.01.2019	3/29/2021		29.03.2021 - 01.08.2029	0,33	116 849	-	-			-	-			-	-	-
Performance options - Performance options	01.08.2019 - 29.03.2021	08.01.2019	3/29/2021		29.03.2021 - 01.08.2029	0,33	1 553 063	-	-			-	-			-	-	-
Performance options - Performance options	01.08.2019 - 29.03.2021	08.01.2019	3/29/2021		29.03.2021 - 01.08.2029	0,33	1 553 063	-	-			-	-			-		
Performance options - Performance options	01.08.2019 - 29.03.2021	01.08.2019	29.03.2021		29.03.2021-01.08.2029	0.33	1 553 063	-	-	-	-	-	-	-	-	-	1 553 063	-
Performance options - Performance options	01.08.2019 - 29.03.2021	01.08.2019	29.03.2021		29.03.2021-01.08.2029	0.33	116 849	-	-	-	-	-	-	-	-	-	116 849	-
Service options - Service options		08.01.2019	11.01.2022		01.11.2022 - 01.08.2029	0,33	194 133	-	-			-	-			-	-	-
Service options - Service options		08.01.2019	05.01.2023		01.05.2023 - 01.08.2029	0,33	194 133	-	-			-	-			-	-	-
Service options - Service options		08.01.2019	11.01.2023		01.11.2023 - 01.08.2029	0,33	194 133	-	-			-	-			-	-	-
Service options - Service options		08.01.2019	02.01.2023		01.02.2023 - 01.08.2029	0,33	194 133	-	-			-	-			-	-	-
Service options - Service options		08.01.2019	08.01.2022		01.08.2022 - 01.08.2029	0,33	194 133	-	-			-	-			-	-	-
Service options - Service options		08.01.2019	05.01.2021		01.05.2021 - 01.08.2029	0,33	194 133	-	-			-	-			-	-	-
Service options - Service options		08.01.2019	08.01.2024		01.08.2024 - 01.08.2029	0,33	194 133	-	-			-	194 133	1,12	218 164	-	-	-
Service options - Service options		08.01.2019	02.01.2022		01.02.2022 - 01.08.2029	0,33	194 133	-	-			-	-			-	-	-
Service options - Service options		08.01.2019	02.01.2024		01.02.2024 - 01.08.2029	0,33	194 133	-	-			-	194 133	1,69	327 735	-	-	-
Service options - Service options		08.01.2019	02.01.2021		01.02.2021 - 01.08.2029	0,33	194 133	-	-			-	-			-	-	_

0,33

0,33

0,33

0,33

0,33

0,33

194 133

194 133

169 630

194 133

194 133

194 133

6 753 236

194 133

1,36 263 055

The main condition of the option plan			Period				Opening balance					During t	he year				Closing	balance
Consideration	Doutownson	Assert	Vestina	End of	Fuencia	Strike	Share options		Shar	re options av	varded			Share opt	ions vested		Share options	Share options
Specification on plan	Performance period	Award date	Vesting date	holding period	Exercise period	price of the share	awarded at the beginning of the year	Awarded at grant date	Awarded remaining at 31.12	Share price at grant date	Market value at grant date	Market value at 31.12	Awards vested	Share price at vesting	Market value at vesting	Market value at 31.12	subject to a perfor- mance condition	awarded and unvested
Anette Matre, Chief F	People & Information	n Officer																
LTI2024 - PSU Grant	01.01.2024 - 31.12.2026	09.11.2024	09.11.2027		11.09.2027 - 11.09.2030	-	_	63 979	63 979	0,78	49 904	-	-			-	63 979	63 979
LTI2023 - PSU Grant	01.01.2023 - 31.12.2025	07.07.2023	07.07.2026		07.07.2026 - 07.07.2029	-	31 808	-	-			-	-			-	31 808	31 808
LTI2022 - PSU Grant	01.01.2022 - 31.12.2024	07.07.2022	07.06.2025		06.07.2025 - 06.07.2028	-	45 246	-	-			-	-			-	45 246	45 246
LTI2023 - Option Grant		07.07.2023	07.07.2026		07.07.2026 - 07.07.2029	2,2	72 371	-	-			-	-			-	-	72 371
LTI2024 - Option Grant		09.11.2024	09.11.2027		11.09.2027 - 11.09.2030	1,12	-	135 976	135 976	0,78	106 061	-	-			-	-	135 976
LTI2022 - Option Grant		07.07.2022	07.06.2025		06.07.2025 - 06.07.2028	2,14	104 308	-	-			-	-			-	-	104 308
Service options - Service options		2/25/2020	11/25/2021		25.11.2021 - 25.02.2030	0,33	83 200	-	-			-	-	-		-	-	-
Service options - Service options		2/25/2020	11/25/2024		25.11.2024 - 25.02.2030	0,33	83 200	-	-			-	83 200	1,04	86 794	-	-	-
Service options - Service options		2/25/2020	5/25/2024		25.05.2024 - 25.02.2030	0,33	83 200	-	-			-	83 200	1,32	109 609	-	-	-
Service options - Service options		2/25/2020	2/25/2022		25.02.2022 - 25.02.2030	0,33	83 200	-	-			-	-			-	-	
Service options - Service options		2/25/2020	5/25/2023		25.05.2023 - 25.02.2030	0,33	83 200	-	-			-	-			-	-	
Service options - Service options		2/25/2020	5/25/2022		25.05.2022 - 25.02.2030	0,33	83 200	-	-			-	-			-	-	-
Service options - Service options		2/25/2020	2/25/2024		25.02.2024 - 25.02.2030	0,33	83 200	-	-			-	83 200	1,54	128 181	-	-	
Service options - Service options		2/25/2020	2/25/2023		25.02.2023 - 25.02.2030	0,33	83 200	-	-			-	-			-	-	-
Service options - Service options		2/25/2020	5/25/2021		25.05.2021 - 25.02.2030	0,33	51 307	-	-			-	-			-	-	-
Service options - Service options		2/25/2020	8/25/2024		25.08.2024 - 25.02.2030	0,33	83 200	-	-			-	83 200	0,96	80 181	-	-	
Service options - Service options		2/25/2020	2/25/2025		25.02.2025 - 25.02.2030	0,33	83 200	-	-			-	-			-	-	83 200
Service options - Service options		2/25/2020	8/25/2021		25.08.2021 - 25.02.2030	0,33	83 200	-	-			-	-			-	-	_
Service options - Service options		2/25/2020	11/25/2023		25.11.2023 - 25.02.2030	0,33	83 200	-	-			-	-			-	-	-
Service options - Service options		2/25/2020	11/25/2022		25.11.2022 - 25.02.2030	0,33	83 200	-	-			-	-			-	-	_
Service options - Service options		2/25/2020	8/25/2023		25.08.2023 - 25.02.2030	0,33	83 200	-	-			-	-			-	-	_
Service options - Service options		2/25/2020	8/25/2022		25.08.2022 - 25.02.2030	0,33	83 200	-	-			-	-			-	-	
Anette Matre Total							1 553 040											

The main condition of the option plan			Period				Opening balance					During th	e year				Closing I	balance
Consideration	Deufermane	Assessed	Vastina	End of	Fuereies	Strike	Share options		Shar	e options av	varded			Share opti	ons vested		Share options	Share options
Specification on plan	Performance period	Award date	Vesting date	holding period	Exercise period	price of the share	awarded at the beginning of the year	Awarded at grant date	Awarded remaining at 31.12	Share price at grant date	Market value at grant date	Market value at 31.12	Awards vested	Share price at vesting	Market value at vesting	Market value at 31.12	subject to a perfor- mance condition	awarded and unvested
Carlos Fernandez, Chie	ef Product Officer																	
LTI2024 - PSU Grant	01.01.2024 - 31.12.2026	09.11.2024	09.11.2027		11.09.2027 - 11.09.2030	-	-	81 882	81 882	0,78	63 868	-	-			-	81 882	81 882
LTI2023 - PSU Grant	01.01.2023 - 31.12.2025	07.07.2023	07.07.2026		07.07.2026 - 07.07.2029	-	40 682	-	-			-	-			-	40 682	40 682
LTI2022 - PSU Grant	01.01.2022 - 31.12.2024	07.07.2022	07.06.2025		06.07.2025 - 06.07.2028	-	49 016	-	-			-	-			-	49 016	49 016
LTI2024 - Option Grant		09.11.2024	09.11.2027		11.09.2027 - 11.09.2030	1,12	-	174 026	174 026	0,78	135 740	-	-			-	-	174 026
LTI2023 - Option Grant		07.07.2023	07.07.2026		07.07.2026 - 07.07.2029	2,2	92 562	-	-			-	-			-	-	92 562
LTI2022 - Option Grant		07.07.2022	07.06.2025		06.07.2025 - 06.07.2028	2,14	113 001	-	-			-	-			-	-	113 001
Performance options - Performance options	01.08.2019 - 29.03.2021	08.01.2019	3/29/2021		29.03.2021 - 01.08.2029	0,33	50 078	-	-			-	-			-	-	-
Performance options - Performance options	01.08.2019 - 29.03.2021	08.01.2019	3/29/2021		29.03.2021 - 01.08.2029	0,33	665 598	-	-			-	-			-	-	-
Performance options - Performance options	01.08.2019 - 29.03.2021	08.01.2019	3/29/2021		29.03.2021 - 01.08.2029	0,33	665 598	-	-			-	-			-	-	-
Service options - Service options		08.01.2019	02.01.2024		01.02.2024 - 01.08.2029	0,33	83 200	_					83 200	1,69	140 458			
Service options - Service options		08.01.2019	05.01.2021		01.05.2021 - 01.08.2029	0,33	83 200	_					83 200	1,09	140 436		_	
Service options - Service options		08.01.2019	05.01.2021		01.05.2024 - 01.08.2029	0,33	83 200	-				-	83 200	1,36	112 738		-	
· · · · · · · · · · · · · · · · · · ·		08.01.2019	11.01.2020					-				-	63 200	1,30	112 / 30		-	
Service options - Service options					01.11.2020 - 01.08.2029	0,33	72 698	-	-			-	-			-	-	
Service options - Service options Service options - Service options		08.01.2019	08.01.2023 08.01.2024		01.08.2023 - 01.08.2029	0,33	83 200 83 200	-	-			-	83 200	1,12	93 499	-	-	
		08.01.2019	11.01.2023		01.11.2023 - 01.08.2029	0,33	83 200	-				-	63 200	1,12	93 499	-	-	
Service options - Service options Service options - Service options		08.01.2019	02.01.2021		01.02.2021 - 01.08.2029	0,33	83 200	_				-	-			-	-	
Service options - Service options		08.01.2019	08.01.2021		01.08.2021 - 01.08.2029	0,33	82 400	_									_	
Service options - Service options		08.01.2019	05.01.2023		01.05.2023 - 01.08.2029	0,33	83 200	_				_	_				_	
Service options - Service options		06.01.2019	03.01.2023		01.03.2023 - 01.06.2029	0,33	63 200					_	_			-	_	
Carlos Fernandez Total							2 497 233											

09.11.2024

07.07.2023

07.07.2022

09.11.2027

07.07.2026

07.06.2025

11.09.2027 - 11.09.2030

07.07.2026 - 07.07.2029

06.07.2025 - 06.07.2028

The main condition of the option plan			Period				Opening balance					During t	he year				Closing I	balance
				Fred of		Strike	Share options		Shar	re options av	varded			Share opt	ions vested		Share options	Share
Specification on plan	Performance period	Award date	Vesting date	End of holding period	Exercise period	price of the share	awarded at the beginning of the year	Awarded at grant date	Awarded remaining at 31.12	Share price at grant date	Market value at grant date	Market value at 31.12	Awards vested	Share price at vesting	Market value at vesting	Market value at 31.12	subject to a perfor- mance condition	options awarded and unvested
Israel Losada Salvador,	Chief Operating (Officer																
LTI2022 - PSU Grant	01.01.2022 - 31.12.2024	07.07.2022	07.06.2025		06.07.2025 - 06.07.2028	-	49 016	-	-			-	-			-	49 016	49 016
LTI2024 - PSU Grant	01.01.2024 - 31.12.2026	09.11.2024	09.11.2027		11.09.2027 - 11.09.2030	-	-	88 813	88 813	0,78	69 274	-	-			-	88 813	88 813
LTI2023 - PSU Grant	01.01.2023 - 31.12.2025	07.07.2023	07.07.2026		07.07.2026 - 07.07.2029	-	44 155	-	-			-	-			-	44 155	44 155
LTI2022 - Option Grant		07.07.2022	07.06.2025		06.07.2025 - 06.07.2028	2,14	113 001	-	-			-	-			-	-	113 001
LTI2024 - Option Grant		09.11.2024	09.11.2027		11.09.2027 - 11.09.2030	1,12	-	188 756	188 756	0,78	147 230	-	-			-	-	188 756
LTI2023 - Option Grant		07.07.2023	07.07.2026		07.07.2026 - 07.07.2029	2,2	100 462	-	-			-	-			-	-	100 462
Israel Salvador Total							306 634											
Jenny Sveen Hovda, G	eneral Counsel																	
LTI2023 - PSU Grant	01.01.2023 - 31.12.2025	07.07.2023	07.07.2026		07.07.2026 - 07.07.2029	-	40 458	-	-			-	-			-	40 458	40 458
LTI2024 - PSU Grant	01.01.2024 - 31.12.2026	09.11.2024	09.11.2027		11.09.2027 - 11.09.2030	-	-	162 755	162 755	0,78	126 949	-	-			-	162 755	162 755
LTI2022 - PSU Grant	01.01.2022 - 31.12.2024	07.07.2022	07.06.2025		06.07.2025 - 06.07.2028	_	42 481	_	_			_	_			_	42 481	42 481

Bendik Førre, Chief Strategy Office

LTI2024 - Option Grant

LTI2023 - Option Grant

LTI2022 - Option Grant

Jenny Sveen Hovda Total

LTI2023 - RSU Grant		07.07.2023	07.07.2026	07.07.2026 - 07.07.2029	-	17 707	-	-			-	-		-	-	17 707
LTI2022 - RSU Grant		07.07.2022	07.06.2025	06.07.2025 - 06.07.2028	-	15 710	-	-			-	-		-	-	15 710
LTI2024 - PSU Grant	01.01.2024 - 31.12.2026	09.11.2024	09.11.2027	11.09.2027 - 11.09.2030	-	-	46 301	46 301	0,78	36 115	-	-		-	46 301	46 301
LTI2024 - Option Grant		09.11.2024	09.11.2027	11.09.2027 - 11.09.2030	1,12	-	98 403	98 403	0,78	76 754	-	-		-	-	98 403
Bendik Førre Total						33 417										

92 051

97 934

272 924

1,12

2,2

2,14

345 904 345 904

0,78 269 805

345 904

92 051

97 934

The main condition of the option plan	Period	Opening balance	During the year	Closing balance

Specification on plan	Performance period	Award date	Vesting date	End of holding period	Exercise period	Strike price of the share	Share options awarded at the beginning of the year	Awarded at grant	Awarded remaining	Share price at	Market value at	Market value at	Awards vested	Share price at	Market	Market value at	Share options subject to a performance	Share options awarded and unvested
								date	at 31.12	grant date	grant date	31.12		vesting	vesting	31.12	condition	

Paul Harrison, Chief Financial Officer

LTI2024 - PSU Grant	01.01.2024 - 31.12.2026	09.11.2024	09.11.2027	11.09.2027 - 11.09.2030	-	-	468 179	468 179	0,78	365 180	-	-	-	468 179	468 179
LTI2023 - PSU Grant	01.01.2023 - 31.12.2025	3/13/2024	07.07.2026	07.07.2026 - 07.07.2029	-	-	225 986	225 986	19,67	4 444 015	-	-	-	225 986	225 986
LTI2024 - Option Grant		09.11.2024	09.11.2027	11.09.2027 - 11.09.2030	1,12	-	995 026	995 026	0,78	776 120	-	-	-	-	995 026
LTI2023 - Option Grant		3/13/2024	07.07.2026	07.07.2026 - 07.07.2029	2,23	-	514 171	514 171	19,67	10 111 173	-	-	-	-	514 171
Paul Harrison Total						-									

Parth Joshi, Chief Product Officer

LTI2024 - PSU Grant	01.01.2024 - 31.12.2026	09.11.2024	09.11.2027	11.09.2027 - 11.09.2030	-	-	158 487	158 487	0,78	123 620	-	-	-	-	158 487
LTI2024 - Option Grant		09.11.2024	09.11.2027	11.09.2027 - 11.09.2030	1,12	-	336 834	336 834	0,78	262 731	-	-	-	-	336 834
Parth Joshi Total						-									

he main condition of the option pl	lan		Period				Opening balance				During t	he year				Closing	balance
				Frad of		Chrilin	Share options		Sha	re options awarded			Share opti	ions vested		Share options	Share
Specification on plan	Performance period	Award date	Vesting date	End of holding period	Exercise period	Strike price of the share	awarded at the beginning of the year	Awarded at grant date	Awarded remaining at 31.12	Share price at grant date Market value at grant date	Market value at 31.12	Awards vested	Share price at vesting	Market value at vesting	Market value at 31.12	subject to a perfor- mance condition	options awarded and unvested
Hege Skryseth, Boa	ard Member																
RSU - The Board - 2023 grant		10/27/2023	10/27/2025		27.10.2025 - 27.10.2026	-	38 626	-	-		-	-			-	-	38 626
RSU - The Board - 2022 grant		12/22/2022	10/20/2024		20.10.2024 - 20.10.2025	-	14 516	-	-		-	14 516	0,84	12 214	-	-	
RSU - The Board - 2021 grant		10/20/2021	10/20/2023		20.10.2023 - 20.10.2024	-	14 516				-	-			-	-	
Hege Skryseth Total							67 658										
-		12/22/2022	10/20/2024		20.10.2024 - 20.10.2025 20.10.2023 - 20.10.2024	-	14 516 14 516				-	-			-	-	
Viveka Ekberg, Boa																	
RSU - The Board - 2022 grant		12/22/2022	10/20/2024		20.10.2024 - 20.10.2025	-	14 516				-	-			-	-	
RSU - The Board - 2021 grant		10/20/2021	10/20/2023		20.10.2023 - 20.10.2024	-	14 516				-	-			-	-	
Viveka Ekberg Total							67 658										
Kjersti Wiklund, Bo	ard Member	10/27/2023	10/27/2025		27.10.2025 - 27.10.2026	-	38 626 38 626	-	-		-	-			-	-	38 626
-							00 020										
-																	
Kjersti Wiklund Total Andreas Hansson, E	Board Member	10/27/2027	10/27/2025		2710 2025 - 2710 2026		39,626				_						
Kjersti Wiklund Total Andreas Hansson, E RSU - The Board - 2023 grant Andreas Hansson Total	Board Member	10/27/2023	10/27/2025		27.10.2025 - 27.10.2026	-	38 626 38 626	-	-		-	-	-	-	-	-	38 626

Total Remuneration for the Board of Directors

Members of the Board of Directors of AutoStore Holdings Ltd. that are not fully or partly employed by majority shareholders SoftBank and Thomas H. Lee are partly compensated through option instruments, RSUs (restricted stock units). Vesting period is two years from grant date.

Table 6 (below) contains the total remuneration split by each salary component received, or to be received, by the company's Board of Directors (or acting as such) for the financial year 2024. The members of the board who are not formally employed or salaried by one of the two majority shareholders, are compensated annually by to main elements; 50% cash compensation and 50% Restricted Stock Units (RSUs) with a vesting period of two years.

Use of the right to reclaim variable remuneration

A claw back provision in the company's Remuneration Policy ensures that remuneration can be recouped or otherwise off-set under specific circumstances. No variable remuneration has yet been reclaimed.

TABLE 6

Total
Remuneration
for the Board
of Directors
2024

Name and role

Jim C. Carlisle (Co-Chairman of the Board)

Vikas Parekh (Co-Chairman of the Board)

Michael K. Kaczmarek

Sumer Juneja

Andreas Hansson (Board Member)

Hege Skryseth (Board Member)

Viveka Ekberg (Board Member)

Kjersti Wiklund (Board Member)

	Damumavatian	5 000	Total	Stock Units	Cuant data	Chriles muiss	Conditions	20
	Remuneration	Fees	Iotai	(RSU)	Grant date	Strike price	Conditions	2024
	-	-	-	-	-	-	_	-
- - - - - - - - - - - - - 200 000 - - - - 200 000 - - - - - 29 032 - - - - - - - 265 806	-	-	-	-	-	-	-	-
62 826 - 62 826 - - - 200 000 41 884 - 41 884 - - - - 29 032 76 787 - 76 787 - - - - 265 806	-	-	-	-	-	-	-	-
41 884 - 41 884 - - - - 29 032 76 787 - 76 787 - - - - 265 806	-	-	-	-	-	-	-	-
76 787 - 76 787 265 806	62 826	-	62 826	-	-	-	-	200 000
	41 884	-	41 884	-	-	-	-	29 032
62 826 - 62 826	76 787	-	76 787	-	-	-	-	265 806
	62 826	-	62 826	-	-	-	-	-

O3 Compliance with the Guidelines

How the remuneration complies with the Guidelines

The Board of Directors has designed the Remuneration Policy to align with the company's strategy and suitably reflect shareholders' interests. It does this in several ways:

- A significant proportion of the total remuneration package is variable, ensuring reward is linked to business performance.
- The variable remuneration package is weighted towards the achievement of long-term goals which are intended to drive sustainable value creation.
- Incentive plan metrics are taken from the business plans agreed by the Board of Directors, and they are targeted in such a way as to discourage excessive risk taking or other behaviors which would not be in the company's or shareholders' interests.
- Both shares and share options are used in the long-term incentive plan to give executives a stake in the business and, through share price development and capital returns, align their interests with those of shareholders.
- A claw back provision ensures that remuneration can be recouped or otherwise off-set under specific circumstances.

In preparing the Remuneration Policy the Board of Directors considered the remuneration and employment terms of the company's other employees. The Board of Directors is comfortable that there is an appropriate alignment of the principles on how pay and other package elements are set and reviewed for executives with those of the wider organization. The remuneration to leading personnel is consistent with the Remuneration Policy.

How performance criteria were applied

The executive management team has an annual short-term incentive program (STI) which is meant to align their priorities against the overall performance and development of the company as a whole. The STI is based 50% on overall company goals and 50% on individual goals per executive member. The Board of Directors hold the executive management team accountable for the relevant KPIs for each performance year, which are set to drive revenue growth and value creation for the company and its shareholders.

Derogations and deviations from the Guidelines and from the procedure for their implementation

In order to safeguard the company's interests the Board of Directors may, in individual extraordinary cases, and based on a recommendation of the Remuneration Committee, determine that it is appropriate to make a temporary exception to the Remuneration Policy. This could be in the case of material changes in the company's structure, ownership or business purpose; material changes to legislation, tax / accounting treatment or regulation; or other circumstances as the Board of Directors believes is warranted. If there is a deviation from the Remuneration Policy, the details will be set out in the applicable version of the Remuneration report.

There have been no deviations from the procedure for the implementation of the Remuneration Policy or any derogations from the Remuneration Policy itself.

O4 Comparative Information on the Change of Remuneration and Group Performance

The Remuneration Policy of the company states that the company should have market based and competitive pay for all employees, also tracking comparability over time.

Table 7 (right) contains information on the annual change of base pay on a full-time equivalent basis of employees of the Group other than leading personnel.

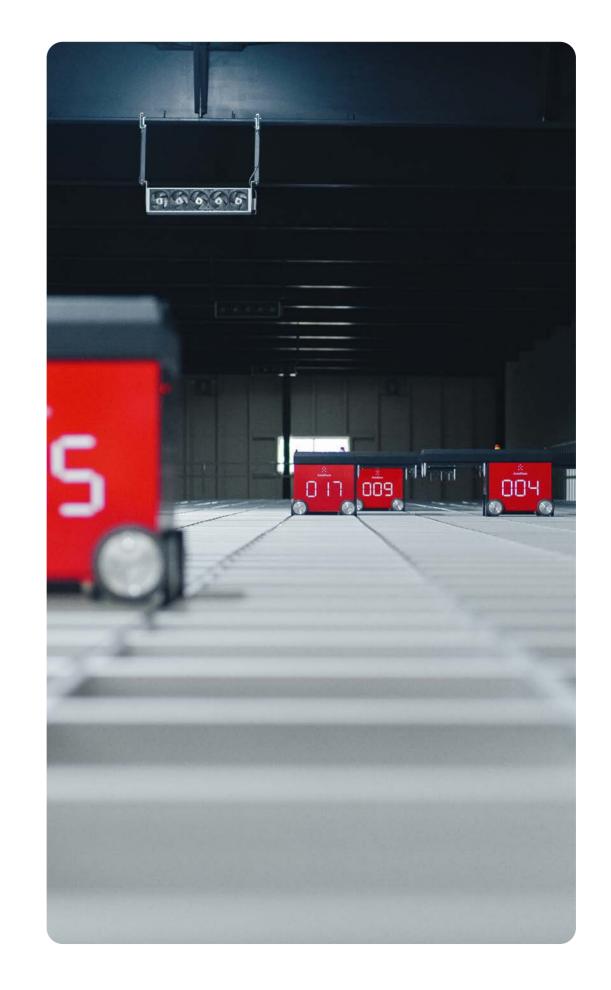
The salary change from 2023 to 2024 is calculated for base pay only.

In addition to base salaries, permanent employees who are not on an individual incentive scheme is entitled to a 3% bonus – assuming company goals are met. Executives with leading roles have individual incentive schemes that are linked to the company overall performance as well as individual KPIs.

Comparative table over the remuneration and group performance (2023-24)

Total change in base pay - leading personnel	7,4%
Total change in base pay - all employees	7,7%

USD million	2024	2023	
Revenue	601,4	645,7	
EBITDA	282,8	308,5	



05 Information on Shareholder Vote

Pursuant to the Companies Act Section 6-16 b (3), this report shall include an explanation on how the result of the general meeting's advisory vote over the report on salary and other remuneration to leading personnel for the previous year has been regarded. The advisory vote overall approved the report on salary and other remuneration to leading personnel for 2023. The votes that voted contrary were linked to level of transparency on individual KPIs on the short-term incentives. More details and transparency on individual KPIs for the short-term incentives will be considered for performance year 2025.

O6 Statement by the Board of Directors on the Remuneration Report

The board of directors has today considered and approved the Remuneration report of AutoStore for the financial year 01.01–31.12.2024. The Remuneration report has been prepared in accordance with Norwegian Public Limited Liability Companies Act, section 6-16b and regulation 2020-12-11-2730.

In our opinion, the Remuneration report is in accordance with the Remuneration Policy adopted at the annual general meeting, and is free from material misstatement and omissions, whether due to fraud or error. The Remuneration report will be presented for an advisory vote at the annual general meeting.

Oslo, April 23, 2025 The Board of Directors of AutoStore Holdings Ltd.

James C. Carlisle	Hege Skryseth	Sumer Juneja	
Co-chair	Board member	Board member	
Vikas J. Parekh	Kjersti Wiklund	Viveka Ekberg	
Co-chair	Board member	Board member	
Andreas Hansson Board member	Michael K. Kaczmarek Board member	Mats Hovland Vikse Chief Executive Officer	

AutoStore AS Stokkastrandvegen 85 5578 Nedre Vats Norway

T +47 52 76 35 00 www.autostoresystem.com

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