

S.D. STANDARD ETC PLC (THE "COMPANY")

REMUNERATION REPORT

1. INTRODUCTION

1.1 Basis of the Report

This report on salary and other remuneration (the "**Report**") for the Board of Directors (the "**Board**"), the members of the Audit Committee and the Nomination Committee, the senior management team (the "**Executive Management Team**") of S.D. Standard Etc Plc (the "**Company**"), has been prepared for the financial year ended 31 December 2021.

The purpose of the Report is to give an overview of paid and retained salary and other remuneration from the Company to the members of the Board, the Audit Committee, the Nomination Committee and the Executive Management Team for 2021, pursuant to the Company's remuneration policy as approved by the Company's Annual General Meeting on 14 June 2021 and updated at the Extraordinary General Meeting on 14 January 2022 (the "**Remuneration Policy**"). The Remuneration Policy is available at <https://www.standard-etc.com/>.

The Report is based on the following principles and objectives as set out in the Remuneration Policy, and applies to all the members of the Company's Board and Committees, as well as the persons employed by the Company:

- 1) The remuneration offered shall support the growth of the Company's value,
- 2) The remuneration offered shall ensure leading performance, and
- 3) The remuneration shall be offered in a responsible and consistent manner, with an objective to be competitive when compared to companies similar to S.D. Standard.

This Report has been drawn up in compliance with Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement which was enacted into Cyprus law through the Encouragement of long-term shareholder engagement law of Cyprus in 2021 (the "**Directive EU 2017/828**").

1.2 Overall Company performance in 2021

The principal activity of the Company is to operate as an investment entity within the shipping and offshore segments including renewables. The main focus of the Company has previously been on the Rig, PSV and VLCC tanker markets, however during the year 2021 the Company has updated its strategy and is now focusing on a more diversified and liquid investment portfolio within the energy, transport and commodities markets.

The Company's profit after tax for the year ended 31 December 2021, which is attributable to the equity holders, was USD 13,7 million compared to a net loss of USD 26,9 million for the year ended 31 December 2020. The total assets of the Company for 2021 were USD 99,5 million and the net assets were USD 99,3 million, compared to USD 86,5 million and USD 86,5 million respectively in 2020.

The improvement of the operating profit in 2021 compared to 2020's loss is mainly due to a fair value gain from investments held for trading of USD 11,2 million, a significantly reduced unrealized loss on revaluation of financial assets of USD 3,0 million (compared to a revaluation loss of USD 29,8 million in 2020), dividend income of USD 6,5 million, interest income of USD 145 thousands, a net foreign currency gain of USD 93 thousands (compared to a net foreign currency loss of USD 72 thousands in 2020), and is after deducting administration expenses of USD 1,2 million and finance cost of USD 17 thousands.

The Company's results and performance for the year 2021 are considered satisfactory when compared to the results of the year 2020.

1.3 Composition of the Board, the Executive Management Team, the Audit Committee and the Nomination Committee in 2021

1.3.1 The Board of Directors

During 2021, the Board consisted of the following members:

- Martin Nes, Chairman;
- Konstantinos Pantelidis Director and
- George Crystallis, Director.

All members of the Board are independent of the Company's management and material business associates, while Konstantinos Pantelidis and George Crystallis are also independent of the Company's major shareholders.

The Company has established a Nomination Committee, but none of the Board members are currently members of the Nomination Committee. The Company has currently not established a remuneration committee and the Nomination Committee proposes remuneration to the members of the Board of Directors.

1.3.2 The Audit Committee

During 2021, the Audit Committee consisted of the following members:

- Konstantinos Pantelidis, Chairman
- George Crystallis, Member

1.3.3 The Nomination Committee

During 2021, the Nomination Committee consisted of the following members:

- George Papanicolaou, Chairman
- Demetris Kyriakou, Member

1.3.4 The Executive Management Team

During 2021, the Executive Management Team has consisted of:

- Evangelia Panagide, General Manager.
- Christos Neokleous, Chief Financial Officer.

2 REMUNERATION OF THE BOARD OF DIRECTORS

2.1 Key principles for remuneration of the Board of Directors

The Chairman and each member of the Board receives a fixed annual fee, which amount is paid quarterly in arrears. In cases where individual Board members are required to take on specific ad hoc tasks outside their normal duties as Board members, will in such cases receive a fixed fee for the additional work.

Additional fees or benefits may be provided to reflect, for example, accommodation, office, transport and other business-related expenses incurred while carrying out their role.

Remuneration to the Board members is approved by the Annual General Meeting as a separate item on the agenda, as proposed by the Nomination Committee and in accordance with the Remuneration Policy.

2.2 Payment Based Remuneration Table for the period from 1 January 2021-31 December 2021

During 2021, the Board members received remuneration as set out below:

USD 000

Name	FY	Fixed Remuneration			Extraordinary Items	Total Remuneration	Proportion of Fixed and Variable Remuneration
		Base Salary	Fees	Fringe Benefits			
Martin Nes	2021	-	75	-	-	75	100% Fixed Remuneration 0% Variable Remuneration
	2020		75			75	
Konstantinos Pantelidis	2021	-	22	-	-	22	100% Fixed Remuneration 0% Variable Remuneration
	2020		21			21	
George Crystallis	2021	-	17	-	-	17	100% Fixed Remuneration 0% Variable Remuneration
	2020		16			16	

The Company has not paid any variable remuneration or incurred any pension expenses to its Board members during 2021.

The remuneration of the Board members supports the main focus of the Board to support the purpose and sustainability of the Company as well as the delivery of Company's strategic priorities.

The table below shows the change of the Board members' total Board fees for the years 2017 until 2021:

USD 000

Change in fees from previous years								
Name	2021 vs. 2020		2020 vs. 2019		2019 vs. 2018		2018 vs. 2017	
	USD	%	USD	%	USD	%	USD	%
Martin Nes	-	-	-	-	37	49%	0	0%
Konstantinos Pantelidis	1	5%	-	-	5	24%	13	4.33%
George Crystallis	1	6%	-	-	14	88%	0	0%

2.3 Share-based remuneration

The Company has not provided share-based remuneration to the Board members during 2021.

As of 31 December 2021, the Board members held shares in the Company as set out below:

Name	Total shareholding
Martin Nes ¹⁾	8,844,864
Konstantinos Pantelidis	-
George Crystallis	-

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3 REMUNERATION OF THE MANAGEMENT TEAM

3.1 Key principles for the remuneration of the Management Team

The overall objective of the remuneration guidelines for the Management Team can be summarized as set out below:

- The total compensation offered to the members of the Executive Management Team shall be competitive.
- The compensation shall be motivating, both for the individual and for the Executive Management Team as a group.
- Any variable elements in the total compensation to the Company's senior executives shall be linked to the values generated by the Company for the Company's shareholders.
- The system of compensation shall be understandable and meet general acceptance internally in the Company, among the Company's shareholders and with the public.
- The system of compensation shall be flexible and contain mechanisms which make it possible to carry out individual adjustments based on the results achieved and contributions made towards the development of the Company.

The Company offers its Executive Management Team remuneration consisting of fixed salary and the opportunity to participate in a share option program. In addition, the Company may from time-to-time award discretionary bonuses.

The Company cannot demand repayment of variable remuneration unless obvious miscalculations or non-entitled payments have been made.

3.2 Remuneration to the Executive Management Team in 2021

During 2021, the Executive Management received remuneration as set out below:

USD 000

Name of Executive member , position	FY	Fixed Remuneration			Variable Remuneration		Extraordinary Items	Pension Expense	Total Remuneration	Proportion of Fixed and Variable Remuneration
		Base Salary	Fees	Fringe Benefits	One-year Variable	Multi-year Variable				
Christos Neokleous, CFO	2021	71	0	0	15	0	0	10	96	84% Fixed, 16% Variable
	2020	68	0	0	12	0	0	9	89	87% Fixed, 13% Variable
Evangelia Panagide, General Manager	2021	35	0	0	15	0	0	6	56	73% Fixed, 27% Variable
	2020	32	0	0	12	0	0	6	50	76% Fixed, 24% Variable

The Company has not offered share options or any other equity-linked remuneration to the members of the Executive Management Team during 2021.

The fixed remuneration and the pension plan allow the Company to offer its senior executives a competitive salary compared to similar companies, while the variable remuneration incentivizes delivery of the Company's objectives and ensures a clear link with value creation.

3.3 Comparison of remuneration, Group performance and average remuneration of other employees

The table below shows the change in total remuneration paid to the members of the Executive Management Team for the years 2017 until 2021, compared with the performance of the Company and the average remuneration of employees (on a full-time equivalent basis):

USD 000

Change in total remuneration from previous years								
Name	2021 vs. 2020		2020 vs. 2019		2019 vs. 2018		2018 vs. 2017	
	USD	%	USD	%	USD	%	USD	%
Christos Neokleous	7	8%	5	6%	28	50%	28	N/A
Evangelia Panagide	6	12%	2	4%	-	-	-	-
Change in Company performance								
Profit/(loss) for the year	40,646	151%	(33,451)	511%	7,777	630%	(61)	5%
Average remuneration of employees								
Average remuneration of employees	7	9%	4	5%	14	27%	14	N/A

4 DEROGATIONS AND DEVIATIONS FROM THE REMUNERATION POLICY AND THE PROCEDURE FOR IMPLEMENTATION OF THE REMUNERATION POLICY

The Company has not deviated from the guidelines set out in the Remuneration Policy in connection with remuneration granted in 2021.

5 CONSIDERATION AT THE ANNUAL GENERAL MEETING

This Report will be presented to the Company's annual general meeting, to be held on 02 June 2022, and will be subject to an advisory vote at such general meeting.