

List of Signatures

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Statement on remuneration 2024.pdf

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KCC STATEMENT ON REMUNERATION FOR 2024

Declaration regarding the determination of salary and other remuneration to management employees pursuant to the Norwegian public limited liability Act § 6-16b

1. Introduction

1.1. Background

This remuneration report (the "Report") is prepared by the Board of Directors of Klaveness Combination Carriers ASA (the "Company" or "KCC") in accordance with the Norwegian Public Limited Liability Companies Act (the "Companies Act") Section 6-16 b with regulations. The Report contains information regarding remuneration to previous, present and future leading personnel of the Company ("Senior Executives") for the financial year of 2024 in line with the applicable requirements.

The Company considers the CEO and the CFO and deputy CEO to be comprised by the term "leading personnel" under the Companies Act. KCC has no employee representatives in the Board of Directors.

1.2. Highlights summary

The CEO's salary was adjusted by 4.83% from 1 July 2024, below the general salary increase in Norway of 5.3%¹. The CFO and deputy CEO's salary was adjusted by 8.7% in January 2024 based on changes in job description and title.

Total bonus to the CEO for 2024 was NOK 3,712,500 (holiday pay for 2026 included), while the bonus to the CFO and deputy CEO was NOK 2,100,000 (holiday pay for 2026 included). Provisions were made in the financial accounts for 2024, while the bonuses are payable in 2025.

In May 2024, the CEO purchased 10,000 shares and was based on the purchase granted 30,000 options under the long-term incentive program (LTIP).

There have not been any changes in the definition of leading personnel in 2024. The Remuneration Guidelines were updated and approved by the Annual General Meeting in April 2023 and have not been updated during the year.

1.3. Overview of the last financial year

Klaveness Combination Carriers ASA (KCC) on a consolidated basis had an EBITDA of USD 126.5 million in 2024 (2023: USD 139.4 million), Profit of USD 81.4 million (2023: USD 86.9 million) and ROE of 23.0% (2023: 24%). KCC paid 130 cents per share in dividends during 2024 (2023: 120 cents/share) in line with the dividend policy, while the share price decreased by 14% from year-end 2023 to year-end 2024. 2024 was characterized by extreme market volatility, especially in the product tanker market, and continued geopolitical tensions, requiring sustained high attention to risk management, business ethics, and compliance procedures. With this backdrop, KCC and its employees delivered historically strong financial results. TCE earnings matched product tanker spot earnings at the peak of the market in the first half and outperformed the product tanker spot market in a weaker second half². The average TCE-earnings for the fleet ended at USD 35,367/day for 2024, slightly up from USD 34,983/day in 2023. Liquidity and solidity continued to be strong and at year-end 2024 the equity ratio was 59% (2023: 58%) and available liquidity (included undrawn and available capacity under long-term revolving credit facilities) was USD 171.1 million (2023: USD 181.1 million). EBITDA and a positive change in working capital were more than offset by cost of dry-dockings and energy efficiency investments, net debt service and dividend payments, the latter amounting to approximately 95% of the adjusted cash flow to equity³.

¹ Preliminary report from Det Tekniske beregningsutvalg for inntektsoppgjørene (TBU) February 2025

² Standard product tankers are calculated averages of MR and LR earnings and CABU and CLEANBU onhire days. One month lagged.

³ Adjusted cash flow to equity = EBITDA – debt service – maintenance CAPEX



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The entire CABU fleet was employed in trades to/from Australia in 2024 and most of the CABU wet capacity is each year covered by short- and long-term contract of affreightments (COAs). KCC increased its market share of caustic soda solution (CSS) shipments to Australia, increasing the share of days in main combination trades to 94% for 2024, up from 92% in 2023. CSS COAs covered the full wet capacity of the CABU fleet for 2024 and cover close to the full wet capacity of the CABU fleet also for 2025. The CABU fleet continued to deliver high operational efficiency with days in ballast accounting for only 11% of total on-hire days.

The development of the CLEANBU concept continued to improve with increased number of customers using the vessels and also the number of terminals accepting the vessels increased throughout 2024, improving further the trading flexibility and efficiency as well as the competitive strength of the CLEANBU fleet. The main trades in 2024 were from India and the Middle East into South America and the US with CPP, returning with sugar, vegetable oils, or grains. The CLEANBU fleet maintained a high share of capacity allocated in wet trades (77% in 2024 and 76% in 2023) to benefit from a significantly stronger product tanker market compared to the dry-bulk market through 2024. This had some negative impact on trading efficiency with share of days in combination trading falling from 79% in 2023 to 70% in 2024, and days in ballast steady at 17 % in both 2024 and 2023.

Sustainability is a core in all activities in KCC from strategic decisions to daily operations. The full fleet achieved an Energy Efficiency Operational Index (EEOI) of 6.6 in 2024, outside the 6.4 target and slightly higher than in 2023 (6.5). CLEANBU fleet EEOI increased by 0.3 Y-o-Y due to slightly higher average speeds, ageing hull coatings and one vessel out on time charter trading solely as a product tanker with high ballast. CABU fleet EEOI decreased by 0.2 Y-o-Y due to significant investment in vessel energy efficiency measures.

2. Total remuneration for Senior Executives

2.1. Introduction

The table in Section 2.2 Remuneration of Senior Executives for the reported financial year below contains an overview of the total salary and pension received by the Senior Executives during the reported year (2024), as well as bonus that was awarded for the financial year 2024 but paid in 2025.

Table 1 BIS "Remuneration of Directors for the reported financial year from undertakings of the same group" in the EU Commission's Guidelines on the standardised presentation of the remuneration report is not applicable for KCC as the Senior Executives have not received remuneration from other group companies and have hence not been included in this report.

2.2. Remuneration of Senior Executives for the reported financial year

Name and position (<i>'000 USD</i>)	1. Fixed remuneration			2. Variable remuneration		3. Extra-ordinary items	4. Pension expense	5. Total Remuneration	6. Proportion of fixed and variable remuneration (a) and b))
	Base salary ^{a)}	Fees	Fringe benefits ^{a)}	One-year variable ^{b)}	Multi-year variable ^{c)}				
Engebret Dahm CEO	386	-	-	287	-	-	15	688	57%/43%
Liv H. Dyrnes CFO and deputy CEO	279	-	-	162	-	-	15	456	63%/37%

a) The CEO and CFO and deputy CEO have free mobile phone, broadband and travel- and health insurance in line with the benefits of other employees in the Company. The services are partly taxed. The value is immaterial and included in the Base salary figures. Base salary includes holiday pay on the bonus paid in 2023.

b) The table reflects bonus for 2024 to be paid in 2025. Not included holiday pay payable in 2026 as the holiday pay for the bonus is included in the Base salary the following year. Provisions were made in the 2024 financial accounts for the bonus for the CEO and CFO and deputy CEO. Formula bonus reached the cap of 12 months salary for the CEO and 9 months salary for the CFO and deputy CEO for the financial year 2024. Note 7 to the financial accounts for 2024 includes the bonus for 2023 paid in 2024, hence these figures are not identical to the figures in table 2.2 above.

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c) In connection with the new long-term incentive plan (LTIP) established in 2023, the CEO Engebret Dahm was awarded 30,000 share options in 2023 and 30,000 share options in 2024. See Section 3 for more information on the share option program.

3. Share-based remuneration

3.1. Introduction

The table in Section 3.2 Share options granted or offered to the Senior Executives for the reported financial year below contains information on the number of share options granted or offered for the reported financial year (2024) and share options granted earlier years that have not expired. The main conditions for the exercise of the rights including the exercise price and date and any change thereof are included in the table.

Table 3 "Shares awarded or due to the Directors for the reported financial year" in the EU Commission's Guidelines on the standardised presentation of the remuneration report is not applicable for KCC. Senior Executives can as part of the LTIP purchase shares subject to the three-years lock-up period. The purchase price equals the shares fair market value (taking into account the lock-up restriction). The Senior Executives have not received shares but paid for them and the table has hence not been included in this report.

3.2. Share options granted or offered to the Senior Executives for the reported financial year

A LTIP was approved by the General Meeting in April 2023. The program consists of two elements: 1) A share purchase program where key employees are offered to purchase shares with the possibility for loan financing of up to 50 % of the purchase price. The share purchase program includes a three-year lock-up on the acquired shares, which is deemed to imply a 20% value reduction that is reflected in the purchase price paid by the employees. 2) A share option program where participation is subject to purchase of shares under the share purchase program. The share options vest 1/3 each year. Vested options may be exercised at any time after three years from the grant date but no later than five years after the date of grant, with the exception that options vesting one year after the grant date may be exercised the date falling two years after the grant date.

In May 2024, the CEO Engebret Dahm purchased 10,000 shares financed 50% by a loan from KCC and was awarded 30,000 share options. Per year-end 2024 the CEO had 60,000 share options and total loans from KCC to the CEO amounted to USD 119k. Interest on the loans is set to the Norwegian Tax Administration's normal interest rate for the taxation of low-cost loans. The loans mature on the date falling 10 years after the disbursement dates (i.e., the share purchase dates), unless shares are divested which triggers a proportionate prepayment of outstanding loan and interests.



Name and position	The main conditions of share option plans							Information regarding the reported financial year							
								Opening balance	During the year			Closing balance			
	1 Specification of plan	2 Performance period ¹⁾	3 Award date	4 Vesting Date	5 End of holding period ²⁾	6 Exercise period	7 Strike price of share ³⁾	8 Share options awarded at the beginning of the year ⁴⁾	9 Share options awarded	10 Share options vested	11 Share options exercised	12 Share options subject to a performance condition	13 Share options awarded and unvested	14 Share options subject to a holding period	
Engebret Dahm CEO	Plan granted 7 June 2023	1 Jan 2023 – 31 Dec 2023	7 June 2023	7 Jun 2024	7 Jun 2028	7 Jun 2025-7 Jun 2028	NOK 69.50	# 10,000	-	# 10,000	-	-	-	-	
				7 Jun 2025	7 Jun 2028	7 Jun 2026-7 Jun 2028	NOK 69.50	# 10,000	-	-	-	-	# 10,000	-	
				7 Jun 2026	7 Jun 2028	7 Jun 2026-7 Jun 2028	NOK 69.50	# 10,000	-	-	-	-	# 10,000	-	
	Plan granted 15 May 2024	1 Jan 2024 – 31 Dec 2024	15 May 2024	15 May 2025	15 May 2029	15 May 2026 - 15 May 2029	NOK 107.10	-	# 10,000	-	-	-	-	# 10,000	-
				15 May 2026	15 May 2029	15 May 2027 - 15 May 2029	NOK 107.10	-	# 10,000	-	-	-	-	# 10,000	-
				15 May 2027	15 May 2029	15 May 2027 - 15 May 2029	NOK 107.10	-	# 10,000	-	-	-	-	# 10,000	-
Total							# 30,000	# 30,000	# 10,000	-	-	# 50,000	-		

a) Period reported for = financial year 2024

b) End of holding period = end of exercise period

c) The strike price to be reduced with dividends paid by the Company. Strike price included in the table is not adjusted for dividends paid

d) Awarded in 2023

4. Any use of the right to reclaim

The Company has not had the possibility to reclaim and has not reclaimed variable remuneration during 2024.

5. Information on how the remuneration complies with the Remuneration Guidelines and how performance criteria were applied

The 2024 bonus is fully based on formula bonus with no discretionary element as the bonus cap was reached under the formula bonus. The formula bonus is based on return on equity, where the cap is reached at return on equity of 20%. The assessment for a discretionary element, when applicable, is hence not elaborated in this report.

Please see Remuneration Guidelines for more information on how performance criteria apply to remuneration of Senior Executives.

6. Derogations and deviations from the Remuneration Guidelines and from the procedure for its implementation

The Company has not deviated from the procedure for the implementation of the Remuneration Guidelines and has not derogated from the Remuneration Guidelines itself in 2024 related to remuneration of leading personnel.



7. Comparative information on the change of remuneration and company performance

The table below contains information on the annual change of remuneration of each individual Senior Executive, of the performance of the Company and average remuneration on a full-time equivalent basis of employees of the Company other than Senior Executives over the five most recent financial years.

Annual change ^{a)}	2020-2019	2021-2020	2022-2021	2023-2022	2024-2023
Senior Executive's remuneration^{b)}					
Engbret Dahm, CEO (Δ '000 USD/ % change)	+95/28%	+124/29%	+131/24%	+189/28% (+13/2%) ^{d)}	-187/-21% (-11/-2%) ^{d)}
Liv H. Dyrnes, CFO and deputy CEO (Δ '000 USD/ % change)	+38/15%	+65/22%	+71/20%	+154/35% (+15/3%) ^{d)}	-132/-23% (+7/+1%) ^{d)}
Company performance					
Adjusted EBITDA (Δ '000 USD/ % change)	+22,030/80%	+12,265/25%	+45,173/73%	+27,992/26%	-8,431/-6%
Profit/(loss) (Δ '000 USD/ % change)	+14,585/2443%	+7,418/49%	+38,269/169%	+26,030/43%	-5,489/-6%
ROE (%-points change)	+6.8%-points	+3.2%-points	+11.0%-points	+2.7%-points	-1.0%-point
EEOI (grams CO ₂ /(tons cargo x nautical miles) (absolute change/ % change)	-0.5/6% improvement	0/0%	-0.5/7% improvement	-0.4/6% improvement	+0.1/2% worse
CO ₂ emissions/vessel (metric tons CO ₂ /vessel-years) (absolute change/ % change)	+800/4% higher emissions	-1,900/9% lower emissions	-900/5% lower emissions	+800/4% higher emissions	+900/5% higher emissions
Average remuneration on a full-time equivalent basis of employees^{c)}					
Employees of the Group (Δ '000 USD/ % change)	-5/-3%	+24/15%	+19/10%	+4/2%	-32/-15%

a) The CEO's and the CFO and deputy CEO's employment contracts were transferred from a related company in the Torvald Klaveness Group from 1 February 2020 and 1 April 2020 respectively. Comparable remuneration figures from the former employer in the Torvald Klaveness Group have been used for 2019 and part of 2020. Remuneration in NOK to CEO and CFO and deputy CEO. Remuneration in NOK and SGD to other employees, hence USDNOK and USDSGD exchange rate changes impact the figures. Average 2019 USDNOK=8.80 and USDSGD=1.35. Average 2020 USDNOK=9.43 and USDSGD=1.32. Average 2021 USDNOK=8.60 and USDSGD=1.35. Average 2022 USDNOK=9.62 and USDSGD=1.38, year-end USDNOK=9.91 used for bonus calculation. Average 2023 USDNOK=10.57 and year-end USDNOK=10.20. 2023 USDSGD=1.34. Average 2024 USDNOK=10.75 and year-end USDNOK=11.34. 2024 USDSGD=1.35.

b) Includes "Base salary", "One-year variable" (bonus) and "Pension expense" as per item 5 in table under Section 2.2. Remuneration of Senior Executives for the reported financial year. It as well includes "Multi-year variable" for 2023 which impacts the change from 2022 to 2023 and from 2023 to 2024. Please see comment 4 below.

c) Includes 11 employee-years in 2024, 10 employee-years in 2023, nine employee-years in 2022, eight employee-years in 2020 and 2021 and five employee-years in 2019. Annualized for employees starting during the year, while employees leaving during the year have not been included. Four employees were transferred to the Company from related companies in the Torvald Klaveness Group in 2021 and three in 2020, while two employees were transferred from KCC to a company in the Torvald Klaveness Group during 2023. The two persons moved to Dubai where KCC does not have a branch office but continue to work for KCC and have hence been included. Remuneration for these employees in the related companies has been included in the figures for 2019, part of 2020 and 2021 for comparison purposes. Remuneration in NOK and SGD, see note 1. As KCC has only 11 employees in addition to the CEO and the CFO and deputy CEO, single employees can impact the figures quite considerably. E.g. composition of more junior employees versus more senior employees can impact the change on a Y-o-Y basis.

d) Both the CEO and the CFO and deputy CEO exercised all their options granted in 2019 during 2023. The value of the options was settled in cash and recognized as payroll expenses in 2023. The numbers in parentheses show the change excluded this one-off.



8. Remuneration to the Board of Directors

Remuneration to the Board of Directors is proposed by the Nomination Committee and approved by the Annual General Meeting (AGM). The members of the Board of Directors receive a fixed remuneration for the year based on the position. The members of the Audit Committee receive an additional fixed fee for these tasks. The Board of Directors do not have a remuneration committee or other committees. The members of the Board of Directors do not receive profit-related remuneration, share options or pension benefit. The fees are benchmarked against peer companies, typically listed companies in Norway. The following was approved by the AGM in April 2024:

- Chair of the Board of Directors: NOK 610,000 per annum
- Member of the Board of Directors: NOK 370,000 per annum
- Chair of the Audit Committee: NOK 100,000 per annum
- Member of the Audit Committee: NOK 65,000 per annum

The following was paid to different Board members in 2024 and 2023 (remuneration is approved and paid in NOK and is hence impacted by the change in the USDNOK exchange rate for the years in the table below):

(USD '000)	2023	2024
Ernst Meyer (Chair of the Board) ^{a)}	49	57
Brita Eilertsen (Board member and Chair of Audit Committee)	36	44
Magne Øvreås (Board member and member of Audit Committee)	34	40
Gøran Andreassen (Board member) ^{a)}	29	34
Winifred Patricia Johansen (Board member until 23 April 2024)	29	11
Marianne Møgster (Board member from 23 April 2024)	-	23
Total	177	210

a) Remuneration paid to Klaveness AS, a wholly owned subsidiary of the main shareholder Rederiaksjeselskapet Torvald Klaveness. The persons are employed by Klaveness AS and compensation for board work is thus included in the regular salary since such positions are a part of their regular employment.

9. Information on shareholder vote

The Annual General Meeting of Klaveness Combination Carriers ASA was held as an electronic meeting at 09:00 CEST on 23 April 2024. Approval of the Remuneration Report was handled as item 4. Approval of remuneration to the members of the Board of Director was handled as item 7, while approval of the remuneration to the Nomination Committee was handled as item 9. Below table presents the voting results.



KLAVENESS COMBINATION CARRIERS ASA GENERAL MEETING 23 APRIL 2024

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 23 April 2024, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 60,431,653

	VOTES FOR	%	VOTES MOT / AGAINST	%	VOTES AVSTÅR / WITHHELD	VOTES TOTAL	% ISSUED VOTING SHARES VOTED	NO VOTES IN MEETING
1	44,590,489	100.00	0	0.00	0	44,590,489	73.79%	3,843
2	44,590,489	100.00	0	0.00	0	44,590,489	73.79%	3,843
3	44,590,489	100.00	0	0.00	0	44,590,489	73.79%	3,843
4	36,831,828	82.60	7,758,661	17.40	0	44,590,489	73.79%	3,843
6	40,928,015	91.79	3,662,474	8.21	0	44,590,489	73.79%	3,843
7	44,585,489	100.00	0	0.00	5,000	44,590,489	73.79%	3,843
8	44,575,777	99.98	9,712	0.02	5,000	44,590,489	73.79%	3,843
9	44,585,489	100.00	0	0.00	5,000	44,590,489	73.79%	3,843
10	44,590,489	100.00	0	0.00	0	44,590,489	73.79%	3,843
11	36,650,228	82.19	7,940,261	17.81	0	44,590,489	73.79%	3,843
12	36,654,940	82.21	7,930,549	17.79	5,000	44,590,489	73.79%	3,843
13	44,549,740	100.00	0	0.00	40,749	44,590,489	73.79%	3,843
14	44,585,489	100.00	0	0.00	5,000	44,590,489	73.79%	3,843
15	44,590,489	100.00	0	0.00	0	44,590,489	73.79%	3,843
16	44,562,489	100.00	0	0.00	0	44,562,489	73.74%	31,843

Freddy Hermansen
DNB Bank ASA
Avdeling Utsteder



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To the General Meeting in Klaveness Combination Carriers ASA

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REMUNERATION REPORT

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Klaveness Combination Carriers ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2024 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

Our independence and quality control

We are independent of the company in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. The firm applies International Standard on Quality Management, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information".



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We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Further we performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 31 March 2025
ERNST & YOUNG AS

The auditor's assurance report is signed electronically

Johan Lid Nordby
State Authorised Public Accountant (Norway)

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Nordby, Johan Lid

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