



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 966 011 726
Organisasjonsform: Allmennaksjeselskap
Foretaksnavn: NORDIC SEMICONDUCTOR ASA
Forretningsadresse: Otto Nielsens veg 12
7052 TRONDHEIM

Regnskapsår

Årsregnskapets periode: 01.01.2021 - 31.12.2021

Konsern

Mørselskap i konsern: Ja
Konsernregnskap lagt ved: Ja

Regnskapsregler

Regler for små foretak benyttet: Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet: IFRS
Benyttet ved utarbeidelsen av årsregnskapet til konsernet: IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Kine-Elena Reigstad
Dato for fastsettelse av årsregnskapet: 28.04.2022

Grunnlag for avgivelse

År 2021: Årsregnskapet er elektronisk innlevert
År 2020: Tall er hentet fra elektronisk innlevert årsregnskap fra 2021

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 22.06.2023



Resultatregnskap

Beløp i: USD	Note	2021	2020
RESULTATREGNSKAP			
Inntekter			
Total revenue		611 577 000	406 242 000
Sum inntekter		611 577 000	406 242 000
Kostnader			
Cost of materials	4	283 414 000	190 690 000
Direct project costs		472 000	584 000
Payroll expenses	9/10/1 2/18	84 483 000	61 444 000
Depreciation	11/12/ 21	32 893 000	27 128 000
Other operating expenses	5/21	130 450 000	84 325 000
Sum kostnader		531 712 000	364 171 000
Driftsresultat		79 865 000	42 071 000
Finansinntekter og finanskostnader			
Financial income	6/22/2 3	737 000	642 000
Sum finansinntekter		737 000	642 000
Financial expense	6/21/2 2	1 001 000	1 336 000
Net foreign exchange loss	6/22	-704 000	2 014 000
Sum finanskostnader		297 000	3 350 000
Netto finans		440 000	-2 708 000
Ordinært resultat før skattekostnad		80 305 000	39 363 000
Income tax expense	7	14 618 000	3 564 000
Ordinært resultat etter skattekostnad		65 687 000	35 799 000
Årsresultat		65 687 000	35 799 000
Actuarial gains (losses) on defined benefit plans (before tax)		-150 000	-84 000



Resultatregnskap

Beløp i: USD	Note	2021	2020
Income tax effect		33 000	19 000
Sum resultatkomponenter for IFRS-foretak		-117 000	-65 000
Totalresultat		65 570 000	35 734 000
Overføringer og disponeringer			
Transfer to other equity		65 687 000	35 799 000
Sum overføringer og disponeringer		65 687 000	35 799 000



Balanse

Beløp i: USD	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Capitalized development expenses	12	31 542 000	34 565 000
Software and other intangible assets	12	15 232 000	19 286 000
Utsatt skattefordel	7	5 748 000	3 029 000
Goodwill	24	249 000	249 000
Sum immaterielle eiendeler		52 771 000	57 129 000
Varige driftsmidler			
Right-of-use assets	21	14 923 000	20 616 000
Property	11/22	333 000	333 000
Fixture and fittings	11/22	2 064 000	2 057 000
Computer equipment and machinery	11/22	16 509 000	13 036 000
Office and lab equipment		9 919 000	9 533 000
Sum varige driftsmidler		43 748 000	45 575 000
Finansielle anleggsmidler			
Investering i datterselskap	1/13	6 696 000	1 590 000
Sum finansielle anleggsmidler		6 696 000	1 590 000
Sum anleggsmidler		103 215 000	104 294 000
Omløpsmidler			
Varer			
Inventory	4	54 943 000	61 955 000
Sum varer		54 943 000	61 955 000
Fordringer			
Accounts receivable	14/22/ 23	141 748 000	88 034 000
Other current receivables	15	11 283 000	10 062 000
Sum fordringer		153 031 000	98 096 000
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	16/22	273 431 000	238 615 000



Balanse

Beløp i: USD	Note	2021	2020
Sum bankinnskudd, kontanter og lignende		273 431 000	238 615 000
Sum omløpsmidler		481 405 000	398 666 000
SUM EIENDELER		584 620 000	502 960 000

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital

Share capital	17	317 000	317 000
Beholdning av egne aksjer	17	-2 000	-2 000
Overkurs	17	235 448 000	235 448 000
Sum innskutt egenkapital		235 763 000	235 763 000

Opptjent egenkapital

Other components of equity		204 926 000	153 503 000
Sum opptjent egenkapital		204 926 000	153 503 000

Sum egenkapital

440 689 000 **389 266 000**

Gjeld

Langsiktig gjeld

Pensjonsforpliktelser	18	554 000	448 000
Sum avsetninger for forpliktelser		554 000	448 000

Annen langsiktig gjeld

Non-current lease liabilities	21	11 673 000	18 338 000
Sum annen langsiktig gjeld		11 673 000	18 338 000

Sum langsiktig gjeld

12 227 000 **18 786 000**

Kortsiktig gjeld

Current financial liabilities	22/23	520 000	302 000
Leverandørgjeld	20/22	27 558 000	21 059 000
Income taxes payable	7	17 181 000	4 889 000
Public duties	20	6 266 000	7 777 000
Current lease liabilities		3 921 000	3 616 000



Balanse

Beløp i: USD	Note	2021	2020
Other current liabilities		76 258 000	57 265 000
Sum kortsiktig gjeld		131 704 000	94 908 000
Sum gjeld		143 931 000	113 694 000
SUM EGENKAPITAL OG GJELD		584 620 000	502 960 000



Konsernets resultatregnskap

Beløp i: USD	Note	2021	2020
RESULTATREGNSKAP			
Inntekter			
Total revenue	3	610 528 000	405 217 000
Sum inntekter		610 528 000	405 217 000
Kostnader			
Cost of materials	4	283 416 000	190 690 000
Direct project costs		472 000	584 000
Payroll expenses	9/10/1 2/18	149 824 000	101 211 000
Depreciation	11/12/ 21	37 798 000	31 063 000
Other operating expenses	5/21	52 098 000	35 954 000
Sum kostnader		523 608 000	359 502 000
Driftsresultat		86 920 000	45 715 000
Finansinntekter og finanskostnader			
Financial income	6/22/2 3	730 000	642 000
Sum finansinntekter		730 000	642 000
Financial expense	6/21/2 2	1 129 000	1 416 000
Net foreign exchange loss	6/22	-739 000	2 016 000
Sum finanskostnader		390 000	3 432 000
Netto finans		340 000	-2 790 000
Ordinært resultat før skattekostnad		87 260 000	42 925 000
Income tax expense	7	16 089 000	4 534 000
Ordinært resultat etter skattekostnad		71 171 000	38 391 000
Årsresultat		71 171 000	38 391 000
Actuarial gains (losses) on defined benefit plans (before tax)		-150 000	-84 000



Konsernets resultatregnskap

Beløp i: USD	Note	2021	2020
Income tax effect	7	33 000	19 000
Currency translation differences		-1 186 000	688 000
Sum resultatkomponenter for IFRS-foretak		-1 303 000	623 000
Totalresultat		69 868 000	39 014 000
Overføringer og disponeringer			
Transfer to other equity		71 171 000	38 391 000
Sum overføringer og disponeringer		71 171 000	38 391 000



Konsernets balanse

Beløp i: USD	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Capitalized development expenses	12	31 543 000	34 563 000
Software and other intangible assets	12	15 764 000	19 905 000
Utsatt skattefordel	7	6 331 000	3 668 000
Goodwill	24	2 386 000	2 393 000
Sum immaterielle eiendeler		56 024 000	60 529 000
Varige driftsmidler			
Right-of-use assets	21	18 935 000	25 093 000
Property	11/22	333 000	333 000
Fixture and fittings	11/22	2 757 000	2 453 000
Computer equipment and machinery	11/22	18 007 000	14 168 000
Office and lab equipment		12 788 000	11 330 000
Sum varige driftsmidler		52 820 000	53 377 000
Sum anleggsmidler		108 844 000	113 906 000
Omløpsmidler			
Varer			
Inventory	4	54 943 000	61 956 000
Sum varer		54 943 000	61 956 000
Fordringer			
Accounts receivable	14/22	141 748 000	88 034 000
Other current receivables	15	11 951 000	9 372 000
Sum fordringer		153 699 000	97 406 000
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	16/22	279 331 000	242 546 000
Sum bankinnskudd, kontanter og lignende		279 331 000	242 546 000
Sum omløpsmidler		487 973 000	401 908 000
SUM EIENDELER		596 817 000	515 814 000



Konsernets balanse

Beløp i: USD	Note	2021	2020
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	17	317 000	317 000
Beholdning av egne aksjer	17	-2 000	-2 000
Overkurs	17	235 448 000	235 448 000
Sum innskutt egenkapital		235 763 000	235 763 000
Opptjent egenkapital			
Other components of equity		222 446 000	166 728 000
Sum opptjent egenkapital		222 446 000	166 728 000
Sum egenkapital		458 209 000	402 491 000
Gjeld			
Langsiktig gjeld			
Pensjonsforpliktelser	18	580 000	448 000
Sum avsetninger for forpliktelser		580 000	448 000
Annen langsiktig gjeld			
Non-current lease liabilities	21/22/ 23	14 281 000	21 004 000
Sum annen langsiktig gjeld		14 281 000	21 004 000
Sum langsiktig gjeld		14 861 000	21 452 000
Kortsiktig gjeld			
Current financial liabilities		520 000	302 000
Leverandørgjeld	20/22/ 23	28 392 000	22 812 000
Income taxes payable	7	17 427 000	4 976 000
Public duties	20	7 599 000	8 789 000
Current lease liabilities	21	5 594 000	5 520 000
Other current liabilities	15/20	64 215 000	49 472 000
Sum kortsiktig gjeld		123 747 000	91 871 000



Konsernets balanse

Beløp i: USD	Note	2021	2020
Sum gjeld		138 608 000	113 323 000
SUM EGENKAPITAL OG GJELD		596 817 000	515 814 000



**PROTOKOLL FRA
ORDINÆR GENERALFORSAMLING I
NORDIC SEMICONDUCTOR ASA**

28. april 2022 kl. 09:15 ble det avholdt ordinær generalforsamling i Nordic Semiconductor ASA. Møtet ble avholdt som et videomøte fra lokalene til Nordic Semiconductor ASA på Skøyen, Oslo.

Styret var representert ved Birger Steen (styreleder). Administrasjonen var representert ved Svenntore Larsen (CEO), Pål Elstad (CFO) og Marianne Frydenlund (Legal Director). Revisor (PWC) var representert ved Eivind Nilsen. Valgkomiteén var representert ved Viggo Leisner.

Dagsorden

1. Åpning av møtet ved styrets leder og opptak av fortegnelse over møtende aksjonærer (ingen avstemning).
2. Valg av møteleder og person til å undertegne protokollen.
3. Godkjenning av møteinnkalling og dagsorden.
4. Godkjenning av årsregnskap og årsberetning for 2021, herunder konsemregnskap og allokeringer ved årsslutt.
5. Vurdering av styrets rapport om Selskapets foretaksstyring (ingen avstemning).
6. Godkjenning av godtgjørelse til styret, valgkomiteen og revisor.
7. Fullmakt til kjøp av egne aksjer.
8. Fullmakt til å forhøye Selskapets aksjekapital.
9. Valg av aksjonærvalgte medlemmer til styret.
10. Valg av medlemmer til valgkomiteén.
11. Veiledende avstemning for styrets godtgjørelsesrapport for 2021.
12. Godkjenning av styrets erklæring om fastsettelse av lønn og annen godtgjørelse (Guidelines and Policy for Remuneration of Senior Executives) til ledende ansatte, herunder godkjennelse av den langsiktige incentivordningen for alle ansatte (12.1).



Sak 1. Åpning av møtet ved styrets leder og opptak av fortegnelse over møtende aksjonærer (ingen avstemning)

Styrets leder åpnet møtet. Fortegnelse over møtende aksjonærer ble tatt, både fysisk og ved fullmakt, som angitt i Vedlegg 1. Kine-Elena Reigstad, meddelte at 62 677 415 aksjer av Selskapets 190 962 563 aksjer (32,51 %) var representert i møtet.

Sak 2. Valg av møteleder og person til å undertegne protokollen

Kine-Elena Reigstad ble valgt til møteleder og Pål Elstad ble valgt til å signere protokollen, med stemmer som angitt i Vedlegg 2.

Sak 3. Godkjenning av møteinnkalling og dagsorden

Innkallingen til generalforsamlingen og dagsorden ble godkjent med stemmer som angitt i Vedlegg 2.

Sak 4. Godkjenning av årsregnskap og årsberetning for 2021, herunder konsernregnskap og allokeringer ved årsslutt

Årsregnskapet og årsberetning for 2021, herunder konsernregnskapet og revisjonsberetning ble gjennomgått.

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"Årsregnskapet og årsberetningen for 2021, herunder konsernregnskapet og allokeringer ved årsslutt, godkjennes."

Item 5. Vurdering av Selskapets foretaksstyring (ingen avstemning).

Styreleder, Birger K. Steen, redegjorde for innholdet i styrets rapport om foretaksstyring til generalforsamlingen. Styreleder bemerket styrets hovedaktiviteter vedrørende ESG med fokus på styrets ansvar for ESG-strategi og -utvikling. Generalforsamlingen tok redegjørelsen til orientering.

Sak 6. Godkjenning av godtgjørelse til styret, valgkomiteen og revisor

Forslaget om godtgjørelse til styret, valgkomiteen og revisor ble presentert.

Sak 6 a) Godkjenning av godtgjørelse til styret

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"Som styrehonorar for perioden fra den ordinære generalforsamlingen 2022 til den ordinære generalforsamlingen 2023, betales følgende (fjorårets tall i parentes):

<i>Styrets leder</i>	<i>NOK</i>	<i>750 000 +</i>	<i>(750 000)</i>
		<i>NOK 405 000 i</i>	<i>(350 000 NOK i aksjer)</i>
		<i>aksjer</i>	
<i>Aksjonærvalgte styremedlemmer</i>	<i>NOK</i>	<i>325 000 +</i>	<i>(325 000)</i>
	<i>NOK</i>	<i>NOK 137 500 i</i>	<i>(115 000 NOK i aksjer)</i>
		<i>aksjer</i>	
<i>Ansattvalgte styremedlemmer</i>	<i>NOK</i>	<i>150 000</i>	<i>(150 000)</i>



Den aksjebaserte delen av kompensasjonen skal betales etter den ordinære generalforsamling i 2022, og antall aksjer skal baseres på det beløp som skal betales i NOK (henholdsvis NOK 137 500 og NOK 405 000) delt på sluttkursen på dagen for ordinær generalforsamlingen.

I tillegg vil styremedlemmer bosatt i USA motta ytterligere USD 3 000 (uendret) for hvert møte de deltar på i USA på vegne av Selskapet i tilknytning til Selskapets virksomhet i USA, og en reisegodtgjørelse på USD 5 000 (uendret) for reiser til Norge. Om reise er vanskeliggjort på grunn av omstendigheter slik som for eksempel Covid-19, vil kompensasjon bli justert til USD 2 500 (uendret) per ordinære styremøte, grunnet ubeleilige tidsforskjeller. Styremedlemmer bosatt i Europa vil motta USD 1 000 (uendret) for reiser til Norge. Videre, eventuelle andre utgifter påløpt av styremedlemmer i forbindelse med deres deltakelse i styre eller styrekomitéer, vil bli refundert av Selskapet.

Nordic Semiconductor ASA har som prinsipp å honorere ansattvalgte styremedlemmer for ansvaret ved styrevervet, men ikke for arbeidet med styrevervet, da dette forutsettes dekket av lønnen.

Når det gjelder honorar for perioden fra ordinær generalforsamling 2022 frem til ordinær generalforsamling 2023 for deltakelse i revisjonskomitéen, vil de aksjonærvalgte styremedlemmene motta NOK 20 000 (uendret) for styrets leder og NOK 10 000 (uendret) for styremedlem per møte.

Når det gjelder honorar for perioden fra ordinær generalforsamling 2022 frem til ordinær generalforsamling 2023 for deltakelse i kompensasjonskomitéen, vil de aksjonærvalgte styremedlemmene motta NOK 15 000 (uendret) (leder) og NOK 7 500 (uendret) (medlem) per møte.

Enkeltmedlemmers deltakelse i øvrige møter i ad hoc komitéer godtgjøres med NOK 7 500 per møte. Dette gjelder også for deltakelse i tilleggsmøter i arbeidsgrupper for enkeltmedlemmer i enten Revisjonskomité eller PCC. Maksimumsgodtgjørelse for tilleggsmøter i arbeidsgrupper er 75 000 per styremedlem.

Sak 6 b) Godkjenning av godtgjørelse til valgkomitéen

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"Som honorar til valgkomitéen godkjennes NOK 60 000 (uendret) pr. medlem for perioden fra den ordinære generalforsamlingen 2022 til den ordinære generalforsamlingen 2023."

Sak 6 c) Godkjenning av godtgjørelse til revisor

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"Revisors honorar som angitt i note 5 til årsregnskapet for 2021 godkjennes."

Sak 7. Fullmakt til kjøp av egne aksjer

Styrets forslag om å gi styret fullmakt til å erverve egne aksjer ble gjennomgått.

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"Styret gis fullmakt til på vegne av Selskapet å kjøpe Selskapets egne aksjer, og til å eie egne aksjer innen allmennaksjelovens grenser. Det maksimale antall aksjer som kan erverves skal ikke



overstige en samlet pålydende verdi på NOK 192 000 (tilsvarende ca. 9,96% av Selskapets aksjekapital).

Fullmakten gis for tidsrommet frem til ordinære generalforsamling i 2023, og senest frem til 30. juni 2023.

Prisen pr. aksje som Selskapet kan betale for aksjer som erverves i henhold til denne fullmakten skal ikke være lavere enn aksjenes pålydende og ikke høyere enn NOK 350. Ved eventuelle endringer i aksjenes pålydende gjennom aksjesplitt eller aksjespleis skal prisen Selskapet kan betale for aksjene justeres tilsvarende.

Styret står fritt med hensyn til på hvilke måter erverv eller avhendelse av aksjer kan skje, herunder ved en eller flere transaksjoner gjennom handel på Oslo Børs. Aksjene vil kunne benyttes til de formål som Selskapets styre finner formålstjenlig."

Sak 8. Fullmakt til å forhøye Selskapets aksjekapital

Styrets forslag om å gi styret fullmakt til å forhøye Selskapets aksjekapital ble gjennomgått.

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"Styret gis fullmakt i henhold til allmennaksjeloven § 10-14 til å forhøye aksjekapitalen med inntil NOK 192 000 ved å utstede inntil 19 200 000 aksjer i Nordic Semiconductor ASA pålydende NOK 0,01. Aksjeeiernes fortrinnsrett til tegning etter allmennaksjeloven §10-4 skal kunne fravikes.

Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2023, og senest frem til 30. juni 2023. Fullmakten gjelder både innskudd i penger og vederlag i annet enn penger. Styrefullmakten omfatter utstedelse av aksjer i forbindelse med fusjon.

Tegningsvilkårene fastsettes etter nærmere beslutning av Selskapets styre.

Ved eventuelle endringer i Selskapets aksjekapital eller antall aksjer, som følge av aksjesplitt, aksjespleis, kapitalforhøyelse, kapitalnedsettelse, fisjon, fusjon eller lignende, skal fullmakten justeres med hensyn til kurs og antall aksjer i henhold til prinsippene for kontraksjusteringer ved kapitalendringer i Oslo Børs derivatregler, dog slik at justeringen ikke kan skje i strid med allmennaksjelovens ramme for det totale antall aksjer som kan utstedes etter styrefullmakter.

Styret har fullmakt til å endre Selskapets vedtekter § 5 for å reflektere ny aksjekapital i Selskapet etter bruk av fullmakten."

Sak 9. Valg av aksjonærvalgte medlemmer til styret

Valgkomiteens forslag om valg av styremedlemmer ble gjennomgått.

Valgkomitéens leder, Viggo Leisner, presenterte Valgkomitéens anbefalinger. Viggo Leisner informerte, på vegne av Valgkomitéen, om Valgkomitéens innstilling til at generalforsamlingen ved Selskapets ordinære generalforsamling i 2023 kan vurdere hvorvidt styret skal bestå av fem eller syv aksjonærvalgte styremedlemmer.

Sak 9.1 a)

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"I samsvar med valgkomiteens forslag velges følgende person som aksjonærvalgt styremedlem for en valgperiode på ett år frem til Selskapets ordinære generalforsamling i 2023:



Birger Kristian Steen, styreleder (gjenvalg)".

Sak 9.1 b)

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"I samsvar med valgkomiteens forslag velges følgende person som aksjonærvalgt styremedlem for en valgperiode på ett år frem til Selskapets ordinære generalforsamling i 2023:

Jan Frykhammar (gjenvalg)".

Sak 9.1 c)

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"I samsvar med valgkomiteens forslag velges følgende person som aksjonærvalgt styremedlem for en valgperiode på ett år frem til Selskapets ordinære generalforsamling i 2023:

Anita Huun (gjenvalg)".

Sak 9.1 d)

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"I samsvar med valgkomiteens forslag velges følgende person som aksjonærvalgt styremedlem for en valgperiode på ett år frem til Selskapets ordinære generalforsamling i 2023:

Endre Holen (gjenvalg)".

Sak 9.1 e)

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"I samsvar med valgkomiteens forslag velges følgende person som aksjonærvalgt styremedlem for en valgperiode på ett år frem til Selskapets ordinære generalforsamling i 2023:

Inger Berg Ørstavik (gjenvalg)".

Sak 9.1 f)

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"I samsvar med valgkomiteens forslag velges følgende person som aksjonærvalgt styremedlem for en valgperiode på ett år frem til Selskapets ordinære generalforsamling i 2023:

Øyvind Birkens (gjenvalg)".

Sak 9.1 g)

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:



"I samsvar med valgkomiteens forslag velges følgende person som aksjonærvalgt styremedlem for en valgperiode på ett år frem til Selskapets ordinære generalforsamling i 2023:

Annastiina Hintsa (gjenvalg)".

Sak 10. Valg av medlemmer til valgkomitéen

Styrets forslag om valg av medlemmer til valgkomiteen ble gjennomgått.

Sak 10 a)

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"I samsvar med styrets forslag velges følgende personer som medlemmer av valgkomiteen for en valgperiode på ett år frem til Selskapets ordinære generalforsamling i 2023:

Viggo Leisner (leder) (gjenvalg)".

Sak 10 b)

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"I samsvar med styrets forslag velges følgende personer som medlemmer av valgkomiteen for en valgperiode på ett år frem til Selskapets ordinære generalforsamling i 2023

Eivind Lotsberg(gjenvalg)".

Sak 10 c)

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"I samsvar med styrets forslag velges følgende personer som medlemmer av valgkomiteen for en valgperiode på ett år frem til Selskapets ordinære generalforsamling i 2023

Fredrik Thoresen (nyvalg)".

Sak 11. Veiledende avstemning for Styrets godtgjørelsesrapport for 2021

Styrets godtgjørelsesrapport ble presentert.

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"Generalforsamlingen støtter Styrets godtgjørelsesrapport for 2021."

Sak 12. Godkjenning av styrets erklæring om fastsettelse av lønn og annen godtgjørelse (Guidelines and Policy for Remuneration of Senior Executives) til ledende ansatte, herunder godkjenning av den langsiktige incentivordningen for alle ansatte (12.1)

Styrets forslag til kompensasjon til administrerende direktør og ledende ansatte ble presentert.

Pål Elstad informerte på vegne av styret i Selskapet om at styret foreslår at antall bundne aksjer (Restricted Stock Units) som kan utstedes til alle ansatte i 2022 kan være inntil 550 000 bundne aksjer



og ikke 400 000 bundne aksjer som angitt på side 5 i styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte.

Sak 12 – Godkjenning av styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte

Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"Generalforsamlingen godkjenner styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte."

Sak 12.1 – Godkjenning av den langsiktig aksjebaserte incentivordningen (LTI) for alle ansatte

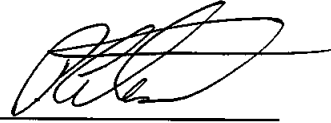
Generalforsamlingen fattet følgende vedtak med stemmer som angitt i Vedlegg 2:

"Generalforsamlingen godkjenner styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte med hensyn til langsiktige aksjebaserte incentiver for alle ansatte."

Det forelå ingen andre saker til behandling og den ordinære generalforsamlingen ble deretter hevet.

Oslo, den 28. april 2022


Kine-Elena Reigstad


Pål Elstad



Vedlegg 1

Attendance Details

Meeting: **Nordic Semiconductor ASA, AGM**
torsdag 28. april 2022

	<u>Attendees</u>	<u>Votes</u>	
Shareholder	9	19 513	
Chair of the Board WITH PROXY	1	2 991 423	
Chair of the Board WITH INSTRUCTIONS	1	38 461 165	
ADVANCE VOTES	1	21 205 314	
Total	12	62 677 415	
Shareholder	9	19 513	
		<u>Votes</u>	<u>Representing / Accompanying</u>
BORGEN, BJØRN SIGURD		2 360	BORGEN, BJØRN SIGURD
BRAA, JOAKIM		836	BRAA, JOAKIM
HUUN, ANITA		11 854	HUUN, ANITA
LIENG, TROND ERLING		361	LIENG, TROND ERLING
LILJEDAHL, OLE-CHRISTIAN JOHANSEN		107	LILJEDAHL, OLE-CHRISTIAN JOHANSEN
RØSTE, KETIL		2 000	RØSTE, KETIL
SUNDLAND, GEIR		150	SUNDLAND, GEIR
TCK INVEST AS		300	TCK INVEST AS
ZIVANOVIC, MILOS		1 545	ZIVANOVIC, MILOS
Chair of the Board WITH PROXY	1	2 991 423	
		<u>Votes</u>	<u>Representing / Accompanying</u>
Chair of the Board WITH PROXY		50	NARUM, HEGE KRISTIN
		50	KYTE, MÅRTEN BERTIL
		50	KRISTIANSEN, ODDVAR JOHAN
		15	DE LANGE, TRULS
		40	GJEVRE, KETIL
		33	PEDERSEN, ÅDNE GRØNVIK
		20	MARKEN, MONICA OLSEN
		15	NEDRELID, OLAV ARNE
		10	STRAND, KIM ENGAN
		6	HEFTE, ARVID
		152 000	AKB AS
		112 000	AGMABLY AS
		112 000	JJB AS
		1 620 000	SONGA CAPITAL AS
		483	STÅHLBRAND, PER ERIC HJALMAR
		1 150	BJARK, TRYGVE
		47 555	VERDIPAPIRFONDET EIKA BALANSERT
		80 000	ALTEA PROPERTY DEVELOPMENT AS
		1 000	SKUM, NILS ANDERS MATHISEN
		37 874	VERDIPAPIRFONDET EIKA ALPHA
		900	HAGNES, STEIN-INGE Johansen, Lars Roar
		600	ØLMHEIM, JAN CHRISTIAN
		450	RIENKS, PETER
		462 130	VERDIPAPIRFONDET EIKA SPAR
		390	RØYSET, LILLIAN
		360 342	VERDIPAPIRFONDET EIKA NORGE
		300	RASA CAPITAL AS
		300	SHV INVEST AS
		281	HOTRA AS
		275	SÆTHER, VIDAR
		234	FOLDØY, JOHAN
		210	GRØNVOLD, TROND ARILD
		200	RØNNVALL, STIG PER-OLE
		200	TRAN, UY
		80	ØYE, TOVE LISE
		70	KVÆRNØ, KIRSTI BEATE
		110	BACHA, JOACHIM ALEXANDER NALEY
		2 991 423	
Chair of the Board WITH INSTRUC	1	38 461 165	
		<u>Votes</u>	<u>Representing / Accompanying</u>



Chair of the Board WITH INSTRUCTIONS	430	FULCRUM DIVERSIFIED ABSO RET FU
	9 510	FULCRUM UCITS SICAV
	66 897	GENERAL ORG FOR SOC INSURANCE
	66 968	GRANDEUR PEAK GLOB STALWARTS FU
	647 419	GRANDEUR PEAK INT STALWARTS F
	87 744	GRANDEUR PEAK INT STALWARTS LP
	76 983	GRANDEUR PEAK INTERN OPPORT FUND
Chair of the Board WITH INSTRUCTIONS	110 000	HANDELSBANKEN EUR INDEX CRITERIA
	15 000	HANDELSBANKEN GLO INDEX CRITERIA
	16 000	HANDELSBANKEN GLOBAL MOMENTUM
	130 000	HANDELSBANKEN NORDEN INDEX
	90 000	HANDELSBANKEN NORDEN TEMA
	225 323	HANDELSBANKEN NORDISKA SMABOLAG
	60 286	HANDELSBANKEN NORGE INDEX
	143 003	HANDELSBANKEN NORGE_TEMA
	21 268	HEALTHCARE EMPLOYEES PENSION PLAN
	43 713	HEPTAGON FUND ICAV
	351 925	LYXOR RUSSELL 1000 GROW UCITS ETF
	5 972	LYXOR UCITS ETF PEA SP 500
	2 154	MANAGED PENSION FUNDS LIMITED
	3 364	MARYLAND STATE RETIREMENT + PENSIO
	8 517	MARYLAND STATE RETIREMENT + PENSIO
	5 940	MAS BAN JAP 400045887 11-3
	88 714	MAS BAN OF JAP FO MTBJ400045828 11
	1 138	MERCER PAS SUSTAI INTERNL SHA FU
	2 674	MERCER QIF CCF
	24 597	MERCER QIF CCF
	13 610	MERCER QIF FUND PLC
	20 200	MERCER UCITS CMMN CONTRACTUAL FUND
	6 430	MERIAN EUROPEAN EQUITY (EX UK) FU
	763	NFS LIMITED
	16 762	Nordic Small Cap
	171 745	ODDO BHF UCITS
	115 844	OLD MUTUAL GLOBAL EQUITY FUND
	584	OMNIS PORTF INVESTM ICVC-OMNIS DIV
	715	P AND P FARMS INC
	116	PF INVESTORS LLC
	1 515	PUBL EMPL RET ASS OF NEW MEXICO
	224 500	REGIME DE RETRA DE L'UNI DE MONT
	53 600	RIVERTREE EQUITY SMALL AND MID CAP
	1 800	SCOTIA INT EQ INDEX TRACKER ETF
	290	SCOTIA INTERNATIONAL EQ IND FU
	72	SCOTIA RESPON INVEST INTER EQ IND
	3 008	SEB ACTIVE 20
	6 362	SEB ACTIVE 30
	11 652	SEB ACTIVE 55
	9 155	SEB ACTIVE 80
	1 925	SG BLACKROCK FLEXIBLE ISR
	3 300	SJOITUSRAHASTO UB EUROOPPA AI
	116	SILK PARTNERS LP
	9 192 609	SMALLCAP WORLD FUND INC
	269	SPDR BLOOMBERG SASB DEVELOPED MAR
	3 092	SPDR PORTFOLIO EUROPE ETF
	676	SPDR SP WORLD EX AUSTRALIA FUND
	19 660	SSGA SPDR ETFS EUROPE II PLC
	21 000	SSGA SPDR ETFS EUROPE II PUBLIC LI
	692	STATE ST IRELAND UNIT TRUST
	2 623	STATE STREET GLOBAL ADV LUX SICAV
	316 428	STATE STREET GLOBAL ADVISORS TRUST
	103 560	STATE STREET GLOBAL ADVISORS TRUST
	27 233	STATE STREET GLOBAL ALL CAP
	3 898	STATE STREET MSCI ACWI EX USA IMI
	75 936	STATE STREET MSCI EAFE SMALL CAP
	5 807	STICHTING ING CDC PENSIOENFONDS
	1 870	STICHTING NN CDC PENSIOENFONDS
	5 447	STICHTING PENSIOENFONDS VOOR HUISA
	1 500	SYMMETRY US EQUITY FUND
	9 760	TD GL TECH LEAD INDEX ETF
	7 838	TD INTERNATIONAL EQUITY INDEX ETF
	107 690	TEACHERS' RETIREMENT SYSTEM OF THE
	356 716	TENNESSEE CONSOL RETIR SYSTEM
	7 777	THE BOARD OF THE PEN PROTECTION FU
	8 135	THE METHODIST HOSPITAL
	38 387	THE REGENTS OF THE UNIVERSITY OF C
	95 744	THE REGENTS OF THE UNIVERSITY OF C
	25 658	THE STATE OF CONNECTICUT ACT
	2 673	TM FULCRUM DIVE ABSOLUTE RETU FU



Chair of the Board WITH INSTRUCTIONS

5 500	UFCW UNIA	PARTIC FOOD INDU EMPL
2 768	UNIVERSITIES	SUPERANNUATION SCHEME
150 000	VARMA MUTUAL	PENSION INSURANCE COM
2 630	WASHINGTON STATE	INVESTMENT BOARD
55 918	WASHINGTON STATE	INVESTMENT BOARD
132 500	WEST YORKSHIRE	PENSION FUND
1 017	WESTPAC WHOLESALE	INTEL SHA N 3 TR
751	WHEELS COMMON	INVESTMENT FUND
116 761	XTRACKERS	
11 706	XTRACKERS (IE)	PUBLIC LIMIT COMPAN
23 621	CBNY-CHARLES SCHWAB	FBO CUSTOMERS
220 231	OLD MUTUAL GLOB	INV SERIES PL
5 230	LEGAL AND GENERAL	ASSURANCE/PMC EU
4 860	LEGAL AND GENERAL	ASSURANCE/EUR (E
11 305	LEGAL AND GENERAL	ASSURANCE/FTSE A
4 106	PMC RAFI MULTI-FACT	DEV EQ IX(9767
22 993	L&G PMC FUTURE	WORLD FUND (2099)
255 571	LEGAL AND GENERAL	ASSURANCE (PENSI
58 332	PMC FUT WLD EUR	EX UK EQ IX(9743)
13 077	WORTH VENTURE	PARTNERS,LLC (COBIA)
1 496 899	VPF DNB AM	NORSKE AKSJER
93 809	VERDIPAPIRFONDET	KLP AKSJENORDEN I
79 746	VERDIPAPIRFONDET	DNB NORGE PENSJON
1 394 984	VERDIPAPIRFONDET	DNB NORGE
67 360	VERDIPAPIRFONDET	DNB NORDEN INDEKS
57 724	VERDIPAPIRFONDET	STOREBRAND VEKST
47 100	VERDIPAPIRFONDET	NORDEA NORWEGIAN
32 037	VERDIPAPIRFONDET	STOREBRAND AKSJE
959 398	VERDIPAPIRFONDET	KLP AKSJENORGE
27 065	VERDIPAPIRFONDET	DELPHI KOMBINASJO
761 537	VERDIPAPIRFONDET	STOREBRAND INDEKS
980 709	VERDIPAPIRFONDET	DNB NORGE INDEKS
29 613	VERDIPAPIRFONDET	KLP AKSJEGLOBAL S
849 929	VERDIPAPIRFONDET	ALFRED BERG NORGE
781 108	VERDIPAPIRFONDET	ALFRED BERG AKTIV
16 989	VERDIPAPIRFONDET	DNB BARNEFOND
659 323	KOMMUNAL LANDSPENSJONSKASSE	GJENSI
509 855	EQUINOR PENSJON	
184	KROGH, BRITT HELENE	VON
515 000	VERDIPAPIRFONDET	ALFRED BERG NORGE
457 214	VERDIPAPIRFONDET	ALFRED BERG INDEK
418 054	VERDIPAPIRFONDET	EQUINOR AKSJER NO
410 593	VPF NORGE SELEKTIV	
32 000	HERALD INVESTMENT	FUND PLC
1 260 000	HERALD INVESTMENT	TRUST PLC
93 136	HSBC-SSB EUROPE	EX UK EQUITY TRACK
36 040	IAM NATIONAL	PENSION FUND
24 908	IBM 401(K)	
6 536	INTERNATIONAL	MONETARY FUND
226 228	INVESTERI DANSKE	INVE IND NORW RES
122 576	INVESTERIN DANSKE	INVE SEL NOR AKT
67 885	INVESTERING PRO	INV AFDE DANI PEN
64 534	JUPITER MERIAN	GLOBAL EQUITY FUND
600 513	KABOUTER	INTERNATIONAL INSIGHT
4 951	KAISER FOUNDATION	HOSPITALS
7 588	KAISER PERMANENTE	GROUP TRUST
85 000	LANNEBO TEKNIK	SMABOLAG
85 000	LBBW Asset Manag	Investmen mbH
642	LEG a GEN FUT WOR	CLIM CH EQ FAC I
620	LEG a GEN FUT WOR	ESG EUR EX UK IN
3 187	LEG A GENE FUT WOR	ESG DEVE IND FU
19 475	LEGA GEN GLOB	TECH INDEX TUR
6 749	LEGAL & GENERAL	CCF
374	LEGAL & GENERAL	ICAV
72 405	LEGAL and GEN	EUROPEAN INDEX TRUST
646	LEGAL and GEN	GLOL EQ INDEX FD
4 414	LEGAL AND GEN	UCITS ETF PLC
22 400	LGPS CENT	AUTHORISED CONT SCHEME
246 219	LOS ANGELES CITY	EMPLOYEES RETIRE
59 153	LYX UCITS ETF	PEA DJ IND AV
45 435	LYX UCITS ETF	PEA MSCI E MA
1 066	Lyxor 1 STOXX	Eur 600 ESG DR UC ETF
87 786	LYXOR ASIA	PACIFIC EX JAPAN
166 532	LYXOR CAC 40	DAILY -1X INVERSE UCI
139 407	LYXOR CAC 40	DAILY -2X INVE UCI ET
58 591	LYXOR EUR	STOXX 50 DAILY
527 145	LYXOR NASDAQ-100	DAILY



Chair of the Board WITH INSTRUCTIONS

4 000	VERDIPAPIRFONDET EQUINOR AKSJER EU
252 991	VERDIPAPIRFONDET DNB OBX
243 246	NÆRINGSLIVETS HOVEDORGANISASJON
2 079 252	VERDIPAPIRFONDET ALFRED BERG GAMBA
9 301	VERDIPAPIRFONDET DELPHI NORDIC
159 782	VERDIPAPIRFONDET STOREBRAND NORGE
123 241	VERDIPAPIRFONDET DELPHI NORGE
2 236 118	VERDIPAPIRFONDET KLP AKSJENORGE IN
135 128	EQUINOR INSURANCE AS
130 231	VERDIPAPIRFONDET DNB NORDEN
863 007	VERDIPAPIRFONDET DNB TEKNOLOGI
100 000	VERDIPAPIRFONDET FONDSFINANS NORGE
46 321	VERDIPAPIRFONDET DELPHI EUROPE
73 922	COBIA CAPITALMASTER FUNDLP
36 828	COBIA EMERGINGMANAGER
9 906	50:50 GLOBAL EQUITY INDEX FD
2 887	60:40 GLOBAL EQUITY INDX FD
24 211	AA Fortis Actions Petit cap Europe
1 258	ABU DHABI PENSION FUND
1 892	AI 30:70 GbEq Currency Hedg Ind Fd
16 011	AI Continental European Equity Ind
22 013	AI Developed European ex UK Equity
5 415	AI Developed World exUK Eq Ind Fnd
3 134	AIB GROUP IRISH PENSION SCHEME
22 389	ALASKA PERMANENT FUND CORP
13 800	ALFRED BERG NORDIC SMALL CAP ESG
20	Allan Medwick
52 385	ALPHA ARCHITECT INTERNATIONAL QUAN
1 091 176	AMER FDS INSR SR GLBL SM CPTL FD
3	AMUNDI ETF MSCI EUROPE ENERGY
87 486	AMUNDI ETF PEA NASDAQ-100 UCIT
116 492	AMUNDI MSCI INDIA
338	AMUNDI PRIME EUROPE - UCITS ETF DR
3 742	AMUNDI PRIME GLOBAL - UCITS ETF DR
2 899	AMUNDI STOXX EUROPE 600
5 643	APOSTLE PEOPLE AND PLANET DIVERSIF
488	ARERO - DER WELTFONDS - NACHHALTIG
20 539	AUSTRALIAN RETIREMENT TRUST
148	Aviva Life Pensions UK
6 713	AVIVA LIFE PENSIONS UK LIMITED
30 101	AVIVA LIFE PENSIONS UK LIMITED
846	Aviva Life Pensions UK LTD
104 172	BNP PARIBAS FUN - EUROPE SMALL CAP
26 000	BNP PARIBAS FUN - NORDIC SMALL CAP
8 596	BNZ Wholesale Internatio Eq Ind Fu
165 459	BUFFALO INTERNATIONAL FUND
30 546	CAISSE DES DEPOTS ET CONSIGNATIONS
16 000	CAPITAL INTERNATIONAL FUND
14 974	CARDIF BNPP IP SMID CAP EUROPE
50 551	CATHOLIC RESPO INVEST INTERNA EQ
5 209	CEN PF OF THE INT UNION OF OPERAT
6 422	CITY OF PHILADELPHIA PUBLIC EML
8 839	CNP ASSUR SMID CAP EUROPE
10 559	COLLEGE RETIREMENT EQUITIES FUND
364	CRAIG
276 467	DANICA PENS LIVSFORSIKRINGSAKTIES
189	DEVELOPED INTERN EQ SELECT ETF
222 138	DNB FUND TECHNOLOGY
42 708	DNB FUND TMT ABSOLUTE RETURN
5 643	DWS INVEST SA4ARERO DER WELTFONDS
350	EDWARD D JONES AND CO. LP AC
44 674	ERS PUBLIC EQUITY EMERGING MANAGER
20 140	ETFMG VIDEO GAME TECH ETF
7 557	FAMILY INVESTMENTS CHILD TRUST FUN
21 776	FONDS DE RESERVE POUR LES RETRAITE
38 461 165	

ADVANCE VOTES

1

21 205 314

ADVANCE VOTE

<u>Votes</u>	<u>Representing / Accompanying</u>
41	Molund, Espen Bernhard
40	BEDIN, KJELL
50	FAGERHEIM, ERIK RENÉ LARSEN
60	REBBESTAD, HELGE STIG
37	MYHRE, THOMAS SANDVIK
34	HAUG, ØYSTEIN



ADVANCE VOTE

30	ØLVESTVEIT, ANDREAS
20	FTR INVEST AS
20	SKJOLDHEIM, ROALD
20	Stordal, Jarle
14	STRANDENÆS, CHRISTIAN FREDRIK ØSTERBY
2 200	LUND, HÅVARD
68	HAGESTAD, OLE CHRISTIAN
7	GJØRVAD, DAG ERIK REFSHAL
3	MEHUS, TORILL CECILIE
1	FAAL, TRYGVE MAJAW
500	AQUILIZAN, JOHN CHRISTIAN
405	ØZBEY, BELGIN
1 070	DARADICS, KATALIN
920	HAUGEN, ERLING
750	MOCK, ALEXANDER
654	STEWART, ERIK GORDON
21 189 770	FOLKETRYGDFONDET
1 000	STUBØ, ERIK
500	BYE, EMIL TAYLOR
192	SAURE, DAN BØRGE
237	ØREN, MAD S ANDNESAUNET
204	MELAND, TOR ERIK
200	MOTLAND, EIVIND
200	NIKOLAISEN, JELENA
170	HEMPEL, ANNA-KARIN SOFIA
163	KOSARIFAR, MAZIAR
5 200	WANG, BING
140	HAUGMOEN, LASSE HJELTNES
132	HENRIKSEN, MATS HEGDAHL
70	GREGGER, STEIN
62	HALVORSEN, KRISTIAN SIGURD
	CASTELLO, PER VINTHER
130	KOLLE, STEIN OLAV

21 205 314



Vedlegg 2

NORDIC SEMICONDUCTOR ASA GENERAL MEETING 28 APRIL 2022

Som registreringsansvarlig for avstemningen på generalforsamlingen avholdt 28 April 2022, bekreftes det at avstemming er korrekt angitt som følger:-

Totalt antall stemmeberettigede aksjer: 190 962 563

	STEMMER FOR / FOR	%	STEMMER MOT / AGAINST	%	STEMMER AVSTÅR / ABSTAIN	STEMMER TOTALT	% AV STEMMEBERETTIG KAPITAL AVGITT	IKKE AVGITT STEMME I MØTET
2	62 668 668	99,99	5 564	0,01	34	62 674 266	32,82 %	3 149
3	62 669 804	99,99	5 564	0,01	34	62 675 402	32,82 %	2 013
4	62 669 804	99,99	5 564	0,01	34	62 675 402	32,82 %	2 013
6a	49 687 606	79,28	12 985 432	20,72	3 909	62 676 947	32,82 %	468
6b	62 667 154	99,99	5 824	0,01	3 969	62 676 947	32,82 %	468
6c	62 619 650	99,91	56 298	0,09	999	62 676 947	32,82 %	468
7	62 422 441	99,67	205 695	0,33	48 811	62 676 947	32,82 %	468
8	62 469 655	99,67	207 258	0,33	34	62 676 947	32,82 %	468
9a	60 672 753	97,01	1 870 962	2,99	133 232	62 676 947	32,82 %	468
9b	48 540 477	77,45	14 135 738	22,55	732	62 676 947	32,82 %	468
9c	62 670 651	99,99	5 564	0,01	732	62 676 947	32,82 %	468
9d	62 041 294	98,99	634 921	1,01	732	62 676 947	32,82 %	468
9e	62 670 651	99,99	5 564	0,01	732	62 676 947	32,82 %	468
9f	62 670 651	99,99	5 564	0,01	732	62 676 947	32,82 %	468
9g	62 670 651	99,99	5 564	0,01	732	62 676 947	32,82 %	468
10a	62 490 169	99,78	138 489	0,22	48 289	62 676 947	32,82 %	468
10b	62 490 189	99,78	138 469	0,22	48 289	62 676 947	32,82 %	468
10c	62 490 189	99,78	138 469	0,22	48 289	62 676 947	32,82 %	468
11	59 450 294	95,06	3 091 106	4,94	135 547	62 676 947	32,82 %	468
12	61 703 009	98,66	838 411	1,34	135 527	62 676 947	32,82 %	468
12.1	61 058 654	97,42	1 617 616	2,58	677	62 676 947	32,82 %	468

Jostein Aspelien Engh
DNB Bank ASA
Issuer Services



ANNUAL REPORT 2021



NORDIC
SEMICONDUCTOR



Content

3		This is Nordic
4		Message from the CEO
8		Report from the Board of Directors
26		Financial Statements
74		Declaration to the Annual Report
76		Standards of Corporate Governance
83		Auditor Opinion Letter
88		Board of Directors
92		Executive Management
95		Alternative Performance Measures (APM)
97		Environmental, Social and Governance
100		Our ESG foundation
113		Environmental perspectives
122		Social perspectives
133		Governance perspectives



This is Nordic

Nordic Semiconductor (“Nordic” or “the Group”) is a Norwegian fabless semiconductor company specializing in wireless communication technology that powers the Internet of Things (IoT).

The company was established in 1983 in Trondheim, Norway, and has offices across the globe. Nordic’s award-winning *Bluetooth®* Low Energy (*Bluetooth* LE) solutions pioneered ultra-low power wireless technology, making Nordic the market leader in short range IoT. The technology range is supplemented by proprietary, ANT+, Thread, Zigbee, and in 2018 the low power, compact LTE-M/NB-IoT cellular IoT solution was launched, extending Nordic’s presence in the IoT market. The product portfolio was further complemented by the expansion into Wi-Fi technology in 2020.

Nordic built its reputation on supplying cutting-edge wireless technologies supported by development tools that minimize RF complexity, allowing anyone with a bright idea to build solutions based on the IoT platform. Today, these award-winning, high-performing, easy to design with Bluetooth LE solutions are used by the world’s leading brands in a variety of products, including wireless PC peripherals, gaming, sports and fitness, mobile phone accessories, consumer electronics, toys, healthcare, and automation. Nordic is a member of the ANT+ Alliance, Bluetooth SIG, Thread Group, Zigbee Alliance, Wi-Fi Alliance, and GSMA.

Multiprotocol solutions ensure that companies benefit from compatibility advancement across different standards. As a host of technology players focus on open connectivity platforms, rather than the legacy one-to-one product to accessory model,

multiprotocol solutions become the standard. This new way of looking at connectivity is creating a wave of product innovation driven by a wide range of companies, from early stage start-ups, to established market leading companies. And right at the heart of it, lies a Nordic System on Chip.

IoT relies on short-range connectivity and long-range cellular IoT. The nRF91® Series, which was launched towards the end of 2018, is Nordic’s first family of low power devices for cellular IoT. Nordic’s solution has integrated LTE-M, NB-IoT, GPS functionality, RF Front End, and power management into a very small System in Package (SiP), under the highest security standards and with significantly higher energy-efficiency than any comparable products on the market. The cellular IoT market is still in the early stages of the commercialization phase, with Nordic measuring its success in the number of telecom operator certifications, development kit shipments, and customer pilot projects.

Nordic completed the acquisition of Imagination Technologies at the end of 2020 which included Wi-Fi assets, IP, and a Wi-Fi development team. The synergies between this team’s unique expertise and Nordic’s low power DNA philosophy will strengthen the future product portfolio with the goal of becoming the undisputed global leader of IoT connectivity.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | MESSAGE FROM THE CEO

Message from the CEO

2021 was a year of contrast for Nordic Semiconductor. On one hand, we saw continued strong demand in most of our markets, with increasing demand for both consumer and industrial applications, and from both tier-1 customers and the broad market. On the other hand, our growth opportunity was capped by the global wafer shortage. Revenue increased by 51% to USD 611 million, although product demand indicates this could have been significantly higher without the supply constraints. As a result, our order backlog more than tripled in 2021 to almost USD 1.7 billion.

2021 continued to put strains on the organization, with Covid-19 travel restrictions, mandatory home office for parts of the year, and logistics challenges in many industries and geographical regions. Nevertheless, we stayed fully operational in the second year of the pandemic and handled the higher business volumes and continued logistics challenges. We also continued growing our competence base and capabilities. We onboarded around 300 new employees during the year – including a fully-fledged Wi-Fi team – and expanded our workforce to almost 1,200 people globally. This was quite an achievement, and I want to take the opportunity to thank all our employees for their patience, stamina, and drive to make this happen. Working out of offices in 14 different countries, we have the kind of enthusiastic, inclusive, diverse, and ingenious culture required to attract and retain the top talents we need to succeed in our market. I would also like to thank our customers and partners for the continuing support, commitment and confidence during 2021.

In regards to our financial development, we saw growth and improvement across the board in 2021. Revenue growth of 51% to USD 611 million in addition to the 41% revenue growth in 2020, means we have more than doubled our revenue in just two years. I highlighted four main growth drivers in my CEO comment last year, and all of these remained firmly in place also through 2021.

Firstly, we see growing high-volume demand from major tier-1 customers such as the global platform companies. Secondly, we see the rapid growth in industrial IoT continuing, with logistics and assets tracking leading the way. Thirdly, fast technology adoption is disrupting the healthcare market. And finally, we see continued solid demand growth in the consumer electronic market, driven by home office solutions and gaming.



Bluetooth Low Energy revenue increased 59% to USD 503 million and now accounts for more than 80% of our total revenue, whereas proprietary revenue increased by 10% to USD 84 million. We also begin to see meaningful revenue in Cellular IoT, and although the technology is still in early commercial phase, the revenue almost tripled to USD 17 million last year.

These already strong growth figures could have been significantly higher without the wafer supply shortages and logistics bottlenecks in the semiconductor value chain. This is supported by our order backlog, which increased from less than USD 500 million at the end of 2020 to almost USD 1.7 billion at the end of 2021.



The strong demand trends give a positive indication for continued revenue growth. Back in 2019, we presented an ambitious goal to become a USD 1 billion revenue company in five years. Despite the current supply chain constraints, we used our Capital Markets Day in October 2021 to pull that target one year closer, to 2023.

We are a fabless semiconductor company, and our growth plans require increasing wafer deliveries from our foundry partners in Asia. However, committed wafer deliveries will enable solid revenue growth in 2022 and support our new 2023 revenue target.

In the current tight supply situation, we are laser-focused on helping our customers as best we can. Our own product allocation is a tough balancing act between the demands of large high-volume customers with long production schedules, and the demands of the many smaller broad market clients who might have one single product on the market. I believe we have handled the situation in a fair and balanced manner. Our top 10 Bluetooth low energy customers accounted for just under 40% of sales in both 2020 and 2021. We look forward to seeing the tight wafer supply ease up over time.

Looking ahead, we expect growth in large platform ecosystems and industrial IoT to continue, and also see IoT playing an increasingly important role in supporting sustainable economic development. We expect annual revenue growth of around 25% from 2023 through 2026, with an increasing share of the volume and revenue coming from new connectivity technologies and from new products, services, and applications.

Investing early in high growth opportunities is one of our strategic strong points. We have done just that with our investments into cellular IoT and next-generation Wi-Fi, and into power management and cloud services. These investments have significantly expanded our opportunity pipeline and broadened our market potential. Around 40% of our investments are in areas that account for around a combined 3% of our revenue. These areas will grow into a significantly higher share of revenue over the next five to ten years.

We will continue to grow, and we will do it profitably. Our gross margin has consistently stayed above 50% over the past couple of years, and our ambition is to maintain the gross margin above 50% going forward. With high revenue growth and increasing operational leverage, we have raised our long-term EBITDA-margin ambition from 20% to 25%.

As we grow, so does our responsibility for sustainability within the operational value chain, production, our business model, and our end-user markets. Sustainability has become an integral part of our strategy, our governance and reporting structures. For the first time, we are integrating our ESG report into the Annual Report.

I am proud to see that our work on the ESG aspect of our business is rated among the industry leading companies, as an ESG Industry Top-Rated company. This year our stock was also included among 400 constituents in the STOXX Global ESG Leaders Index.

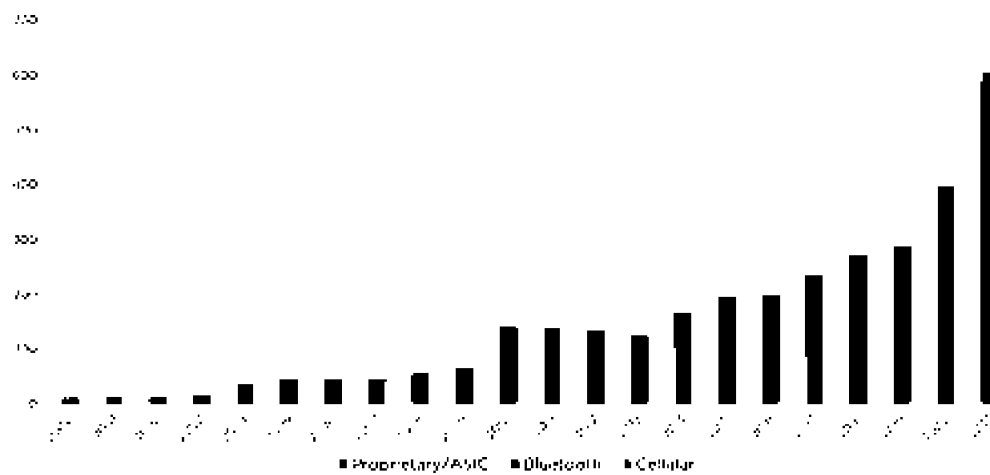


NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | MESSAGE FROM THE CEO

Following the annual targets of our renewable energy program, this year we have had a significant increase in renewable energy usage in both our operations and outsourced manufacturing processes. We continuously strive for achieving our targeted GHG emission reduction until reaching our ultimate goal which is for Nordic to be carbon neutral by 2030.

As the CEO of the company, I speak for all of us when I say we remain fully committed to the UN Sustainable Development Goals (SDGs), and we strongly believe that IoT has the potential to solve many of the environmental and societal challenges we face. We want to be a part of these solutions and believe sustainable business is good business.

Revenue (USD million)





NORDIC FACTS



64
WORKING STUDENTS
EVERY YEAR



≈ 1200
EMPLOYEES

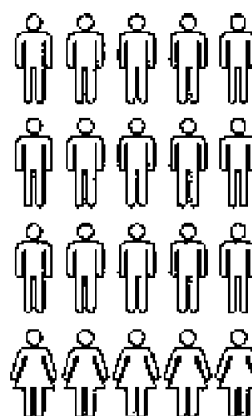
R&D	77%
SALES	9%
SUPPLY	6%
ADMIN	3%
PMT	2%
HR	2%
QUALITY	1%



56
nationalities
in



14
countries
world wide

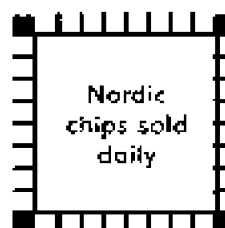


Male 86%
Female 14%

Established in **1983**
by four researchers from Trondheim



> 2.000.000



DATA VALID AS OF DECEMBER 2021



Report from the Board of Directors

Nordic reported solid revenue growth, improving gross margin, and significantly improved results in 2021. Strong product demand has created opportunities for increased growth, although delivery capabilities have been capped by the global wafer shortage. The strong demand gives confidence in Nordic's growth ambitions. The company has pulled its USD 1 billion revenue target one year closer to 2023 and outlined a revenue growth ambition of at least 25% annually in 2023-2026.

Group Overview

Nordic Semiconductor is a fabless semiconductor company designing, marketing, selling, and supporting hardware products and embedded software that enable wireless connectivity solutions.

Nordic's product offering includes integrated circuits (ICs), System on chips (SoCs), System in packages (SiPs), and software development kits (SDKs). The components for these products are manufactured, assembled, and packaged at world-class subcontractors in Asia, and distributed to branded electronics manufacturers through an extensive network of global and regional distribution partners.

Nordic Semiconductor is headquartered in Norway and now has offices in the US, China, Finland, Poland, UK, Germany, India, Singapore, Taiwan, the Philippines, Japan, South Korea, and Sweden.

Strategy and mission

Nordic's mission is to be a world-leading supplier of connectivity solutions. The company has ultra-low power proprietary, Bluetooth, and multiprotocol technologies for short-range connectivity, next-generation Wi-Fi technologies for medium-range connectivity, and cellular IoT technology for long-range connectivity. Nordic is one of a few companies aiming to offer all three of the world's most popular IoT technologies: Bluetooth, Wi-Fi, and cellular.

During 2021, the company also announced that it is a key contributor in the development of the new 5G wireless standard DECT-2020 NR.

Nordic's strategy for building globally leading and sustainable business is founded on a set of distinctive advantages:

- **Lead on connectivity** – ultra-low power and high performance at the right price
- **Excite developers** – ease of use, value added solutions, and strong tech support
- **Scalability** – proven scalability across technologies, markets, and customers
- **Customer engagement** – combining broad market and tier-1 engagement models
- **Employee engagement** – attracting and retaining world-class talent
- **Investing early** – willingness to invest in high-growth opportunities
- **High ambitions** – clear strategic roadmap to generate long-term profitable growth and value generation

Nordic has developed a market-leading position in the short-range connectivity space, with a broad portfolio of integrated circuits, systems, and solutions for a wide variety of applications. The company is in early commercial development of its cellular IoT products for long-range application, and in the pre-commercial development stage for Wi-Fi and DECT-2020 NR. Overall, the company shipped more than 700 million units in 2021, to a broad customer base ranging from single developers to global industry leading high-volume customers. To handle demand, it has been key to develop scalable solutions across technologies, markets, and customers.

To build and maintain a strong market position in this fast-paced and innovative market, it is crucial to engage developers. Nordic believes its world-leading developer support is a strong competitive advantage and keeps growing its 'DevZone' developer community. 'DevZone' now has around more than 100,000 users, and the company shipped more than 100,000 units of its reusable development kits during 2021.



It is equally important to be able to engage both broad market customers and large tier-1 clients. Nordic has built a market leading position for broad market customers ever since the introduction of Bluetooth Low Energy products in 2012. At the same time, the company has also worked diligently to establish strong customer relationships with tier-1 customers like major global platform companies. We are seeing the return on this in the form of strong demand growth over the past couple of years.

The end-user markets for Nordic's products include both consumer products and an increasing variety of industrial applications. The bulk of the company's products have historically found their way into consumer electronics, which remains the single largest end-user market today. All end-user markets contributed to the revenue growth in 2021, although the highest growth was found in the Building/Retail segment, led by innovative products in logistics and asset tracking. The company also sees high growth in the Healthcare segment, where fast technology adoption holds the potential to disrupt traditional methods for drug monitoring and drug delivery.

Revenue increased by 51% in 2021, and 41% in 2020, meaning revenue has more than doubled in just two years. The order backlog increased to USD 1.7 billion from around USD 500 million at the end of 2020. This reflects both strong product demand but also illustrates that the current global wafer shortage is capping the company's product delivery capabilities.

Strong growth requires continuous organizational development and expansion of Nordic's competence and capabilities across all business competencies. Nordic had 1,197 employees at the end of the year, of which 926 were in R&D, 137 in sales and marketing, and 72 in supply chain management. This was an increase of 22%, or 33% including the onboarding of the Wi-Fi team acquired at the very end of 2020, of 80 people. Overall, the company has increased a global workforce by more than 50% during a global pandemic. Growing at such a pace in this environment has been demanding for the organization.

Operational review

Supply chain constraints

Nordic's main commercial products are Bluetooth and multiprotocol System on chips (SoCs), providing short-range connectivity, and System in packages (SiPs), providing connectivity on long-range LTE-M and NB-IoT cellular networks. As a fabless semiconductor company, Nordic has these products manufactured and assembled at subcontractors in Asia and delivered to customers by global and regional distributor partners. As described in the interim reports during the year, the shortage of capacity forced Nordic's main wafer supplier to cap the allocation of wafers in 2021, which in turn has affected Nordic delivery capabilities.

Nordic has worked relentlessly to help its customers manage the challenges this has created, both by trying to secure additional wafers and by pulling in wafers from subsequent quarters to allow for early delivery. Overall, Nordic shipped around 700 million products in 2021, which was an increase of 40 percent from 2020.

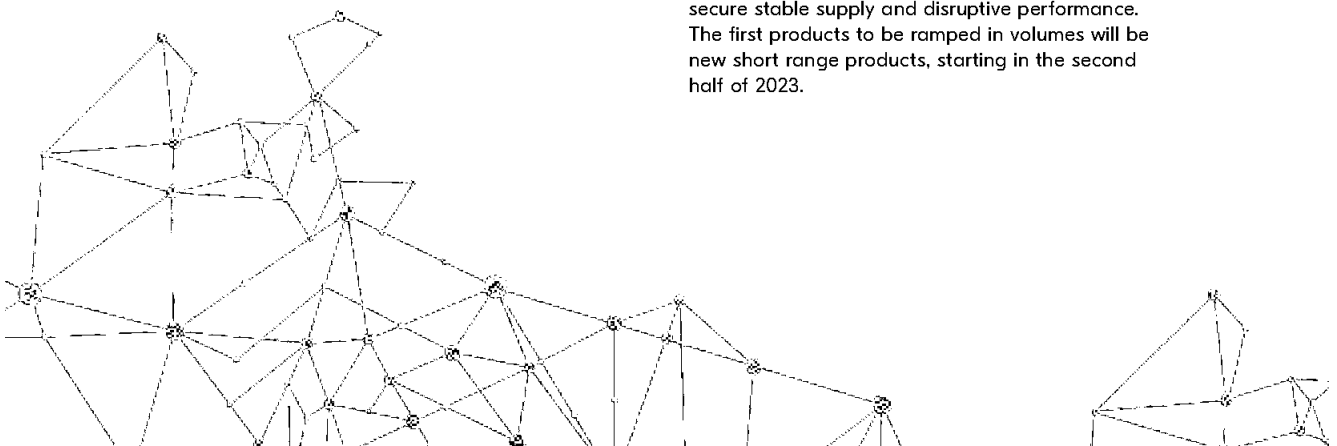
Nordic's own backend production capacity and in-house testing capabilities have been sufficient to meet the higher volumes, following investments in additional testing equipment and component inventory buffers in both 2020 and 2021.

The strained situation in the semiconductor value chain will continue in 2022. However, Nordic expects that wafer allocations will enable Nordic to generate 2022 revenues that put the company on track for its 2023 target of USD 1 billion in revenue.

New technology platform

The company is progressing well with a development program for a new cross technology platform, which will make sure the company maintains the lead on connectivity and delivers the type of features and performance that future IoT solutions will require. This is a multi-year endeavor involving large teams on multiple sites, and carried out in cooperation with leading customers.

In the transition to new platforms, Nordic will use leading process technologies optimized for IoT to secure stable supply and disruptive performance. The first products to be ramped in volumes will be new short range products, starting in the second half of 2023.





Bluetooth and multiprotocol developments

Nordic had a market share of 42% of new design certifications in the Bluetooth Low Energy market in 2021, according to FCC and Bluetooth SIG data compiled by DNB Markets. A total of 1,390 new designs were certified in 2021, of which 587 had Nordic inside.

The market share has been consistent over time, and the company has had a market share of 42% of the more than 6,200 designs that have been certified over the past five years. This also fits well with data from industry researchers Omdia, who in 2021 estimated that Nordic's share of units sold in the Bluetooth Low Energy market was 42% in 2020. These figures make Nordic the clear market leader, both in number of designs and number of units sold.

One of the main reasons for strong market share is the broad portfolio of Bluetooth and multiprotocol products and solutions. While many competitors offer only one or a few alternatives, Nordic offers a wide range of SoC versions ranging from entry-level SoCs for cost-constrained applications, to highly advanced SoCs for complex high-performance applications. This enables the company to meet different customer requirements at the right price point.

Over the years, the company has built a range of seven different SoCs in the highly successful nRF52 Series, from the entry-level nRF52805 to the high-end nRF52840. Nordic saw a steady flow of new customer product launches across the entire nRF52 Series in 2021.

Nordic saw many designs using its award-winning nRF5340 SoC, which went into volume production towards the end of 2020. The dual core nRF5340 supports Bluetooth 5.2/Bluetooth Low Energy, Bluetooth mesh, Thread, and Zigbee, with established support for AI and machine learning.

The nRF5340 SoC is being used in the Matter project. The partners in Matter are working to secure seamless connectivity and interoperability of devices, hubs, apps, and services from different device manufacturers and software vendors. The project is backed by Apple, Amazon, Google, and hundreds of larger and smaller companies. Several Nordic customers were among the first to launch Matter-compatible smart home products towards the end of 2021.

Nordic is continuously improving the capabilities of its nRF Connect Software Development Kits (SDK), which now include support for Apple HomeKit and third-party device connection to Apple Find My network.

Cellular IoT

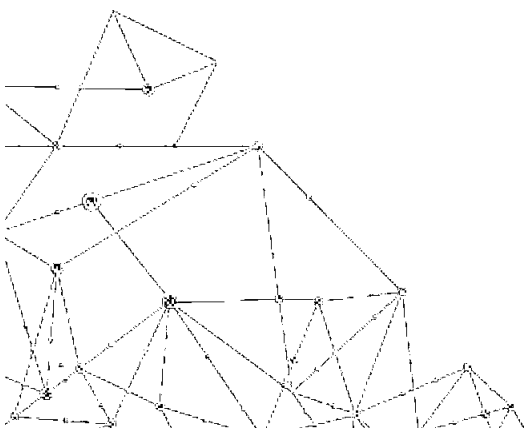
Nordic is applying a scalable and flexible 'go-to-market' strategy in the cellular IoT (cIoT) market, seeking to make accessible the broad market for innovative customers and cIoT solutions. Traditional business models in this area have typically been focused on cell phones or 2G/3G industrial application with one-to-one support, which limits uptake and the commercial opportunity.

Nordic's solutions comprise a globally certified ultra-low power product that offers connectivity, application microcontroller unit (MCU) and memory, open-source software, and readily available technical support through Nordic 'DevZone' or distributors.

The product in this offering is the award-winning nRF9160 cellular IoT System in Package (SiP), which is recognized as market leading on power consumption, size, and form factor. The product has been upgraded during the year, including improved GPS functionality and location APIs for multicell location services.

Nordic has established a broad carrier certification program for its cellular IoT products, with global operators as well as leading national and regional operators in the US, Canada, Brazil, China, Japan, and South Korea. In Norway, the company has partnered with Telenor to use Nordic's prototyping tool Thingy:91 in combination with the operator's 'Managed IoT Cloud' (MIC) offering.

Nordic's end-customers are currently working on hundreds of different cIoT projects across a wide variety of verticals, including industrial and consumer asset tracking, industrial sensors and metering, smart home consumer products, healthcare applications, and modules. Several projects entered the commercial phase during 2021 and began generating meaningful revenue for Nordic.





During 2021, Nordic launched its first commercial service offering. The nRF Cloud Location Services offer Nordic's cellular IoT customers a simple and convenient way to manage location for fleets of IoT devices in the field. Nordic is partnering with multiple third parties to secure a high-quality service, including GPS assistance data and location history and timestamp data for individual IoT devices. The company expects to launch more services based on the nRF Cloud platform going forward.

Wi-Fi

Nordic entered the medium-range connectivity market through the acquisition of a Wi-Fi development team and IP technology assets and patents for Wi-Fi 4, 5, and 6 in late 2020. Wi-Fi has been a 'missing link' capability requested by customers to complete Nordic's strong positions in the short-range and long-range markets. At the time of acquisition, Nordic said it expected to see meaningful revenue contribution from Wi-Fi products within three years. Development in the Wi-Fi area is progressing as planned, with the company on track for its first market introduction in the second half 2022.

DECT

Towards the end of 2021, Nordic announced that it is a key contributor to a new 5G wireless standard called DECT-2020 New Radio (NR), which will add yet another connectivity standard to the portfolio. The DECT-2020 standard will allow enterprises to easily set up, manage, and build decentralized, low-cost private 5G wireless IoT networks. With an outdoor range of up to 2 kilometers, Nordic categorizes DECT-2020 NR as a WMAN, or Wireless Neighborhood Area Network.

Power management

In May, Nordic launched the nPM1100 PMIC, the company's first catalog power management product. The nPM1100 offers clear value-add for existing Bluetooth Low Energy customers, due to the tight integration with Nordic's SoC portfolio. The PMIC combines a USB compatible battery charger with a highly efficient DC/DC converter, in an ultra-compact wafer level chip scale package (WLCSP). The extremely compact form factor makes it ideal for space constrained applications like connected medical devices, smart home sensors, remote controls, or advanced wearables.

The power management integrated circuit ensures reliable power supply and stable operation for Nordic's nRF52 and nRF53 Series SoCs with minimal power usage and is also available as a generic PMIC on a standalone basis. While it is still too early to assess the commercial development, the launch of the nPM1100 marked a commitment to establish a line of PMIC products going forward.

Design partner & Solutions partner program

In 2021, Nordic launched a 'Nordic Partner Program' with both design partners and solution partners to help customers accelerate time to market. This creates an ecosystem that can assist Nordic customers by providing products, services and solutions that complement Nordic's portfolio of hardware, firmware, development tools, and reference designs. Initial partners in the program include CA Engineering, Indesign, Sigma Connectivity, Shenzhen Minew Technologies, Meshtech, grandcentrix, NORBIT, and Telenor.

Review of the annual accounts

In accordance with the provisions of the Norwegian Accounting Act, the Board of Directors confirms that the accounts have been prepared on a going concern basis and that the going concern assumption applies. Nordic prepares consolidated annual accounts in accordance with IFRS (International Financial Reporting Standards) as approved by the EU, relevant interpretations, and the Norwegian Accounting Act. A summary of internal controls related to the accounting process can be found in the Corporate Governance section of this Annual Report.

Note that the Group has identified gross margin, EBITDA, EBITDA margin, short-range EBITDA margin, total operating expenses, cash operating expenses, and order backlog as Alternative Performance Measures in addition to the financial information as prepared in accordance with IFRS as adopted by the EU. Please see separate chapter on Alternative Performance Measures for further details.

Income Statement

The Group classifies its revenues into the following technologies: short-range wireless components, including Bluetooth LE based and proprietary products, long range (cellular IoT), ASIC components, and Consulting services.



Revenue by technology:

USDm	2021	2020	Change
Bluetooth	503.1	316.0	59.2%
Proprietary wireless	83.9	76.1	10.1%
Short-range wireless components	587.0	392.2	49.7%
Cellular IoT	17.0	6.5	161.0%
ASIC Components	6.1	6.3	(3.4)%
Consulting services	0.4	0.2	73.9%
Total	610.5	405.2	50.7%

Total revenue increased by 50.7% to USD 610.5 million in 2021, up from USD 405.2 million in 2020. The growth comes as a result of higher volumes, higher prices, and a favorable product mix.

Growth is currently capped by limited availability of wafers, and the revenue hence does not reflect the full underlying demand across the end-user markets.

Revenue from Bluetooth increased by 59.2% to USD 503.1 million in 2021. Bluetooth accounted for 82% of Group revenue in 2021. The revenue increase reflects strong demand across all end-product markets both from tier-1 customers and the broad market.

Revenue from Nordic's proprietary products increased by 10% to USD 83.9 million in 2021. Proprietary revenues have more or less returned to the revenue levels seen in 2015-2018 and accounted for 14% of Group revenue in 2021.

Revenue from cellular IoT increased by 161.0% 2021 to USD 17.0 million as more projects are gaining commercial traction. However, revenue from Cellular IoT is also impacted by supply constraints.

Sales of ASIC products decreased by 3.4% in 2021 to USD 6.1 million. Nordic is not designing new ASICs, hence future revenue depends on demand from existing customers and applications.

Split by end-product markets, revenue from the short-range wireless components are divided into consumer electronics, wearables, building & retail, healthcare, and others. Effective 2022, Nordic will change the reporting structure for the end-product markets to better reflect the underlying verticals, with four end-user markets in Consumer, Industrial, Healthcare, and Others.

The main change will be that consumer-driven products will be moved from the current Wearables, Building & Retail, and Healthcare categories to the Consumer category.

Wireless components revenue by end-product markets, excluding cellular IoT:

USDm	2021	2020	Change
Consumer electronics	221.6	163.1	35.9%
Wearables	68.8	63.0	9.2%
Building/retail	163.8	81.9	100.0%
Healthcare	61.5	37.8	62.4%
Other	71.4	46.4	54.0%
Total	587.0	392.2	49.7%

Consumer electronics revenues increased by 36% in 2021. PC accessories remain the largest sub-segment, although gaming accessories and home entertainment have become increasingly important revenue drivers over the past years.

Wearables revenues grew 9% in 2021. Growth in this market has been adversely impacted by product allocations and prioritization of higher-margin application areas.

Building/retail revenues increased by 100% in 2021. Industrial and home automation applications within lighting systems, sensors and control, and smart home are among the main drivers for growth in this market.

Healthcare revenues increased by 62.4% in 2021. The pandemic has generated strong momentum for connected medical devices. The company continues to view the Healthcare segment as a market with potentially disruptive growth possibilities, and as one of the key growth drivers for combined short-range and long-range products and solutions.

The 'Other' segment revenues increased by 54%. This mainly reflects sales to module manufacturers servicing many end-products in all markets and regions.

Gross profit

USDm	2021	2020	Change
Gross Profit	326.6	213.9	52.7%
Gross Margin	53.5%	52.8%	0.7%

Gross profit amounted to USD 326.6 million, an increase of 52.7% from the previous year. Hence, gross margin increased to 53.5% in 2021 from 52.8% in 2020.



The continued strong underlying gross margin reflects a favorable product mix. Nordic has focused allocations to high margin products in the supply constrained situation. In addition, the Group increased prices to absorb the communicated price increase for wafers, which will increase cost of goods sold in 2022.

In October 2021, Nordic presented its mid-term ambition of 50% gross margin. Gross margin will depend on technology and customer mix, with lower margin expected in cellular IoT module business.

Operating expenses

USDm	2021	2020	Change
Payroll expenses	149.8	101.2	48.0%
Other OPEX	52.1	36.0	44.9%
OPEX excl. D&A	201.9	137.2	47.2%
Depr. & Amort.	37.8	31.1	21.7%
Total	239.7	168.2	42.5%

Operating expenses amounted to USD 201.9 million in 2021, excluding depreciation and amortization. This was an increase of 47.2% from USD 137.2 million in 2020.

The higher expenses mainly reflect a 22.4% increase in the number of employees from 978 to 1,197 during the year, as well as higher activity level. The comparable headcount number in 2020 includes 81 employees from the acquisition of Imagination Technologies per December 31, 2020. If these are excluded in 2020, headcount growth in 2021 was 33%. The increased workforce reflects increased R&D activity and strengthened sales efforts for both Bluetooth and cellular IoT.

Measured by function, expensed R&D accounted for USD 139.4 million of operating expenses in 2021, compared to USD 89.0 million in 2020. R&D is expected to continue to increase in absolute terms for both the short-range and long-range businesses. R&D intensity, measured as a percentage of revenue, increased slightly from 22% in 2020 to 23% in 2021. Nordic has a strong commitment to innovation and will continue to invest 15%-20% of revenue in R&D.

Sales, general and administration (SG&A) expenses increased to USD 62.5 million from USD 48.1 million in 2020. SG&A is also expected to continue to increase in absolute terms, as the Group builds up its long-range organization. However, Nordic has showed operational leverage in 2021. As a percentage of revenue, SG&A decreased from 12% in 2020 to 10% in 2021.

Total cash operating expenses amounted to USD 199.9 million, when adjusting for non-cash items, capitalized development expenses, equity-based compensation, and depreciation and amortization. This was an increase from USD 141.3 million in 2020.

Nordic capitalized USD 5.6 million development expenses in 2021, down from USD 8.4 million in 2020. Equity based compensation was USD 7.6 million, compared to USD 4.3 million in 2020. Please see the section on Alternative Performance Measures for more details.

EBITDA and Operating profit

USDm	2021	2020	Change
EBITDA	124.7	76.8	62.4%
EBITDA margin	20.4%	18.9%	1.5%
Short-range EBITDA	175.6	106.9	64.2%
Short-range EBITDA margin	29.6%	26.8%	2.8%
Operating profit (EBIT)	86.9	45.7	90.1%
EBIT margin	14.2%	11.3%	3.0%

Earnings before interest, tax, depreciation, and amortization (EBITDA) amounted to USD 124.7 million, an increase from USD 76.8 million in 2020. The corresponding EBITDA margin increased 1.5 percentage points to 20.4%.

Short-range EBITDA totaled USD 175.6 million equivalent to a margin of 29.6% in 2021. This compared to a Short-range EBITDA of USD 106.9 million and a margin of 26.8% in 2020.

Depreciation and amortization amounted to USD 37.8 million in 2021, compared to USD 31.1 million in 2020.

Operating profit (EBIT) amounted to USD 86.9 million, compared to USD 45.7 million in 2020. EBIT margin increased to 14.2% in 2021 from 11.3% in 2020.

Net financial items

USDm	2021	2020
Net interest	-0.4	-0.8
Net financial items	0.7	-2.0
Total	0.3	-2.8

Nordic had net interest expense of USD 0.4 million in 2021, compared to net interest expense of USD 0.8m in 2020. During 2020, Nordic made a USD 40 million drawdown on Revolving Credit Facility as a precautionary move to secure the liquidity when the pandemic first hit. The loan was repaid during Q3 2020.



Profits and taxes

USDm	2021	2020
Profit before tax	87.3	42.9
Income tax expense	-16.1	-4.5
Net profit after tax	71.2	38.4

The Group recognized tax charges of USD 16.1 million, corresponding to an average tax rate of 18.4%. This compares to USD 4.5 million and an average tax rate of 10.5% in 2020.

The company's statutory tax rate is 22%. The low tax rate in both years are related to settlement of equity compensation to employees, not recognized in the profit and loss. In 2020, the tax rate was also reduced as a result of foreign exchange losses in statutory NOK accounts.

Tax payable amounted to USD 17.4 million, compared to USD 5.0 million in 2020, with the balance reflecting changes in deferred tax and tax benefit.

Financial position

Balance sheet

Nordic has total assets of USD 596.8 million at the end of 2021, of which USD 488.0 million in current assets and USD 108.8 million non-current assets.

These assets were financed by total equity of USD 458.2 million at the end of 2021, non-current liabilities of USD 14.9 million and current liabilities of USD 123.7 million.

Current assets were USD 488.0 million at the end of 2021, compared to USD 401.9 million at the end of 2020. This included cash and cash equivalents of USD 279.3 million at the end of the year, up from USD 242.5 million at the end of 2020.

Inventory decreased to USD 54.9 million from USD 62.0 million at the end of 2020 and accounts receivables increased to USD 141.7 million from USD 88.0 million at the end of 2020, due to higher revenues.

Overall, net working capital amounted to USD 108.4 million, compared to USD 78.3 million at the end of 2020. Measured as a percentage of full year revenue, net working capital decreased to 17.8% from 19.3% at the end of 2020. This is mainly a result of a lower inventory in percentage of revenue.

Non-current assets decreased to USD 108.8 million at the end of 2021 compared to USD 113.9 million end of 2020.

Fixed assets totaled USD 33.9 million at year end, up from USD 28.3 million in 2020. Software and other intangible assets decreased to USD 15.8 million from 19.9 million. Capitalized development expenses decreased to USD 31.5 million from USD 34.6 million at the end of 2020.

Total shareholders' equity amounted to USD 458.2 million at the end of 2021 up from USD 402.5 million at the end of 2020. The Group equity ratio was hence 77%, compared to 78% at the end of 2020.

Total liabilities amounted to USD 138.6 million, compared to USD 113.3 million at the end of 2020. Non-current liabilities decreased to USD 14.9 million from USD 21.5 million. Lease liabilities of USD 14.3 million are included in the non-current liabilities.

Current liabilities increased to USD 123.7 million from USD 91.9 million. The increase is mainly explained by higher accounts payable, volume rebates and short-term employee benefit obligations and related taxes.

Cash flow and funding

USDm	2021	2020
Net cash flow from:		
Operating activities	95.8	65.3
Investing activities	-30.7	-38.0
Financing activities	-27.3	123.6
Currency adj.	-1.1	1.0
Net change in cash and cash equivalents	36.8	151.9
Cash and cash equivalents 1.1	242.5	90.6
Cash and cash equivalents 31.12	279.3	242.5

Cash flow from operating activities was USD 95.8 million in 2021, compared with USD 65.3 million in 2020. The improved operating cash flow is a result of higher earnings and lower percentage of net working capital.

Cash flow used for investing activities was an outflow of USD 30.7 million in 2021, compared to an outflow of USD 38.0 million in 2020. Capital expenditure increased to USD 25.0 million from USD 16.5 million, including software, whereas capitalized development expenses declined to USD 5.6 million from USD 8.4 million. In 2020 the outflow included USD 13.2 million related to the acquisition of Wi-Fi technology and IP-assets from Imagination Technologies Group.



Cash outflow from financing activities was USD 27.3 million in 2021, mainly reflecting cash settlement of employee options. In comparison, there was a cash inflow of USD 123.6 million in 2020, mainly reflecting the private placement made in September 2020 of USD 121.3 million.

Including the effect of exchange rates, net change in cash and cash equivalents was a cash inflow of USD 36.8 million in 2021, compared to USD 151.9 million in 2020.

Cash and cash equivalents increased to USD 279.3 million at the end of 2021, from USD 242.5 million at the end of 2020. The cash is mainly held in the Group's functional currency USD, in order to minimize the impact of currency fluctuations.

In addition to cash at hand, Nordic has undrawn revolving credit facilities (RCFs) of USD 65 million with the company's main bank. Including these credit lines, available cash amounted to approximately USD 344 million at the end of 2021, compared to approximately USD 320 million at the end of 2020.

Available credits at year end 2021 included a USD 40 million RCF and a USD 25 million RCF expiring in November 2022. The RCFs were refinanced in December 2019. The only financial covenant on the RCFs is for the company to maintain an equity ratio above 40%, which compares to the actual equity ratio of 77% at the end of 2021.

Tight cash management is a key priority for the Group, as a strong financial position is required to realize the Company's strategic priorities and growth opportunities. The Board of Directors' assesses the liquidity position as adequate given the company current activity level, investment plans, and business outlook.

Allocation of net profit for parent company

The parent company Nordic Semiconductor ASA has a net profit after tax of USD 65.7 million in 2021, compared to USD 35.8 million in 2020.

The entire net profit is attributable to the equity holders of the parent. Net profit after tax corresponds with ordinary earnings of USD 0.34 and fully diluted earnings per share of USD 0.34 for 2021. This compares to ordinary and fully diluted earnings per share in 2020 of USD 0.20 and 0.18, respectively.

Nordic pursues an ambitious long-term growth strategy which requires significant investments in R&D and sales and marketing. The Board of Directors recommends that Nordic maintains a solid balance sheet with a high equity ratio and a cash reserve that enables the company to continue driving its technology and product roadmap.

The Board of Directors will hence propose to the Annual General Meeting that the net profit of the parent company is transferred to 'Other equity', and that no dividend is distributed for 2021.

Risk Management

Nordic has a well-established corporate level risk framework to manage risks and opportunities that may impact the strategic objectives in a proactive and systematic manner. All members of the Executive Management Team are responsible for risk management within their respective functions, while Legal & Compliance owns the framework. The outcome of ongoing risk evaluations are put into actions and priorities proportionate to identified risks and opportunities to reach or maintain target risk levels. The Board of Directors oversee risk management through biannual reviews of the Group's most important areas of exposure and internal controls, and on an ongoing basis in relation to the assessment of specific projects or other matters of regular business.

Risk Factors

Based on the information currently known to us, we believe that the following information identifies the most significant risks affecting our business. Any of the factors described below, or any other risk factor discussed elsewhere in this report, could have a negative impact on our results or on our outlook.

Six major groups of risks are identified within the Nordic Group: Strategic, Operational, Financial, Legal & Compliance, Environmental, and Social. Some of the risks are outside of Nordic's control, including industry and specific cyclical risks.

Strategic risk and external factors

Demand for semiconductors and electronic products is sensitive to global economic conditions and international trade flows. While the underlying, long-term market trends point towards increasing demand for Nordic's products, our operations are exposed to a variety of factors with real or perceived impact on the economy.

Geopolitical risk and trade tensions

Geopolitical risks, challenging global economic conditions, trade frictions, political unrest, war and uncertainty can result in reduced demand for our products or negatively affect our supply chain.



The reliance on Taiwan for supply to the semiconductor industry could create a critical situation for the global economy. Nordic experienced a tightening of supply at the beginning of 2021, and it continued throughout the year, with growth limitations also confirmed for 2022. The supply constraint has a direct ripple effect on other identified risks, such as Nordic's dependency on key customers, as the gap between their demand and what Nordic can deliver is increasing.

Response:

Nordic actively monitors the geopolitical situation and is taking actions to reduce the impact on the business, for example supporting our customers in optimizing their value chain, placing early orders to secure supply, as well as exploring additional sourcing options.

Coronavirus

The pandemic has continued to affect Nordic's products, distributor inventories, and other parts of the industry supply chain in 2021 with temporary constraints and increased lead times. At the same time, the pandemic has also triggered major interest in wearables and other connected devices that initially supported social distancing and contact tracing to slow down the progress of Covid-19. Nordic's technology has been used in dozens of such innovative designs, resulting in an overall increase in demand of products.

Response:

First and foremost, Nordic's focus has been to safeguard our employees by ensuring operations are in full compliance with relevant regulations, followed by ensuring business continuity for customers, suppliers, and partners. A reduction in travel and physical meetings has been compensated with more extensive online presence, such as online developer and customer support. Nordic is continuously monitoring the situation and we will make necessary adjustments in alignment with any new recommendations from governments, manufacturers, customers, and distributors.

Climate change and natural disasters

The nature of our business as a fabless manufacturer, means that Nordic is heavily reliant on semiconductor manufacturing in Taiwan. Nordic's manufacturing partners are exposed to adverse effects of climate change and natural disasters.

Response:

Nordic is in dialogue with our manufacturing partners to assess and implement multiple initiatives to understand and manage the effects of climate change and natural disasters on their own operations. In addition, Nordic is exploring additional sourcing options.

Changes in competitive landscape

Nordic Semiconductor's strategic goal is to maintain or preferably grow its market share and remain a leading vendor of wireless connectivity and embedded processing solutions for internet connected things.

The markets in which we operate are highly competitive in terms of price, functionality, and software solutions. In a growing market, we face tough competition from existing players as well as new entrants, mainly from China. With Bluetooth LE being adopted across more than 25 identified market verticals, it is likely that more focused and specialized competitors gain market share, especially in verticals where Nordic's position is weaker.

Response:

In order to stay competitive, Nordic continues to invest in products, software, and strategic partnerships. The company has further developed its products to include support for additional low power, short-range connectivity standards, such as Zigbee and Thread, across its nRF52 Series and its new generation nRF53 Series. Nordic's multiprotocol portfolio ensures that the company is well positioned to benefit from projects seeking to improve compatibility across different standards.

We depend on the development of new products and enhancing our existing products, but the success of our substantial research and development activities can be uncertain. However, Nordic has guided to invest 15-20% of revenue in R&D. This is required in order to stay competitive in this market.

Risk of Bluetooth being replaced

There is a risk that Bluetooth becomes unattractive compared to other technologies, or is bundled with non-Nordic technologies. The biggest immediate threat comes from various Wi-Fi standards tightly integrated with Bluetooth in combo-chipset. There are other wireless standards, like UWB, that may be a risk factor in the long term in some of the verticals where Bluetooth plays a dominant role today.

Response:

Nordic is a part of the Bluetooth Special Interest Group (Bluetooth SIG), which is continuously developing the Bluetooth standards. In addition, Nordic has developed Zigbee and Thread solutions and acquired a Wi-Fi team with Wi-Fi assets. Nordic will continue to monitor the trends in the market, keeping the product portfolio relevant.



Cellular IoT

There is a risk that we may not be successful in executing our strategy to capture the cellular IoT market opportunity in terms of scale, time, and volume. Nordic launched the nRF91 Series at the end of 2018, which is Nordic's first family of low power devices for cellular IoT. There is still a risk that cellular IoT will not be as successful as Nordic had hoped for, or that the market is skewed toward NB- IoT where simpler, lower cost devices dominate. Customers may also choose competing low power wide area network (LPWAN) technologies or cancel roll-out of products due to lack of any of the LPWAN technologies.

Response:

Nordic's solution has integrated LTE-M, NB- IoT, GPS functionality, RF Front-End, and power management into a very small System in Package (SiP), under the highest security standards and with significantly better energy efficiency than any comparable products currently on the market. Software development tools and highly qualified technical support through DevZone puts Nordic in a good position to take a large share of the cellular market.

As carriers continue to roll out LTE-M and NB-IoT capabilities and certification programs, there are more and more customers looking at adopting these two technologies. In order to mitigate the risk of cellular not being as successful as Nordic had hoped for, Nordic focuses on delivering user-friendly products and working closely with regulators and carriers to remove barriers to entry.

Key personnel

Our business is our employees. Losing key employees and not attracting key competencies will affect sales, quality of products, delay time to market, and more. In order to deliver on our strategy and roadmap, we depend on attracting the best talent. During the pandemic, turnover has been lower due to employees need for security superseding needs to seek new challenges. After the main restrictions have been lifted, Nordic expects staff turnover to be slightly above target of 5%.

Response:

Nordic focuses on talent attraction, recruitment, and retainment, as well as succession planning and continues to develop organizational culture and branding. We are continuously improving and adapting our employer value propositions to attract and keep key talent.

Operational risk

Product availability, quality, safety and integrity

Nordic is a fabless semiconductor company, outsourcing component manufacturing and relying on distribution partners for sales to the broad market of original electronics manufacturers and to end-users.

As a fabless company, Nordic Semiconductor outsources the capital-intensive production of silicon wafers, packaging and testing of its products to third-party suppliers, mainly in South-East Asia. The manufacturing pipeline involves multiple stages with multiple suppliers. The failure of any of these third-party vendors to deliver products or otherwise perform as required could damage revenue in the short-term, and customer relationships in the long-term.

The manufacturing processes involved often depend on specific tooling's developed and provided by Nordic Semiconductor, specifically the chip design itself, as well as certain test programs and hardware used for quality screening. Failure on Nordic Semiconductor's end to provide good quality or enough quantity of such tooling may have the same consequences as outlined above.

Response:

Under normal circumstances, Nordic mitigates the risk of lack of products by keeping a buffer stock of wafers or finished goods to cover short-term demand. For medium-term requirements, Nordic seeks to have second sourcing and insurance for supply disruptions related to disasters. Nordic's partners are selected through extensive qualification programs. Lastly, Nordic has its own testers, improving availability of the products and ensuring the right quality.

Product ramp

There is a risk that Nordic is not able to ramp up production of new products according to customer requirements, either resulting in not meeting customer volume demands, or resulting in high yield loss.

Response:

Given the timetables for some key product introductions, tight control over the New Product Introduction process is imperative, including quality assurance during high volume product ramps. In addition, Nordic has invested heavily in its own failure analysis lab, to solve any issues as quickly as possible.



Information Security and cyber risk

Our operations are complex with several centralized critical operations, and any disruption to these operations impact our ability to deliver products to customers. Furthermore, Nordic's operations are highly dependent on a fully reliable IT-infrastructure with all systems operating at close to 100%.

Downtime can impact development of new products (delay launch, day-to-day support to customers, manufacturing, and delivery of end products to customers). Activities related to cyber-attacks are a risk for our day-to-day operations.

Response:

Employing world class data protection is a top priority, in addition to reducing the risk related to human behavior by providing regular awareness training to all employees. Nordic has implemented disaster recovery plans and backup routines in order to mitigate any effects of potential cyber-attacks, and seeks to maintain appropriate insurance coverage to support the management of potential threats and attacks.

Product Security

There is a risk that released products have security vulnerabilities, and that Nordic does not meet all customers' expectations with regards to their preferred mitigating measures that may vary from application to application. Although Nordic certifies products in accordance with security industry standards, there is a risk of loss of reputation and recognition due to cyber-attacks in end-products.

Response:

Nordic continues to invest in security architecture and we continuously enhance our well-established processes for incident management. Our dedicated Product Security Officer is working with industry standards on security and certifying Nordic products to relevant standards. Our Product Security Incident Response Team Manager manages vulnerability reporting and follows up on our engagement with our external bug bounty program with HackerOne. Nordic's liability is limited to substantial conformance with own specifications for our generic line of products.

Financial risk

Nordic's strategy and growth ambitions require an adequate cash position to fund the R&D activities needed to drive the technology and product roadmaps forward.

Maintaining a solid R&D cash coverage, measured as cash holding divided by R&D spending, is also necessary to pass the procurement due diligence of tier-one customers, who are expected to make up an increasing part of the revenue base going forward.

At the end of 2021, the R&D cash coverage stood at 24 months' expenditure. Nordic had available cash of approximately USD 344 million at the end of 2021, including credit facilities described above under 'Cash Flow and Funding'. The Board of Directors assesses the current liquidity risk as low.

Interest-rate risk

Nordic holds minimal interest-bearing debt, whereas cash and cash equivalents are held as cash, mainly in USD. We consider the direct risk associated with interest rate fluctuations as low.

Foreign currency risk

Nordic is exposed to foreign exchange risk, as our sales revenue and direct production costs are almost entirely nominated in USD, whereas our operating expenses primarily are in NOK and EUR. Hence, fluctuations in the exchange rates between these currencies may impact profit margin.

Nordic does not use any financial instruments to hedge the currency risk. A 1% increase in USD/NOK would translate into USD 0.5 million in added profit before tax, all other things equal. The company presents its accounts in USD, with profits translated into NOK for taxation purposes.

Credit risk

Nordic is exposed to credit risk related to both its distributors and certain end-customers. The main counterparties are leading international distributors of electronic components based in Asia, and the company has historically not suffered any significant credit losses.

Nordic's 10 largest customers (distributors) accounted for 85% of total revenue in 2021, with no significant losses on receivables.

Credit monitoring routines are integrated into any new credit lines, requiring security in the form of payment guarantees or advance payment requirements if needed. The company's receivables are not credit insured. The credit risk is considered low.

Legal and compliance

Compliance

Nordic has a zero tolerance for bribery and corruption, and is committed to the highest standards of ethics and integrity wherever we operate. With an increasing global presence, the focus on governance and ensuring compliance to foreign and local requirements is important.

Nordic is strengthening its focus on governance and compliance by the employment of a Group Compliance Officer and further improvements of its governance and compliance frameworks to ensure relevant policies, training, and monitoring of main risk areas as well as management of reports of concern through whistleblower channels.



In the normal course of business, we might be involved in legal proceedings related to commercial disagreements, claims related to product quality, intellectual property as well as governmental inquiries. An unfavorable ruling in any of these cases can have a material impact on our results.

Product liability

Our products are complex and vulnerabilities in our products may not have been detected during product development and manufacturing. This may result in decreased revenue for our customers and a damaged reputation if no work-around is possible. Customer contracts and Product Warranty is clear in its apportioning of product liability, however there is a risk that legal action can be brought forward representing a material risk on our results.

Response:

Nordic follows very high standards in terms of quality assurance. Investing in lab equipment and testers reduces time used on fault-finding, enables workarounds to be implemented faster, and effectively screens production defects. Nordic tries to limit the contractual liability to an acceptable level in the industry.

Intellectual property rights

Enabling licensing of intellectual property rights in and to patents that are essential for the radio communication standards on which Nordic base its products is one of our key priorities. Many owners of standard essential patents have decided to only license the end-device, leaving it up to Nordic's customers to get third party IP necessary for their products, as opposed to licensing Nordic's products.

Nordic Semiconductor has never been prevented from selling its established line of products due to intellectual property rights, and is continuously investigating any allegations by patent holders that Nordic's products infringe on the intellectual property of others. Nordic is taking steps to ensure that any such allegations do not prevent the selling, purchasing and use of our products.

The Bluetooth specifications are intended to be written so that all patent claims which are necessary to implement them are held by members of the Bluetooth SIG. Any necessary claims held by members of the Bluetooth SIG, are automatically licensed to members like Nordic as a condition of membership. However, there are other participants in the industry, that own patents and are not members of the Bluetooth SIG, who assert their patents towards companies like Nordic.

Patent infringement and licensing practices in both Cellular IoT and Bluetooth are considered when Nordic assesses potential loss in connection with litigation. While we believe the risk of loss is minimal due to the company's vast experience and prior art in working with Bluetooth, we will defend any claims asserted against Nordic vigorously, in light of the inherent uncertainties of access to licensing on component level.

Response:

Nordic is a willing licensee and invites the owners of standard essential patents to NB-IoT and LTE-M to license Nordic's products on FRAND terms on component level, or to enable access to such license to its customers. Nordic Semiconductor ASA plays an active part in raising awareness around the implications which the lack of licenses has on the industry. Furthermore, Nordic is and has always been active in, and contributing to, standard setting organizations, promoting openness and availability for all to standard essential patents.

Personnel and organization

The Group had 1 197 employees at the end of 2021. The number of employees increased 22% from 978 at the end of 2020.

The growth reflects increased R&D investments in both the short-range business and cellular IoT.

The number of R&D personnel increased by 24% to 926 during 2021. R&D employees represent 77% of total headcount. Sales & Marketing staff increased by 10% to 137 people at year end, while Supply Chain increased by 26% to 72 employees. The remaining 62 employees work in staff functions.

At the end of 2021, 679/56.5% of employees were employed outside of Norway, compared to 529/54% of employees at the end of 2020.

An engagement survey late 2021 reported that 87% of employees are satisfied or very satisfied with working at Nordic, and 92% stated they are proud to work at Nordic, both well above global benchmarks.

Sick leave (Norway specific)

Sick leave remained below industry average in 2021, with absence due to illness of 1.8%, up from 1.4% in 2020. No occupational illnesses or injuries were reported in 2021.



Diversity and inclusion

The Board of Directors' People and Compensation Committee at Nordic Semiconductor works actively together with the Executive Management Team to ensure non-discrimination and equality, while fostering diversity and inclusion.

Diversity and inclusion are focal areas for leadership development and training initiatives, as well as the annual people, performance and compensation review. In 2021 we conducted a diversity and inclusion awareness training for more than 90% of our global leaders.

With 44 different nationalities represented at the company's headquarter and 56 nationalities globally, Nordic has a unique position for fostering an inclusive and diverse company culture, where having a highly specialized skill-set combined with a desire for innovation are the common denominators.

Gender balance

At the end of 2021 the percentage of female employees was 14.0%, compared to 13.8% in 2020.

The Norwegian operation's workforce is 17.5% female, up from 16.0% in 2020. The skewed gender balance must be viewed in relation to an industry context. In Norway, women working in the private sector represent around 37%** of the work force, but only around 14%*** of electrical engineers and computer science professionals are women.

The Executive Management Team consists of eight men and two women, whereas the Board of Directors consists of four male and three female shareholder elected members, in addition to four male employee-elected members.

Employee gender distribution	2021	2020
Total percentage female employees	14.0%	13.8%
Percentage of new female hires globally	18.5%	13.0%
Percentage of new female hires in Norway	26.0%	21.0%
Percentage of new female junior hires in Norway	24.0%	24.0%
Promoted or hired females to management positions	23.8%	25.0%

Gender equality is a fundamental principle for Nordic. Continuous internal and external recruiting efforts are made to grow our percentage of female employees in all areas.

Nordic has strengthened the company's employer branding with emphasis on promoting gender equality and employee diversity. During 2021 the People function was further strengthened, enabling a more active involvement in the recruitment process to ensure inclusive hiring practices.

As a consequence, we have seen an increase in the number of applications from female students and graduates, and a corresponding increase in the percentage of new female hires above market averages and prior years outcomes .

Age diversity

Nordic Semiconductor aspires to be a healthy and attractive workplace for employees of all ages and stages of life. The company has implemented a Phase of Life Policy, aiming to facilitate employee development and knowledge growth throughout the employee journey. The phase of life policy consists of three stages: Junior, Middle and Senior stage. Each phase is based on the perception that employees have different needs and selected priorities relevant to the various stages of their lives. This gives Nordic an opportunity to accommodate the personal needs and requirements of our employees.

The average age of permanent employees in Nordic was 39.3 years in 2021, which is slightly lower than in 2020 (40.2). We have employees between 21 and 70 years old.

Equal pay

Total Rewards was established as a separate area of expertise in 2021, as we aspire to increase our competitive power to attract and retain global talent. An employee preference survey was conducted in 2021, to help focus and calibrate the company's reward strategy.

Nordic's reward strategy is based on the principle that work of equal value shall receive equal pay. Salary levels are determined based on objective measures such as seniority, education and experience, in addition to local market practice and cost of living.

** Based on data from Statistics Norway from 2019



Career ladder

In Nordic 77% of employees are employed within Research and Development (R&D). To ensure equal pay for this core group, Nordic has developed a standardized framework to determine and adjust salary levels referred to as the Nordic Career Ladder. All R&D team base salaries are determined by Career Ladder placement and advancement. Salary increases are managed through a globally aligned salary review process.

Within the R&D department in Norway, the average salary in 2021 for females was 88% of the average salary for males. The global average salary for female employees was 78% of the average salary for males. This excludes the Executive Management Team, where the average salary for female employees was 76% compared to their male peers.

The average salary gap between women and men is largely caused by a higher proportion of men in senior positions and with longer tenure. Gender differences in salary are also influenced by function and location.

Employment opportunities and part-time employment

Nordic strives to offer full-time employment in all positions, however accommodates part-time employment when requested to the extent possible.

1.9% of Nordic's permanent employees are in part-time positions (excluding student-interns), all by choice or following medical advice. In 2021 the share of male part-time employees was 78% whilst 22% were women, largely reflecting the overall gender split.

Part time employees are offered and often accept an opportunity to reevaluate their working percentage during the annual performance conversation with their manager.

Parental leave (Norway specific)

Since 1993, a part of the parental leave is legally devoted to the father as a way to promote gender equality in the labor market in Norway. Nordic pays parental benefits beyond the National Insurance Scheme. While the national Insurance Scheme refunds an annual salary up to 6 G, Nordic offers up to 9 G, if the employee has been working for at least 6 of the past 10 months before the birth of the child.

During 2021, 31 employees at Nordic were on parental leave, 24 men and 7 women. The average number of weeks on leave for men was 12.75 weeks, while the average for women was 21.8.

Diversity and inclusion initiatives in 2022

During 2022, Nordic Semiconductor will develop and implement a longer-term, global diversity and inclusion strategy with defined organizational targets. Our plan for 2022 includes the following initiatives:

- Conduct diversity and inclusion awareness training for all people managers
- Establish a global job leveling structure as a foundation for a compelling, consistent, fair and market-oriented approach to size and align all roles.
- Assess all global visual and written employer branding, job advertisements and marketing material to ensure inclusive messaging
- Track and analyze gender distribution on all job advertisement applications
- Implement an efficient employee engagement tool to continuously measure the internal perception on diversity and inclusion and more
- Continue our focus of attracting and promoting female candidates
- Leverage best-of-breed assessment tools in internal recruitment and promotions

Environmental, Social and Governance (ESG)

Nordic has committed to to the following ESG frameworks:

- UN Global Compact's (UNGC) ten principles on human rights, labor, environment, and anti-corruption
- Responsible Business Alliance's (RBA) Code of Conduct for social, environmental and ethical issues in the electronics industry supply chain
- UN Sustainable Development Goals (SDGs)
- Nordic's Corporate Social Responsibility policy

The Nordic ESG framework is established according to the company's management systems for Quality (ISO 9001), Environmental (ISO 14001), Occupational Health and Safety (ISO 45001), and Information Security (ISO 27001). These standards enable a systematic approach to improving the company's business processes and performance on material ESG topics. Material topics include but are not limited to Environmental product compliance, GHG emission, responsible sourcing of minerals, diversity and inclusion, Health & safety, Anti-corruption, Information Security and data privacy.



The ESG section of this report below presents Nordic Semiconductor's ESG status, programs, and performance during 2021. The ESG section is prepared in accordance with GRI reporting standards (Core option) and follows the requirements of Norwegian Accounting Act, Section 3-3c. The ESG section also represents the company's official Communication on Progress as a signatory to the UN Global Compact.

Environmental statement

Nordic seeks to minimize its environmental impact on areas of hazardous substances, resource consumption, GHG emission, and manage waste in an environmentally friendly and resource efficient manner.

The company has established routines to monitor these conditions under management systems certified under ISO 9001 and ISO 14001. Nordic complies with all current applicable laws and regulations, such as REACH and RoHS directives.

Manufacturing is outsourced to leading third-party providers who are required to operate in compliance with the ISO 14001 environmental standards, in addition to other certifications, requirements, and qualifications.

Aware of the effects of climate change and the contribution of the semiconductor industry to GHG emission, Nordic started its renewable energy program in 2020 to reduce GHG emission from both its operations and its outsourced manufacturing activities. Procurement of renewable energy happens on annual basis, with the long-term goal of complete carbon neutrality for scope 2 by 2025 and scope 3 by 2030.

Nordic Semiconductor environmental key targets for 2022 are stated as below.

- Renewable energy purchase to achieve:
 - GHG emission reduction for Scope 2 by 50%
 - GHG emission reduction for Scope 3 by 20%
- 80% of prototyping platforms with recyclable plastic enclosure
- 5% of device containers with recycled plastic

EU Taxonomy

On 12 July 2020, the EU Taxonomy Regulation, which provides for the establishment of a framework to facilitate sustainable investment, was enacted. The EU Taxonomy Regulation introduces a classification system of environmentally sustainable activities by defining technical screening criteria for each environmental objective through delegated acts. The EU Taxonomy Regulation also mandates larger European companies to report on and disclose the extent to which their business activities are eligible and aligned with the regulations' definition of environmental sustainability. The first delegated acts apply as of January 1, 2022 and classifies the economic activities of a defined set of industries with a large focus on manufacturing processes, which are decided to be the most important for the first two of the six environmental objectives (climate change mitigation and climate change adoption).

Nordic Semiconductor ASA, as a publicly listed European company with more than 500 employees, is under the EU Taxonomy Regulation to the extent that we are mandated to disclose if and, to which extent our business activities are recognized within the definitions of the current EU Taxonomy Regulation and its delegated acts.

An assessment of the EU Taxonomy Regulation and its delegated acts for the financial year of 2021, has concluded that the business activities of Nordic Semiconductor are not included in its current scope, and therefore disclosed as non-eligible economic activities. Nordic Semiconductor continues to monitor changes in the EU Taxonomy Regulation to ensure necessary preparations and compliance with the regulation.

For more information on sustainability development and performance, we refer to the ESG section of this report, where we provide more details on our objectives and activities related to environmental and social impact, as well as our governance framework and how these themes are integrated in the way we work.



Corporate Governance

Nordic is subject to corporate governance requirements according to the Norwegian Public Limited Companies Act, the Norwegian Accounting Act, section 3-3b, the Oslo Stock Exchange's Oslo Rulebook II -Issuers Rules, Chapter 4.5 section 5-8a of the Norwegian Securities Act, and the Norwegian Code of Practice for Corporate Governance ("the Code of Practice") as adopted by the Norwegian Corporate Governance Board (NUES).

A thorough review of compliance with the Code of Practice is included in the Standards of Corporate Governance chapter of this Annual Report.

Nordic has a Directors and Officers Liability Insurance on behalf of the members of the Board of Directors and CEO. The insurance additionally covers any employee acting in a managerial capacity and includes subsidiaries owned with more than 50%. The insurance policy is issued by a reputable, specialized insurer with appropriate rating.

Shareholder Matters

The Nordic Semiconductor shares are listed on the Oslo Stock Exchange (OSE) under the ticker NOD. Total return for the Nordic share was 116% in 2021, compared the Oslo Stock Exchange (OSEBX) which increased 23% during 2021, and the PHLX Semiconductor Sector Index (SOX) which increased 41% during 2021.

The Nordic share closed at NOK 297.6 at year-end 2021, corresponding to a market capitalization of NOK 57.4 billion.

Nordic had 191.0 million shares outstanding at the end of 2021, of which 1.8 million treasury shares. Purchase of treasury shares is viewed as an effective way to cover the obligations related to equity-based compensation.

On the Annual General Meeting in April 2021 the Board was given the authorization to purchase own shares, and to hold treasury shares within the limits of the Norwegian Public Limited Liability Companies Act. The company will seek the same approval on the 2022 Annual General Meeting.

Nordic had approximately 14 600 shareholders at the end of 2021, compared to 8 800 at the end of 2020. The top 20 shareholders held 57.3% of the registered shares.

51.4% of the shares were held by institutions and individuals based in Norway, down from 58.7% in 2020. The following table outlines the geographical split of our shareholder base. The geographical split is based on results from our shareholder analysis vendor showing data as of December 31, 2021.

Region	December 31, 2021
Norway	51.4%
USA	29.8%
Other Europe	7.9%
UK	5.3%
Sweden	3.4%
Rest of World	2.2%

Nordic aims to have an open dialog with shareholders and investors. The company conducted virtual investor roadshows both in Norway and internationally in connection with the interim results and participated on several industry and investment virtual seminars during the year.

Through active communication with the capital market and shareholders in 2021, Nordic ensured that all relevant information required for external evaluation of the company was published in accordance with applicable rules and guidelines issued by the Oslo Stock Exchange.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | REPORT FROM THE BOARD OF DIRECTORS

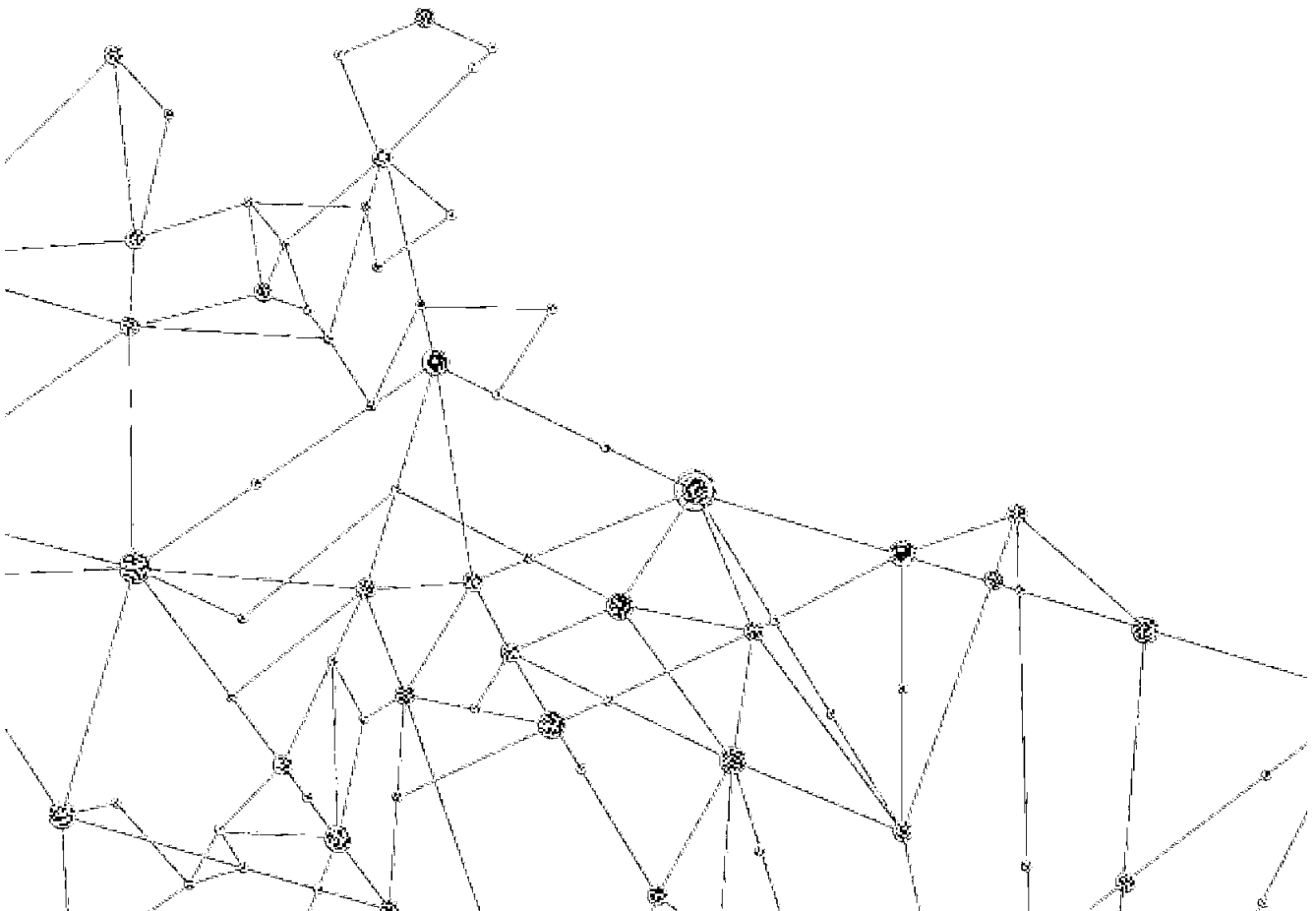
Outlook

Nordic Semiconductor is experiencing strong demand from globally leading technology companies and other tier-1 customers, as well as from customers in the broad market. This is reflected in revenues that have more than doubled over the past two years, and in an order backlog that more than tripled to almost USD 1.7 billion during 2021.

The currently limited availability of wafers is preventing the company from taking full advantage of the strong demand, although revenue increased by 51% to USD 611 million. The company expects to be allocated wafer volumes and to generate revenue in 2022 that keeps the company on track

for its 2023 revenue target of USD 1 billion. Nordic sees continued strong growth opportunities well beyond 2023, and overall looks for annual revenue growth of at least 25% in 2023-2026.

Nordic reported a gross margin of 53.5% for 2021, partly due to one-off effects of price changes towards the end of the year. The company targets an overall gross margin of 50% going forward. Combined with higher scale and improving operational leverage, Nordic expects this to enable a long-term EBITDA-margin level above 25%.





Oslo, March 17, 2022

Jan Frykhammar
Board member

Birger Steen
Chair

Anita Huun
Board member

Inger Berg Ørstavik
Board member

Sverre Tore Larsen
Chief Executive Officer

Endre Holen
Board member

Øyvind Birkenes
Board member

Jon Helge Nistad
Board member, employee

Annastiina Hintsa
Board member

Joel Stapleton
Board member, employee

Susheel Raj Nuguru
Board member, employee

Morten Dammen
Board member, employee



Financial statements



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

Income statement (for the year ended December 31)

GROUP				PARENT	
2021	2020	Amount in USD 1000	Note	2021	2020
610 528	405 217	Total Revenue	3	611 577	406 242
-283 415	-190 690	Cost of materials	4	-283 415	-190 690
-472	-584	Direct project costs		-472	-584
326 640	213 943	Gross profit		327 690	214 968
-149 824	-101 211	Payroll expenses	9/10/12/18	-84 483	-61 444
-52 098	-35 954	Other operating expenses	5/11	-130 450	-84 325
-37 798	-31 063	Depreciation	11/12/21	-32 893	-27 128
86 920	45 714	Operating profit		79 864	42 071
730	642	Financial income	6/22/23	737	642
-1 129	-1 416	Financial expenses	6/21/22/23	-1 001	-1 336
739	-2 016	Net foreign exchange gains (losses)	6/22	704	-2 014
87 260	42 925	Profit before tax		80 305	39 363
-16 089	-4 534	Income tax expense	7	-14 618	-3 564
71 171	38 391	Net profit after tax		65 687	35 799
		Attributable to:			
71 171	38 391	Equity holders of the parent		65 687	35 799
0.37	0.21	Ordinary earnings per share (USD)	8	0.34	0.20
0.37	0.20	Fully diluted earnings per share (USD)	8	0.34	0.18
2021	2020	Statement of comprehensive income		2021	2020
71 171	38 391	Net profit after tax		65 687	35 799
-150	-84	Actuarial gains (losses) on defined benefit plans (before tax)		-150	-84
33	19	Income tax effect	7	33	19
-1 186	688	Currency translation differences			
69 868	39 014	Total Comprehensive Income		65 570	35 734
		Attributable to:			
69 868	39 014	Equity holders of the parent		65 570	35 734

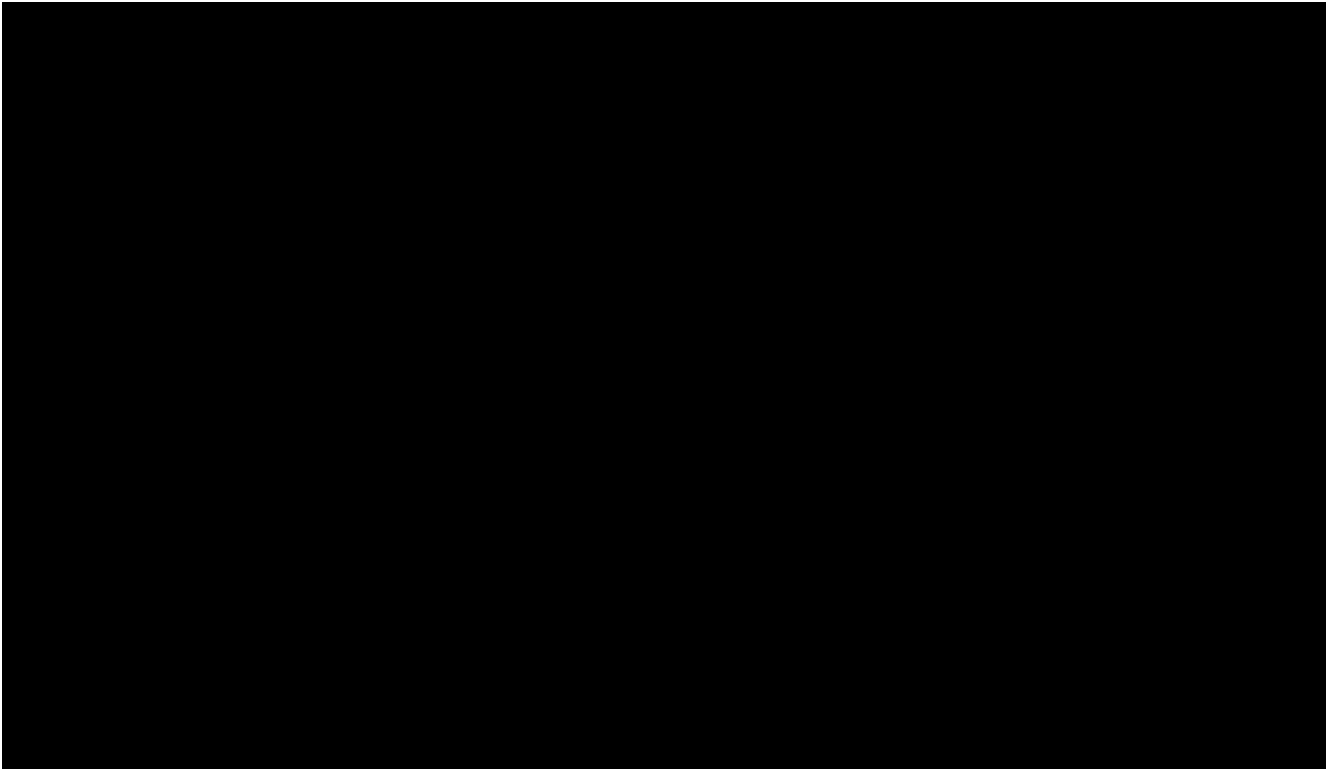


NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

Statement of financial position (as of December 31)

GROUP		Amount in USD 1000	Note	PARENT	
2021	2020			2021	2020
		ASSETS			
		Non-current assets			
2 386	2 393	Goodwill	24	249	249
31 542	34 563	Capitalized development expenses	12	31 542	34 563
15 764	19 905	Software and other intangible assets	12	15 232	19 286
6 331	3 668	Deferred tax assets	7	5 748	3 029
18 935	25 092	Right of use assets	21	14 923	20 616
33 885	28 284	Fixed assets	11/22/23	28 824	24 960
0	0	Shares in subsidiaries	1/13	6 696	1 590
108 844	113 906	Total non-current assets		103 215	104 294
		Current assets			
54 943	61 955	Inventory	4	54 943	61 955
141 748	88 034	Accounts Receivable	14/22/23	141 748	88 034
11 951	9 372	Other current receivables	15/22/23	11 283	10 062
279 331	242 547	Cash and cash equivalents	16/22/23	273 430	238 615
487 973	401 909	Total current assets		481 405	398 666
596 817	515 814	TOTAL ASSETS		584 620	502 960

		EQUITY			
317	317	Share Capital	17	317	317
235 448	235 448	Share premium	17	235 448	235 448
222 443	166 727	Other components of equity		204 924	153 501
458 209	402 492	Total equity		440 690	389 266
		LIABILITIES			
		Non-current liabilities			
580	448	Pension liabilities	18	554	448
14 281	21 004	Non-current lease liabilities	21/22/23	11 673	18 338
14 861	21 452	Total non-current liabilities		12 226	18 785
		Current liabilities			
28 392	22 812	Accounts payable	20/22/23	27 558	21 059
17 427	4 976	Income taxes payable	7	17 181	4 889
7 599	8 789	Public duties	20	6 266	7 777
5 594	5 520	Current lease liabilities	21/22/23	3 921	3 616
520	302	Current financial liabilities	22/23	520	302
64 215	49 472	Other current liabilities	15/20/23	76 258	57 265
123 747	91 872	Total current liabilities		131 703	94 908
138 608	113 323	Total liabilities		143 930	113 694
596 817	515 814	TOTAL EQUITY AND LIABILITIES		584 620	502 960



Oslo, March 17, 2022

Jan Frykhammar
Board member

Birger Steen
Chair

Anita Huun
Board member

Inger Berg Ørstavik
Board member

Sverre Tore Larsen
Chief Executive Officer

Endre Holen
Board member

Øyvind Birkenes
Board member

Jon Helge Nistad
Board member, employee

Annastiina Hintsa
Board member

Joel Stapleton
Board member, employee

Susheel Raj Nuguru
Board member, employee

Morten Dammen
Board member, employee



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

Nordic Semiconductor Group

Consolidated statement of changes in equity

Amount in USD 1000	Share capital	Treasury shares	Share premium	Other paid in capital	Currency translation reserve	Retained earnings	Total equity
Equity as of 01.01.2020	303	-5	113 355	6 819	-309	112 042	232 205
Net profit for the period						38 391	38 391
Other comprehensive income					688	-65	623
Share based compensation				3 265			3 265
Sale of treasury shares (option exercise)		2		5 897			5 899
Capital increase*	14		122 093				122 108
Equity as of 31.12.2020	317	-2	235 448	15 980	379	150 368	402 492
Net profit for the period						71 171	71 171
Other comprehensive income					-1 185	-117	-1 302
Share based compensation				6 670			6 670
Option exercise				-20 821			-20 821
Equity as of 31.12.2021	317	-2	235 448	1 829	-806	221 421	458 209

Nordic Semiconductor Parent

Consolidated statement of changes in equity

Amount in USD 1000	Share capital	Treasury shares	Share premium	Other paid in capital	Retained earnings	Total equity
Equity as of 01.01.2020	303	-5	113 355	4 530	103 570	221 754
Prior year adjustment					-21	-21
Net profit for the period					35 799	35 799
Other comprehensive income					-65	-65
Sale of treasury shares (option exercise)		2		5 897		5 899
Share based compensation				3 792		3 792
Capital increase*	14		122 093			122 108
Equity as of 31.12.2020	317	-3	235 448	14 219	139 283	389 266
Net profit for the period					65 687	65 687
Other comprehensive income					-117	-117
Option exercise				6 670		6 670
Share based compensation				-20 816		-20 816
Equity as of 31.12.2021	317	-3	235 448	74	204 853	440 690

* The group increased the share capital with NOK 1 144 million, approximately USD 125 million. The amount net of transaction cost was USD 122.1 million after tax.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

Statement of cash flows

for the year ended December 31.

GROUP				PARENT	
2021	2020	Amount in USD 1000	Note	2021	2020
		Cash flows from operating activities			
87 260	42 925	Profit before tax		80 305	39 363
-6 332	-2 955	Taxes paid for the period	7	-5 045	-1 922
37 798	31 063	Depreciation and amortization	11/12/21	32 893	27 128
-41 043	-29 561	Change in inventories, trade receivables and payables	4/14/20/22	-40 204	-29 333
6 670	3 151	Share-based compensation		4 359	2 357
134	138	Movement in pensions		106	138
11 332	20 530	Other operations related adjustments		16 460	21 845
95 818	65 292	Net cash flows from operating activities		88 873	59 576
		Cash flows used in investing activities			
-25 050	-16 480	Capital expenditures (including software)	11/12	-20 301	-14 752
-5 644	-8 398	Capitalized development expenses	12	-5 644	-8 398
0	0	Investment in subsidiaries		-2 878	0
0	-13 158	Business Combination, net of cash acquired		0	-11 694
-30 694	-38 035	Net cash flows used in investing activities		-28 824	-34 844
		Cash flows from financing activities			
0	10 455	Changes in treasury shares	17	0	10 455
0	121 277	Capital increase		0	121 277
-20 758	-4 557	Cash settlement of options contract		-20 758	-4 557
-6 493	-3 552	Repayment of lease liabilities		-4 476	-2 496
0	40 000	RCF drawdown		0	40 000
0	-40 000	RCF repayment		0	-40 000
-27 250	123 622	Net cash flows from financing activities		-25 234	124 677
-1 090	1 024	Effects of exchange rate changes on cash and cash equivalents		0	0
36 784	151 902	Net change in cash and cash equivalents		34 815	149 409
242 547	90 645	Cash and cash equivalents as of 1.1.		238 615	89 205
279 331	242 547	Cash and cash equivalents as of 31.12.	16/22	273 430	238 615
2 285	4 202	Restricted cash incl. in the cash and cash equivalents as of 31.12.	16	2 285	4 202



Note 1: Background

1.1 Corporate information

Nordic Semiconductor ASA is a public limited company whose ordinary shares are listed on the Oslo Stock Exchange with ticker code NOD. The Company is domiciled in Norway, and the registered head office is at Otto Nielsens veg 12, 7052 Trondheim.

The Group includes the ultimate parent company Nordic Semiconductor ASA and the wholly owned subsidiaries, Nordic Semiconductor Norway AS, Nordic Semiconductor UK Ltd, Nordic Semiconductor Inc., Nordic Semiconductor Poland Sp. z o.o, Nordic Semiconductor Finland OY, Nordic Semiconductor Japan KK, Nordic Semiconductor Germany GmbH, Nordic Semiconductor India Pvt. Ltd, Nordic Semiconductor Sweden AB, Nordic Semiconductor Hong Kong Limited, and Nordic Semiconductor (Shenzhen) Limited.

Nordic Semiconductor is a Norwegian fabless semiconductor company specializing in wireless communication technology that powers the Internet of Things (IoT). Nordic was established in 1983 and has around 1200 employees across the globe. The company's award-winning Bluetooth Low Energy solutions pioneered ultra-low power wireless, making it the global market leader. Nordic's technology range was later supplemented by ANT+, Thread and Zigbee, and in 2018 Nordic launched its low power, compact LTE-M/NB-IoT cellular IoT solutions to extend the penetration of the IoT. The Nordic portfolio was further complemented by Wi-Fi technology in 2021.

1.2 Basis for preparation

The financial accounts for the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") as endorsed by the European Union and Norwegian authorities, and are effective as of December 31, 2021. The consolidated financial statements also comply with IFRS as issued by the International Accounting Standards Board ("IASB") and the disclosure requirements as specified under the Norwegian Accounting Law (Regnskapsloven).

The consolidated financial statements are presented in US dollars (USD), which is the functional currency of the parent company. All USD amounts are rounded to the nearest thousand, if nothing else is noted. As a result of rounding differences, it is possible that amounts and percentages do not add up to the total.

Gross profit is revenue less cost of materials and direct project costs. Cost of materials include direct and indirect cost of production. Nordic Semiconductor uses gross profit for internal reporting and has therefore chosen to include it in the external financial reporting.

The Group has only one operating segment. The Group does not report or monitor profitability on a lower level, but breaks down its revenue into the following end product markets: Consumer Electronics, Wearables, Healthcare, Building and Retail, Others, Cellular IoT, ASIC components, and Consulting Services. The Group also breaks down its revenue in the geographical areas in which its distributors are located.

The financial accounts were audited and approved for publication by the Board of Directors on March 17, 2022, and will be presented for approval at the Annual General Meeting on April 28, 2022.

1.3 Accounting standards adopted in 2021

In 2021, there are few revisions by the International Accounting Standards Board to the financial reporting requirements in accounting policies. The Group has adopted the following amendment:

Amendments to IFRS 16 - Covid-19-Related Rent Concessions

The amendment exempts lessees from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the covid-19 pandemic are lease modifications and allows lessees to account for such rent concessions as if they were not lease modifications. It applies to covid-19-related rent concessions that reduce lease payments due on or before June 30, 2022.

In 2021, there has been one lease agreement with rent concessions as a direct consequence of the covid-19 pandemic. The direct impact on profit and loss was not material for the Group.



Note 2: Significant Accounting Principles

2.1 Basis for consolidation

The consolidated financial statements incorporate the results, cash flows, and assets and liabilities of the parent company and its subsidiaries.

A subsidiary is an entity that is controlled, either directly or indirectly, by the parent company. Control exists when the parent company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power to direct the relevant activities of the investee. Generally, such power exists where the parent company holds a majority of the voting rights of an investee.

Subsidiaries are consolidated from the date control is obtained until the date that control ceases. All subsidiaries are wholly owned by the parent company and there are no non-controlling interests. Intercompany transactions, balances, and unrealized gains on transactions between group companies are eliminated.

2.2 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires that management uses judgement, estimates, and assumptions that effect the amounts reported in the financial statements and its disclosures. Management bases its estimates and judgement on previous experience and on various other factors deemed to be reasonable and sensible given the specific circumstances. The main areas of uncertainty for assessments and estimates are the balance sheet date, which represent a risk of creating significant changes to the value of assets and liabilities, are discussed below.

Estimates are continuously reassessed based on changes in the underlying assumptions. Changes in accounting estimates are recognized in the period in which such changes occur. If such changes also apply to future periods, the effect is distributed between current and future periods.

Revenue recognition

Revenue recognition principles are described in 2.4 Revenue recognition.

Nordic Semiconductor predominantly sells to electronic distributors under a distribution agreement. The distributors will hold a given level of Nordic Semiconductor's inventory that is subsequently shipped to an end customer. Nordic Semiconductor uses a "sell in" model in connection with revenue recognition to distribution

customers. Under a "sell in" model, management needs to make judgements and estimates the amount that can affect the reported amounts of revenues and expenses. The main judgments are described as follows.

Variable consideration for "Ship and Debit"

When a distributor sells components to specified customer accounts, the distributor will receive an additional rebate after the sale is made, commonly known as a "Ship and Debit" rebate. In estimating the variable consideration, the Group is required to use the expected value method. The Group estimates the rebate based on historical discounts to each distributor, the distributors' inventory level as of 31 December 2021, and expected sales mix. An estimate for this rebate is provided in the accounts, reducing the revenue and increasing refund liabilities. See note 3.3.

Development costs

Development costs are capitalized in accordance with the principles in 2.5 Intangible assets.

In order to determine the amount to be capitalized, it is necessary for management to make assumptions regarding expected future cash flow, and the expected period of benefits. Capitalized development costs are subject to amortization on a straight-line basis over the period of expected future benefits, normally 3-5 years. Uncertainty exists with respect to the estimated period of expected future benefit, as this depends on the future technological development in the market. During 2021 USD 5.6 million was capitalized. The carrying amount of capitalized development costs as of December 31, 2021 and 2020 was USD 32 million and USD 35 million respectively.

Leases - Estimating the incremental borrowing rate

The interest rate implicit in the lease cannot readily be determined, therefore the incremental borrowing rate (IBR) is used to measure lease liabilities.

The lessee's IBR is defined in IFRS 16 as "the rate of interest that a lessee would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment".

The Group has a centralized treasury department, and all financing is from the parent company in order to minimize the costs of finance. The subsidiaries are self-financed with low credit risk due to cost-plus inter-company invoicing for services, and do not enter into financing transactions into third parties. The Group entities have stand-alone arrangements for lease payments either with deposits or bank guarantee.



The IBR reflects what the companies of the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's standalone credit rating).

2.3 Foreign currency translation

Each entity within the Group has a functional currency, which is normally the currency in which the entity primarily generates and expends cash. The parent company is the most significant entity in the Group, and its functional currency is USD.

At entity level, a foreign currency is a currency other than the entity's functional currency. Transactions in the profit and loss statement denominated in foreign currencies are recorded in the entity's functional currency at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate prevailing at the balance sheet date. Currency translation differences arising at entity level are recognized in profit or loss.

The Group's presentation currency is USD, and foreign operations are those of the parent company's subsidiaries and branches whose functional currency is not USD. On consolidation, assets and liabilities of foreign operations are translated into USD according to the exchange rates prevailing on the balance sheet date. Profit or loss items are translated according to monthly average exchange rates. Changes in net assets resulting from exchange rate movements are recognized in other comprehensive income and taken to the currency translation reserve.

2.4 Revenue recognition

The Group is in the business of developing and selling integrated circuits. Revenue from customers is mainly generated from sale of products. Services delivered consists of consulting services. The Group and the customer do not receive financing from the sales, and therefore there are no significant financing components to be accounted for separately from the revenue transaction. The normal credit term is 30-60 days upon delivery. In other words, the contract does not require the customer to pay in advance or require the customer to pay a significant amount after delivery.

Sale of products

Sales of products are mostly made to distributors (customers). Revenue from product sales is recognized when control of the goods is transferred to the customer. The time of delivery is considered to be when the goods are transferred to the transport carrier. Upon delivery, the Group has the right of payment for the asset, the customer has legal title to the asset, physical possession has been transferred to the customer, and the customer has full ownership of the asset.

Revenue recognized on the sale of products is measured at the fair value of the consideration received or receivable, excluding sales taxes and after making allowance for variable considerations such as rebates and product returns.

Ship and debit rebate

The Group sells products to certain distributors on "ship and debit" terms. It means that the distributor may be entitled to a rebate if the distributor sells the product to end customers at a price lower than the price at which the distributor purchased the products from the Group. The difference in price is then claimed (debited) by the distributor.

The Ship and Debit rebates are recognized as reduction in revenue and an increase in liabilities before the sale has taken place.

Stock rotation rights

Some distributors are entitled to limited rights of return, referred to as stock rotation rights. The Group tracks the distributor's inventory and can initiate a stock rotation earlier if a certain product is selling better with another distributor. As the products have similar margin, there are no significant losses for the Group when stock rotations are initiated. The Group does not make provisions or adjustments for stock rotation unless we expect the goods returned to be obsolete. Stock rotation provisions are made if necessary, based on most likely amount method.

End-customer volume rebates

Some end customers have entered into agreements with Nordic to receive a rebate based on their purchase quantity and price from the distributor. The rebates are recognized as reduction in revenue and increase in liabilities before payout by the end customer.

Sale of services

Revenue from services is recognized as the services are rendered/delivered.



Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in note 2.8

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note 2.9

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs under the contract.

Assets and liabilities arising from rights of return

Right of return asset

Right of return asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods.

The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products. As the customers are only able to exchange the goods, the Group does not have a right of return asset.

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

Cost to obtain a contract

The Group does not pay commission to employees and all costs related to getting a customer order is immediately expensed. The amortization period for a contract asset would be one year or less, hence the Group is able to use the practical expedient and expense costs directly.

2.5 Intangible assets

Research and development expenditure

Research costs are expensed as incurred.

Costs associated with development are capitalized if the following criteria are met in full:

- The product or the process is clearly defined and the cost elements can be identified and measured reliably;
- The technical feasibility is demonstrated;
- The product or the process will be sold or used in the business;
- The asset will generate future financial benefits;
- Sufficient technical, financial and other resources for project completion are in place

Costs expensed in prior accounting periods will not be capitalized. Depreciation begins when the product is transferred from development to production. Depreciation is calculated on a straight-line basis over 5 years. Uncertainty exists with respect to the expected period of benefits, as this depends on the future technological development in the market.

Goodwill

Goodwill acquired in a business combination is carried at cost as established at the acquisition date, less impairment losses, if any.

Other intangible assets

Other intangible assets comprise identifiable intangibles acquired in business combination (IP, developed technology), licenses and computer software. The assets held by the Group have finite useful lives determined by the expected usage of the asset by the entity. The assets are amortized on a straight-line basis over its estimated useful lives, normally 3-5 years.

The other intangible assets are carried at cost less accumulated amortization and impairment losses, if any. Cost comprises the purchase price of the asset (including non-refundable purchase taxes) and any costs directly attributable to preparing the asset for its intended use. In the case of an asset acquired in a business combination, the cost is its fair value at the acquisition date.



The amortization period and the amortization method for intangible assets are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

2.6 Government grants

Grants received are tax refunds and are classified as operating grants. Operating grants are accounted for at the same time as the costs they are intended to cover. Tax refunds are accounted for as a cost reduction. See note 5 and 9.

2.7 Property, plant and equipment

Property, plant and equipment is valued at the lower of cost net of accumulated depreciation and net realizable value. When an asset is sold or discontinued, the gain or loss from the transaction is recognized in the income statement. Cost comprises the purchase price of the asset including fees/ taxes and any direct costs associated with commissioning the asset for use.

Repair and maintenance costs are expensed when incurred. If repair and maintenance increase the value of the asset, the cost will be added to the asset on the balance sheet. Depreciation is calculated on a straight-line basis over the following periods of time:

Office and lab equipment	1-5 years
Computer equipment	3-5 years
Leasehold improvements	5 years

The assets' residual value, useful lives and methods of depreciation are reviewed on an ongoing basis and adjusted prospectively, if necessary.

2.8 Impairment of non-financial assets

The Group's non-financial assets includes:

- Goodwill
- Capitalized development expenses
- Other intangible assets (software and IP)
- Property, plant and equipment
- Right-of-use assets

Non-financial assets are tested for impairment whenever there is an indication that their carrying amounts may not be recoverable. Goodwill and intangible assets still under development are subject to an annual impairment test.

A CGU of one non-financial asset is the smallest group of assets that includes the asset and generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Goodwill does not generate cash flows independently of other assets and is, therefore, tested for impairment at the level of the CGU or group of CGUs that are expected to benefit from the synergies of the related business combination.

If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use.

The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

2.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

The Group is recognizing a financial asset or liability when it becomes a party to the instrument's contractual terms.

The Group's financial assets and liabilities includes money market fund, accounts receivable and other current receivables, accounts payable, currency swap and other depreciation are reviewed on an ongoing basis and adjusted prospectively, if necessary.



Financial assets

Initial recognition and measurement

At initial recognition, the Group measures a financial asset at its fair value plus or minus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the asset. There is an exemption for accounts receivables, that do not contain a significant financing component or for which the Group has applied the practical expedient, are measured at the transaction price determined under IFRS 15. Refer to the accounting policies in section 2.4 Revenue recognition.

Depending of the financial asset's contractual cash flow characteristics and the Group's business model for managing them, the assets are at initial recognition and subsequently measured at amortized cost, fair value through other comprehensive income (OCI) or fair value through profit or loss.

Financial assets are classified and measured at amortized cost or fair value through OCI, if it gives rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit and loss (held for trading)

The categories relevant for the Group is amortized cost, including accounts receivables and other current receivables, and fair value through profit or loss (held for trading), including money market fund.

The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and

- The contractual terms the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

Financial assets at amortized cost are subsequently at fair value with resulting gains and losses recognized in profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred the asset according to IFRS 9 paragraph 3.2.4 and 3.2.5

Impairment of financial assets

For trade receivables and contract assets, the Group applies a simplified approach in calculating expected credit losses (ECLs). The Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and accounts payables, net of directly attributable transaction costs.

Subsequent measurement

All financial liabilities are measured at amortized cost, except for financial liabilities at fair value through profit or loss.

After initial recognition, borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit or loss.



Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category includes derivative financial instruments (currency swap) entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9.

Gains or losses on liabilities held for trading are recognized in the statement of profit or loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.10 Cash and cash equivalents

Cash and cash equivalents include cash at bank, short-term deposits with an original maturity of three months or less and money market fund. Money market funds are defined as cash equivalents because they are highly liquid and not subject to material fluctuations in value.

2.11 Inventory

Inventory is valued at the lower of cost and net realizable value after deduction for obsolescence. Net realizable value is estimated as the selling price less cost of completion and the cost necessary to make the sale. Costs are determined by using the FIFO method. Work in progress includes variable cost and non-variable cost which can be allocated to items based on normal capacity. Obsolete inventory is written down completely.

2.12 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The Group has used the optional exemption in IFRS 16 and not accounted lease concessions, such as reduction in lease payments, due to Covid-19 as a lease modification. The following conditions are met:

- The reversed consideration is substantially the same or less than the original consideration
- The reduction in lease payments relates to payments due on or before 30 June 2022
- No other substantive changes have been made to the terms of the lease

That means reductions in lease payments are accounted for as negative variable lease payments and be recognized in profit and loss.

The right-of-use assets are also subject to impairment, see note 2.8



Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and low-value assets. The low value election is made on a lease-by-lease basis, and it refers to underlying assets with a value in order of USD 5 000 or less. Lease payments on short-term leases and leases of low value assets are recognized as expense on a straight-line basis over the lease term.

2.13 Income taxes

Income tax expenses consist of taxes due and changes to the net deferred tax assets or liabilities.

Deferred tax assets and liabilities are calculated based on the differences between the carrying value of assets and liabilities in the financial accounts and their tax basis when such differences are considered at temporary in nature.

Deferred tax assets are recognized to the extent that it is probable that the individual company will have sufficient taxable income in later periods to utilize the tax assets.

Deferred tax liabilities are accounted for at the nominal value and classified as long-term obligations in the balance sheet.

Deferred income tax relating to items recognized in Other Comprehensive Income ("OCI") or directly in equity is recognized outside profit or loss.

The parent company pays its tax obligation in NOK and the fluctuations between the NOK and the USD impact the financial items. The Group's legal entities that do not have their tax base in USD are exposed to changes in the USD/ tax base currency rates. Effects within the current year are classified as tax expense.

2.14 Provisions

Provisions (such as legal claims and contractual severance) are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that economic benefits will be required to settle the obligation and a reliable estimate can be made. Provisions are reviewed each balance sheet date and the level reflects the best estimate of the obligation. When the time value is insignificant, the amount of the provision will be equal to the estimated expenditure required to settle the obligation. When the time effect is significant, the amount of the provision will be equal to the present value of future estimated expenditures to settle the obligation.

2.15 Employee benefits

Defined benefit pension plans

The Group had a defined benefit pension plan for its employees who were hired before December 31, 2007. The group has also established a similar plan for employees in the Philippines. This plan is still open. Pension plan assets are valued at fair value. The defined benefit scheme in Norway was converted to a defined contribution scheme. In connection with the transfer, the employees received a "Paid up benefit" for all earned benefits in the defined benefit plan. As there exist certain obligations related to retirees and employees on sick leave, an actuarial calculation is performed and a liability for these employees is included as of December 31, 2021.

Defined contribution pension plans

Employees hired after January 1, 2008 have a defined contribution pension plan described in note 18.



Share based compensation

The Group grants restricted stock units and other awards over its ordinary shares to all employees. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model, further details of which are given in note 19.

That cost is recognized in employee benefits expense, together with a corresponding increase in equity (other paid in capital), over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). See note 19.

Accounting treatment of social security tax is not treated in IFRS 2. Social security tax is accrued over the vesting period based on the actual value of the stock unit.

2.16 Treasury shares

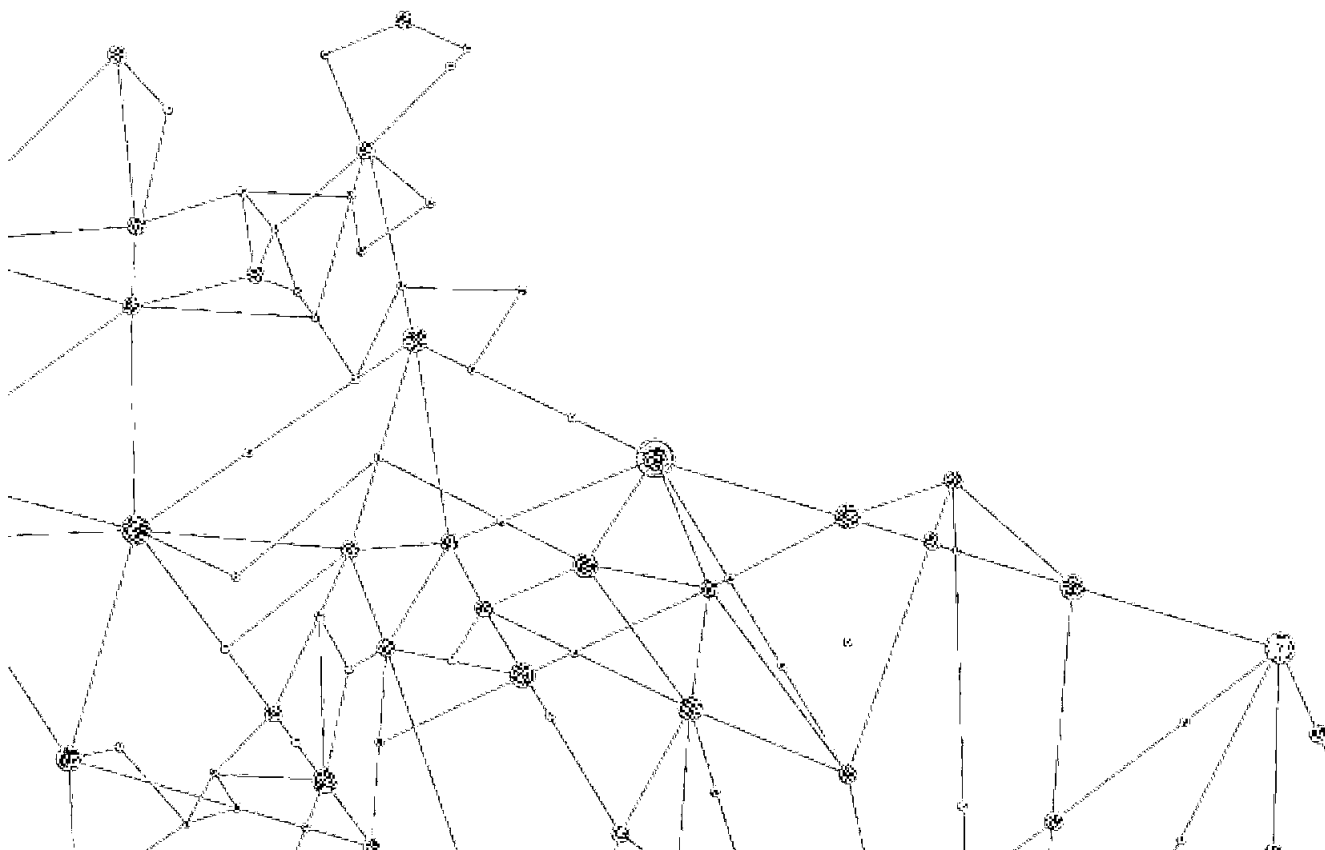
When treasury shares are purchased, the purchase price, including directly attributable costs are recognized as changes in equity. Treasury shares are presented as a reduction of equity. Gains or losses on transactions in treasury shares are not recognized in the income statement.

2.17 Cash flow statement

The cash flow statement is prepared in accordance with the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term liquid investments.

2.18 Events after the balance sheet date

Information available after the balance sheet date and applicable to conditions existing at the balance sheet date is included in the preparation of the financial statements. Events after the balance sheet date that do not affect the Group's financial position as of the balance sheet date, but that will affect the Group's financial position in the future, are disclosed if they are significant. See note 24.





Note 3: Revenues

All figures in USD 1000

3.1 Disaggregated revenue information

Revenue classified by end product applications:

The Group focuses on the sale of standard components for wireless communication. These wireless components are broken into the following end product areas: Consumer Electronics, Wearables, Building and Retail, Healthcare and Others. In 2021, wireless components accounted for 96.1% of sales versus 96.8% in 2020. In addition to standard components, the Group sells customer-specific ASIC components (Application Specific Integrated Circuits) and related Consulting Services.

The Group recognized the first long-range (cellular IoT) revenue in the second half of 2018. Most of Nordic's cellular IoT customers are still in the development phase or in early commercial phase. When cellular IoT revenue materialize, Nordic will report the revenue in the relevant end product areas.

GROUP			PARENT	
2021	2020	Revenue	2021	2020
221 623	163 131	Consumer Electronics	221 623	163 131
68 761	62 967	Wearables	68 761	62 967
163 765	81 871	Building/Retail	163 765	81 871
61 452	37 830	Healthcare	61 452	37 830
71 408	46 364	Others	71 408	46 364
587 009	392 163	Wireless Components	587 009	392 163
17 035	6 527	Long-range (cellular IoT)	17 035	6 527
6 083	6 297	ASIC components	6 083	6 297
400	230	Consulting services	400	230
0	0	Management fee	1 049	1 025
610 528	405 217	Total revenue from contracts with customers	611 577	406 242

Revenue classified by customers' location:

The Group also classifies its revenues on a geographical basis according to its customers' location.

GROUP			PARENT	
2021	2020		2021	2020
53 116	37 726	Europe	53 886	38 519
61 663	34 038	Americas	61 910	34 234
495 749	333 453	Asia/Pacific	495 781	333 488
610 528	405 217	Total revenue from contracts with customers	611 577	406 242

The Group sells its components to distributors, which then sell components onward to electronics manufacturers which build end products and sell them to customers across the world. One distributor represented more than 10% of the Group's total revenues in 2021 with 28% of total revenues. This distributor is based in Asia. In comparison, two distributors represented more than 10% of the Group's total revenues in 2020 with 30% and 11% respectively.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

Revenue from contracts with customers classified by timing of revenue recognition:

GROUP			PARENT	
2021	2020		2021	2020
610 128	404 987	Goods transferred at a point in time	610 128	404 987
400	230	Services transferred over time	1 449	1 255
610 528	405 217	Total revenue from contracts with customers	611 577	406 242

3.2 Contract balances

Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days. See note 22 for further details.

GROUP			PARENT	
2021	2020		2021	2020
141 748	88 034	Trade receivables	141 748	88 034

3.3 Right of return assets and refund liabilities

GROUP			PARENT	
2021	2020		2021	2020
20 530	16 184	Refund liability – arising from ship & debit	20 530	16 184
10 258	8 515	Refund liability – arising from end-customer volume rebates	10 258	8 515

3.4 Performance obligations

The performance obligations for the sale of components is normally satisfied upon the time of delivery. Payment is generally due 30 to 60 days within delivery.

For the consulting services the performance obligation is satisfied over-time and the customer is generally invoiced at month-end for the work performed.

The Group has decided to use the practical expedient and not disclose unsatisfied or partially unsatisfied performance obligations. All remaining performance obligations are expected to be recognized within one year.



Note 4: Cost of materials / inventory

All figures in USD 1000

GROUP			PARENT	
2021	2020		2021	2020
276 403	199 578	Purchased materials	276 403	199 578
7 012	-8 888	Changes in inventory	7 012	-8 888
283 415	190 690	Cost of materials	283 415	190 690
9 704	18 751	Raw materials	9 704	18 751
18 440	17 566	Work in Progress	18 440	17 566
26 799	25 638	Finished goods	26 799	25 638
54 943	61 955	Total inventory	54 943	61 955
5 712	3 242	Amount Written down	5 712	3 242

As Nordic Semiconductor is a fabless manufacturer, all inventories, including raw materials and finished goods, are located at sub-contractors.

Note 5: Other operating expenses

All figures in USD 1000

GROUP			PARENT	
2021	2020		2021	2020
19 580	12 733	Service and maintenance	18 288	11 877
15 527	11 470	Other consultancy fees	11 658	8 059
1 582	953	Office rental expenses	1 030	615
1 558	1 005	Office equipment	1 201	797
6 198	6 180	Material and components	5 142	5 581
-108	-22	Tax grant	-108	-22
-1 515	-2 647	Capitalized development expenses	-1 515	-2 647
1 068	1 246	Travel and meeting expenses	742	891
8 207	5 036	Other operating expenses	7 297	4 780
—	—	Other operating expenses intercompany	86 715	54 394
52 097	35 954	Total other operating expenses	130 450	84 325

Auditor remuneration, excl. of VAT

Fees to the auditor are included in consultancy fees above.

GROUP			PARENT	
2021	2020		2021	2020
90	69	Statutory audit services	72	61
4	—	Tax advisory services	—	—
3	8	Other audit related services	3	8
96	78	Total revenues	74	69



Note 6: Net financial items

All figures in USD 1000

GROUP			PARENT	
2021	2020		2021	2020
340	515	Interest income	350	515
389	127	Other financial income	387	127
730	642	Financial income	737	642
822	768	Interest expenses on lease liabilities	733	768
307	648	Other financial expense	268	568
-739	2 016	Foreign exchange loss (net)	-704	2 014
390	3 432	Financial expense	297	3 350
340	-2 790	Net financial expense	441	-2 708

Note 7: Tax

All figures in USD 1000

GROUP			PARENT	
2021	2020	Tax consists of	2021	2020
-17 427	-4 976	Tax payable	-17 181	-4 889
2 663	855	Change in deferred tax / benefit	2 719	600
-1 325	-413	Prepaid taxes during the year	-156	725
-16 089	-4 534	Tax expense	-14 618	-3 564

GROUP			PARENT	
2021	2020	Reconciliation of nominal and actual tax expense	2021	2020
87 260	42 925	Profit before tax	80 305	39 363
-19 197	-9 444	Tax at nominal rate 22 %	-17 667	-8 660
47	-62	Tax effect of different tax rates in other countries	-89	-99
4 605	2 551	Tax effect permanent differences	4 679	2 694
—	-104	Tax effect of tax benefit not being recognized in the balance sheet	—	—
25	620	Excess tax provision previous year	25	620
-1 568	1 904	Currency effect from translation to USD	-1 566	1 881
-16 089	-4 534	Tax expense	-14 618	-3 564

The group has not recognized net deferred tax benefit of USD 129 000 related to the subsidiary in India.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

GROUP						
Deferred taxes:	Balance sheet		Income statement		Other. Comp. income	
	2021	2020	2021	2020	2021	2020
Inventory	1 517	494	1 023	-151		
Fixed Assets	2 439	1 825	613	417		
Leasing	36	157	-121	143		
Options (share based payments)	1 729	982	747	275		
Pension obligation	122	99	-10	12	33	19
Financial instrument	114	66	48	66		
Accruals	489	145	344	123		
Deferred tax benefit - gross	6 446	3 769	2 644	886	33	19
Gain and loss account	33	43	-10	-9		
Net other tax-obligations	82	58	24	58		
Deferred tax obligation - gross	115	101	14	49	0	0
Currency effect of translation to USD			165	-107		
Net deferred tax benefit (obligation)	6 331	3 668				
Deferred tax expense			2 795	730	33	19

PARENT						
Deferred taxes:	Balance sheet		Income statement		Other. Comp. income	
	2021	2020	2021	2020	2021	2020
Inventory	1 517	494	1 023	-151		
Fixed Assets	2 044	1 187	857	162		
Leasing	36	157	-121	143		
Options (share based payments)	1 729	982	747	275		
Pension obligation	122	99	-10	12	33	19
Financial instrument	114	66	48	66		
Accruals	302	145	157	123		
Deferred tax benefit - gross	5 864	3 130	2 700	631	33	19
Gain and loss account	33	43	-10	-9		
Net other tax-obligations	82	58	24	58		
Deferred tax obligation - gross	115	101	14	49	0	0
Currency effect of translation to USD			127	-69		
Net deferred tax benefit (obligation)	5 749	3 029				
Deferred tax expense			2 813	513	33	19



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

Group			Parent	
2021	2020	Reconciliation of net deferred tax obligation	2021	2020
3 668	2 813	Opening balance as of 1.1	3 029	2 429
2 795	730	Tax expense recognized in the P&L	2 813	513
33	19	Tax expense recognized in OCI	33	19
-165	107	Currency effect from translation to USD	-127	69
6 331	3 668	Net deferred tax obligation / benefit 31.12	5 748	3 029

Group			Parent	
2021	2020	Net deferred tax recognized in OCI as of 31.12	2021	2020
33	19	Net gain on actuarial gains and losses	33	19
33	19	Total tax other comprehensive income	33	19

Note 8: Shares outstanding

Basis for calculation of basic earnings per share	2021	2020
Earnings for the year (USD '000)	71 171	38 391
Weighted average number of outstanding shares ('000)	190 961	181 021
Earnings per share (USD)	0.37	0.21
Basis for calculation of fully diluted earnings per share		
Earnings for the year (USD '000)	71 171	38 391
Weighted average number of outstanding shares ('000)	193 042	194 704
Earnings per share (USD)	0.37	0.20

The number of shares was as follows:

Date		Number of shares issued	Shares outstanding
01.01.2021	Balance at beginning of period	192 781 600	190 958 613
31.12.2021	Balance at end of period	192 781 600	190 962 563

Options granted to employees are considered to be potential ordinary shares. They have been included in the determination of diluted earnings per share if they have been vested at the reporting date, and to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in note 19.



Note 9: Payroll expenses

All figures in USD 1000

GROUP			PARENT	
2021	2020	Combined expenses for salary and other compensation are distributed as follows:	2021	2020
104 476	72 522	Salary and vacation pay	56 579	42 462
25 239	18 553	Other compensation	16 747	12 804
14 011	9 520	Payroll tax	11 869	9 007
-431	-535	Tax grant	-431	-535
10 650	6 898	Defined contribution pension	3 840	3 453
-4 121	-5 747	Capitalized development expenses (hourly costs)	-4 121	-5 747
149 824	101 211	Total	84 483	61 444
1 090	831	Weighted average number of full time employees	599	520

GROUP			PARENT	
2021	2020	Employees as of December 31, are distributed as follows:	2021	2020
518	449	Norway	518	449
273	211	Finland	—	—
93	74	Poland	—	—
52	39	India	—	—
49	46	USA	—	—
49	37	Taiwan	49	37
48	23	UK	—	1
34	31	Philippines	34	31
28	18	Sweden	—	4
19	17	China	19	17
13	15	Hong Kong	—	15
5	4	South Korea	5	4
4	3	Germany	—	—
3	4	Japan	—	—
3	1	The Netherlands	3	1
2	2	Spain	2	2
2	2	Australia	2	2
1	1	Switzerland	1	1
1	—	Singapore	1	—
1 197	977	Total	634	564



Note 10: Executive compensation

All figures in USD 1000

Note 10.1: Management remuneration

Pursuant to the changes in the Public Limited Liability Companies Act, i.e. addition of a new section 6-16 (b), and associated new regulations, Nordic will publish a separate management remuneration report for presentation at the Annual General Meeting on 28 April 2022, containing detailed information on remuneration to Executive Management Team (EMT) for the reporting year 2021. The remuneration report includes detailed information on EMTs remuneration complementing the numbers presented below. This includes an overview of the operational, financial, environmental, social and governance targets that form basis for the short-term incentives.

EMT members' salaries and other benefits, including long term incentive plans are presented in the table below. Unless otherwise stated, Nordic did not have any loans to or guarantees made on behalf of any of the EMT members in 2021 and 2020.

The remuneration paid or awarded to the CEO and other members of the EMT was aligned with Nordics' remuneration policy. The policy is available in its full at nordicsemi.com.

Total compensation* expensed during the year for the CEO and other executives:							
2021	Salary	Bonus **	Options ***	RSUs & PSUs	Other Comp.	Pension expenses	Total
Svenn-Tore Larsen, CEO	488	270	11	237	4	18	1 027
Pål Elstad, CFO/EVP Finance	289	143	7	112	2	18	571
Svein Egil Nielsen, CTO/EVP R&D and Strategy	327	162	8	128	2	18	645
Geir Langeland, EVP Sales & Marketing	306	168	7	132	2	18	633
Ebbe Romcke, SVP Quality & Sustainability	203	96	5	75	2	18	399
Ole Fredrik Morken, EVP Supply Chain****	328	109	6	90	2	18	552
Marianne Frydenlund, SVP Legal	182	90	2	68	2	18	361
Ståle Ytterdal, SVP IR & Strategic Sales	224	97	5	78	2	18	424
Kjetil Holstad, EVP Product Management	208	101	4	74	2	18	407
Katarina Finneng, EVP People & Communications	239	118	6	69	2	18	451
Total	2 794	1 355	60	1 063	19	179	5 470
2020	Salary	Bonus **	Options ***	RSUs & PSUs	Other Comp.	Pension expenses	Total
Svenn-Tore Larsen, CEO	412	185	33	57	1	15	704
Pål Elstad, CFO/EVP Finance	245	111	21	31	2	15	426
Svein Egil Nielsen, CTO/EVP R&D and Strategy	278	125	23	36	2	15	480
Geir Langeland, EVP Sales & Marketing	262	116	22	33	2	15	449
Ebbe Romcke, SVP Quality & Sustainability	173	74	12	21	2	15	297
Ole Fredrik Morken, EVP Supply Chain****	299	84	21	26	2	15	446
Marianne Frydenlund, SVP Legal	152	70	5	19	1	15	262
Ståle Ytterdal, SVP IR & Strategic Sales	200	77	10	20	2	15	324
Kjetil Holstad, EVP Product Management	173	75	7	20	2	15	291
Katarina Finneng, EVP People & Communications	190	91	5	17	3	15	322
Total	2 384	1 008	159	280	19	150	4 001

*Management compensation is paid in NOK. Exchange rate for 2021: 8.56 and 2020:9.41

**Bonus 2020 is edited to earned during the year from paid during the year

***Option cost is the expense of fair value of options based on Black Scholes calculation

****Includes expat allowances (housing, school, etc.)



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

The Group has granted EMT members the following RSUs and performance shares (PSUs):				
EMT member	2021		2020	
Svenn-Tore Larsen, CEO	10 933 RSUs	6 213 PSUs	10 621 RSUs	10 621 PSUs
Pål Elstad, CFO/EVP Finance	3 056 RSUs	3 056 PSUs	6 345 RSUs	6 345 PSUs
Svein Egil Nielsen, CTO/EVP R&D and Strategy	3 455 RSUs	3 455 PSUs	7 172 RSUs	7 172 PSUs
Geir Langeland, EVP Sales & Marketing	6 139 RSUs	3 189 PSUs	6 621 RSUs	6 621 PSUs
Ebbe Romcke, SVP Quality & Sustainability	2 059 RSUs	2 059 PSUs	4 276 RSUs	4 276 PSUs
Ole Fredrik Morken, EVP Supply Chain***	2 325 RSUs	2 325 PSUs	5 241 RSUs	5 241 PSUs
Marianne Frydenlund, SVP Legal	1 927 RSUs	1 927 PSUs	4 000 RSUs	4 000 PSUs
Ståle Ytterdal, SVP IR & Strategic Sales	2 066 RSUs	2 066 PSUs	4 414 RSUs	4 414 PSUs
Kjetil Holstad, EVP Product Management	2 156 RSUs	2 156 PSUs	4 276 RSUs	4 276 PSUs
Katarina Finneng, EVP People & Communications	2 524 RSUs	2 524 PSUs	5 241 RSUs	5 241 PSUs

During 2021 the executives exercised the following options:

Executives	Grant year	Number of options exercised	Strike price in NOK	Cash payout in USD 1000
Svenn-Tore Larsen, CEO	2016	65 575	47.72	729
	2018	62 000	47.27	682
	2019	25 442	45.10	267
Pål Elstad, CFO/EVP Finance	2016	43 804	47.72	487
	2018	42 000	47.27	462
	2019	15 761	45.10	165
Svein Egil Nielsen, CTO/EVP R&D and Strategy	2018	42 000	47.27	462
	2019	18 763	45.10	197
Geir Langeland, EVP Sales & Marketing	2016	43 804	47.72	487
	2018	42 000	47.27	462
	2019	16 511	45.10	173
Ebbe Romcke, SVP Quality & Sustainability	2018	21 000	47.27	231
	2019	10 507	45.10	110
Ole Fredrik Morken, EVP Supply Chain***	2016	23 804	47.72	264
	2018	42 000	47.27	462
	2019	13 134	45.10	138
Marianne Frydenlund, SVP Legal	2018	5 000	47.27	55
	2019	8 631	45.10	91
Ståle Ytterdal, SVP IR & Strategic Sales	2016	15 000	47.72	167
	2018	15 000	47.27	165
	2019	11 633	45.10	122
Kjetil Holstad, EVP Product Management	2018	10 000	47.27	110
	2019	9 381	45.10	99
Katarina Finneng, EVP People & Communications	2019	13 333	45.10	140

*The RSU for management vest after three years for management two years for employees

** Not Board Employee Representative for this period

*** Purchased shares, no cash payout from the company



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

Note 10.2: Board remuneration

Total compensation expensed for Board Members	2021	2020
Birger Steen, Chair	132	120
Inger Berg Ørstavik, Board Member	57	53
Endre Holen, Board Member	72	50
Jan Magnus Frykhammar, Board Member	65	62
Øyvind Birkenes, Board Member	50	45
Annastiina Hintsu, Board Member	50	45
Anita Huun, Board Member	57	53
Jon Helge Nistad, Board Employee Representative (Board remuneration only)	18	11
Asbjørn Sæbø, Board Employee Representative (Board remuneration only)	0	3
Susheel Nuguru, Board Employee Representative (Board remuneration only)	18	11
Morten Dammen, Board Employee Representative (Board remuneration only)	18	11
Joel Stapleton, Board Employee Representative (Board remuneration only)	18	8
Total	554	472



Note II: Fixed assets

All figures in USD 1000

GROUP					
2021	Office and lab equipment	Computer equipment and machinery	Fixture and fittings	Property	Total
Opening balance	30 055	53 470	5 556	333	89 414
Additions	7 925	12 536	1 159	—	21 619
Acquisition cost as of 31.12	37 980	66 006	6 716	333	111 034
Opening balance	18 725	39 302	3 104	—	61 131
Depreciation expenses	6 468	8 697	854	—	16 019
Accumulated depreciation as of 31.12	25 192	47 999	3 958	0	77 149
Net carrying value as of 31.12	12 788	18 007	2 757	333	33 885

PARENT					
2021	Office and lab equipment	Computer equipment and machinery	Fixture and fittings	Property	Total
Opening balance	20 565	50 051	4 795	333	75 743
Additions	4 917	11 840	674	—	17 430
Acquisition cost as of 31.12	25 482	61 891	5 468	333	93 174
Opening balance	11 031	37 014	2 737	—	50 782
Depreciation expenses	4 532	8 368	667	—	13 567
Accumulated depreciation as of 31.12	15 563	45 382	3 405	0	64 349
Net carrying value as of 31.12	9 919	16 509	2 064	333	28 824

GROUP					
2020	Office and lab equipment	Computer equipment and machinery	Fixture and fittings	Property	Total
Opening balance	25 113	45 386	4 735	333	75 568
Additions	4 881	8 025	814	—	13 721
Additions from business combinations	60	58	6	—	124
Acquisition cost as of 31.12	30 055	53 470	5 556	333	89 414
Opening balance	12 957	33 670	2 317	—	48 943
Depreciation expenses	5 768	5 632	787	—	12 188
Accumulated depreciation as of 31.12	18 725	39 302	3 104	0	61 131
Net carrying value as of 31.12	11 330	14 168	2 453	333	28 284



PARENT					
2020	Office and lab equipment	Computer equipment and machinery	Fixture and fittings	Property	Total
Opening balance	16 789	42 311	4 095	333	63 529
Additions	3 775	7 739	699	—	12 213
Acquisition cost as of 31.12	20 565	50 051	4 795	333	75 743
Opening balance	7 477	31 615	2 084	—	41 176
Depreciation expenses	3 554	5 400	653	—	9 607
Accumulated depreciation as of 31.12	11 031	37 014	2 737	0	50 782
Net carrying value as of 31.12	9 533	13 037	2 057	333	24 960
GROUP AND PARENT					
Estimated useful life	3 - 5 years	3 - 4 years	5 years		
Depreciation method	Straight-line	Straight-line	Straight-line	No depreciation	

Total depreciation expenses consist of depreciation of fixed assets and depreciation of intangible assets (note 12).

Non-depreciable property assets:

The Parent company has an apartment in Trondheim for use by employees in the Oslo office while in Trondheim. The apartment is assessed at acquisition cost. The residual value is expected to be at least equal to the book value.

Scrapped capital assets

All capital assets that are ready to be scrapped have been fully depreciated and have no residual book value.

Capital assets temporarily out of operation

The Group has no capital assets that are temporary out of operation.

Impairment

There has been no indications of impairment losses during the year.

Change in estimate with respect to useful lives and depreciation methods

There has been no basis for changing useful lives and depreciation methods during the year.



Note 12: Intangible assets

All figures in USD 1000.

GROUP				
2021	Software and other intangible assets	Capitalized development expenses	Goodwill	Total
Acquisition cost				
Opening balance	47 799	74 373	2 393	124 566
Additions	3 096	5 646	-7	8 735
Acquisition cost as of 31.12	50 896	80 019	2 386	133 302
Accumulated depreciation				
Opening balance	27 894	39 811	—	67 705
Depreciation expenses	7 238	8 665	—	15 904
Accumulated depreciation as of 31.12	35 132	48 477	0	83 610
Net carrying value as of 31.12	15 764	31 542	2 386	49 693

PARENT				
2021	Software and other intangible assets	Capitalized development expenses	Goodwill	Total
Acquisition cost				
Opening balance	46 517	74 373	249	121 140
Additions	2 870	5 644	—	8 514
Acquisition cost as of 31.12	49 387	80 017	249	129 653
Accumulated depreciation				
Opening balance	27 231	39 811	—	67 042
Depreciation expenses	6 924	8 665	—	15 589
Accumulated depreciation as of 31.12	34 155	48 476	0	82 631
Net carrying value as of 31.12	15 232	31 541	249	47 022

Estimated useful life	3 - 10 years	1 - 5 years	No depreciation
Depreciation method	Straight-line	Straight-line	NA

GROUP	R&D expenses:	PARENT
102 189	Personnel expenses	49 886
37 211	Other operating expenses	25 335
139 400	Total cost recognized in income statement	75 221
145 046	Total cost for R&D (incl. capitalized development cost)	80 866

Expensed research and development activities relate to new technologies and new services and products.



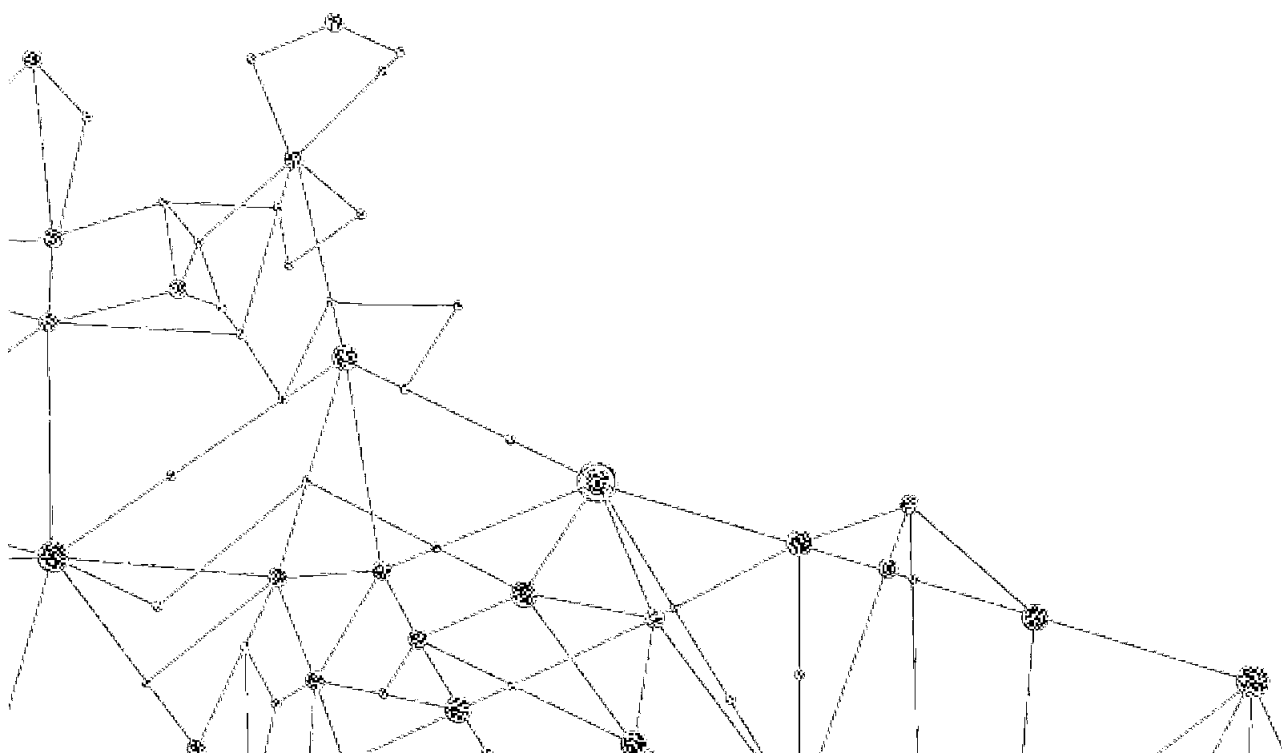
Impairment

There has been no indications of impairment losses during the year.

Change in estimate with respect to useful lives and depreciation methods

There has been no basis for changing useful lives and depreciation methods during the year.

GROUP				
2020	Software and other intangible assets	Capitalized development expenses	Goodwill	Total
Acquisition cost				
Opening balance	33 231	65 976	—	99 207
Additions	3 121	8 398	—	11 518
Additions from business combinations	11 447	—	2 393	13 840
Acquisition cost as of 31.12	47 799	74 373	2 393	124 566
Accumulated depreciation				
Opening balance	21 824	31 986	—	53 810
Depreciation expenses	6 070	7 825	—	13 895
Accumulated depreciation as of 31.12	27 894	39 811	0	67 705
Net carrying value as of 31.12	19 905	34 563	2 393	56 861



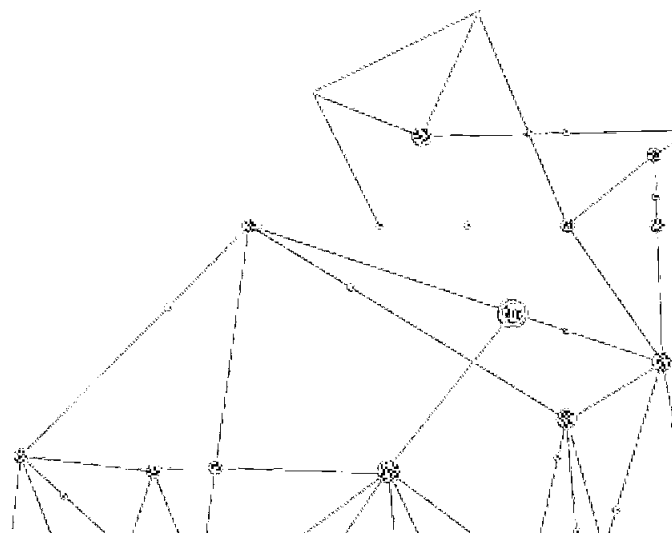


NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

PARENT				
2020	Software and other intangible assets	Capitalized development expenses	Goodwill	Total
Acquisition cost				
Opening balance	32 533	65 976	—	98 509
Additions	2 539	8 398	—	10 937
Additions from business combinations	11 445	—	249	11 694
Acquisition cost as of 31.12	46 517	74 373	249	121 140
Accumulated depreciation				
Opening balance	21 413	31 985	—	53 399
Depreciation expenses	5 818	7 825	—	13 643
Accumulated depreciation as of 31.12	27 231	39 811	0	67 042
Net carrying value as of 31.12	19 286	34 563	249	54 098

Estimated useful life	3 - 10 years	1 - 5 years	No depreciation
Depreciation method	Straight-line	Straight-line	NA

GROUP	R&D expenses:	PARENT
65 242	Personnel expenses	34 968
23 796	Other operating expenses	16 607
89 038	Total cost recognized in income statement	51 575
97 436	Total cost for R&D (incl. capitalized development cost)	59 973





Note 13: Subsidiaries

All figures in USD 1000

The following subsidiaries have been included in the financial statements:

Subsidiaries consolidated in	Established Year	Location	Share Ownership	Voting Rights
Nordic Semiconductor Inc	2006	USA	100%	100%
Nordic Semiconductor Poland S.P z o.o	2013	Poland	100%	100%
Nordic Semiconductor Finland OY	2014	Finland	100%	100%
Nordic Semiconductor Japan KK	2017	Japan	100%	100%
Nordic Semiconductor Germany GmbH	2018	Germany	100%	100%
Nordic Semiconductor Norway AS	2020	Norway	100%	100%
Nordic Semiconductor UK Limited	2020	UK	100%	100%
Nordic Semiconductor India Pvt. Ltd	2020*	India	100%	100%
Nordic Semiconductor Sweden AB	2020**	Sweden	100%	100%
Nordic Semiconductor Hong Kong Limited	2021	Hong Kong	100%	100%
Nordic Semiconductor (Shenzhen) Limited	2021	China	100%	100%

Subsidiaries as of 31 December 2021	Ownership	Share of votes	Net profit 2021	Equity 31. Dec 2021
Nordic Semiconductor Inc, USA	100%	100%	347	2 689
Nordic Semiconductor Poland S.P z o.o	100%	100%	555	1 713
Nordic Semiconductor Finland OY	100%	100%	3 375	15 234
Nordic Semiconductor Japan KK	100%	100%	-20	92
Nordic Semiconductor Germany GmbH	100%	100%	4	84
Nordic Semiconductor Norway AS	100%	100%	1 505	3 377
Nordic Semiconductor UK Limited	100%	100%	397	1 635
Nordic Semiconductor India Pvt. Ltd	100%	100%	580	1 405
Nordic Semiconductor Sweden AB	100%	100%	243	308
Nordic Semiconductor Hong Kong Limited	100%	100%	39	52
Nordic Semiconductor (Shenzhen) Limited	100%	100%	0	0

*Company was previously called Imagination Technologies Hyderabad Pvt Ltd, it was acquired by Nordic Semiconductor Norway AS 31.12.2020.

**Company was previously called Imagination Technologies AB, it was acquired by Nordic Semiconductor Norway AS 31.12.2020.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

- All intellectual property (IP) is owned by Nordic Semiconductor ASA. Nordic Semiconductor ASA is the ultimate parent company of the Group. All subsidiaries invoice Nordic Semiconductor ASA according to the Group's transfer pricing policy.
- Nordic Semiconductor Inc is a market development and product promotion and support company, but has since 2016 run a small R&D department as well.
- Nordic Semiconductor Poland Sp. z.o.o. is an extension of the software development team in the parent company.
- Nordic Semiconductor Finland OY is a development company, working with mainly long range technology. The R&D team in Finland works closely alongside the rest of the R&D teams in the Group.
- Nordic Semiconductor Japan KK is a market development and product promotion and support company,
- Nordic Semiconductor Germany GmbH is a market development and product promotion and support company,
- Nordic Semiconductor Norway AS is the parent company of Nordic Semiconductor UK Limited, Nordic Semiconductor India Pvt. Ltd, Nordic Semiconductor Sweden AB, Nordic Semiconductor Hong Kong Limited and Nordic Semiconductor (Shenzhen) Limited.
- Nordic Semiconductor UK limited is a development company, working with Wi-Fi and PMIC technology. The R&D team in the UK works closely alongside the rest of the R&D teams in the Group.
- Nordic Semiconductor India Pvt. Ltd is a development company, working with Wi-Fi technology. The R&D team in India works closely alongside the rest of the R&D teams in the Group.
- Nordic Semiconductor Sweden AB is a development company, working mainly with Wi-Fi technology. The R&D team in Sweden works closely alongside the rest of the R&D teams in the Group.
- Nordic Semiconductor Hong Kong Limited is a market development and product promotion and support company.
- Nordic Semiconductor (Shenzhen) Limited had no activities in 2021. From 2022 it will be a market development and product promotion and support company,



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

Note 14: Accounts Receivable

All figures in USD 1000

GROUP			PARENT	
2021	2020		2021	2020
141 748	88 034	Gross receivables	141 748	88 034
236	—	Provision for doubtful accounts	236	—
141 984	88 034	Accounts Receivable, net	141 984	88 034

Note 15: Intercompany

All figures in USD 1000

PARENT	2021	2020
Loan to group companies	—	2 551
Receivables group companies	1 692	1 070
Total	1 692	3 621
Payables	—	—
Accounts payable, group companies	25 596	17 268
Total	25 596	17 268

PARENT	2021	2020
Service fee for management services	1 049	1 025
Total revenue intercompany	1 049	1 025
Service fee for R&D and product promotion	86 715	54 394
Total intercompany expenses	86 715	54 394

Note 16: Cash and cash equivalents

All figures in USD 1000

GROUP			PARENT	
2021	2020	Cash and cash equivalents as of the balance sheet date were as follows:	2021	2020
223 786	183 644	Cash at bank	217 886	179 712
2 285	4 202	Restricted cash (withholding tax account)	2 285	4 202
53 259	54 701	Money market funds	53 259	54 701
279 330	242 547	Cash and cash equivalents in statement of financial position	273 430	238 615

- Cash at banks earns interest at floating rates based on daily bank deposit rates.
- The parent company presents total bank deposits in the international cash pool, while Nordic Semiconductor OY presents its share of the international cash pool as a receivable from group company. Nordic Semiconductor ASA and Nordic Semiconductor OY participate in the cash-pool, which is operated by Danske Bank.
- Restricted deposits is held by Nordic Semiconductor ASA, and are subject to regulatory restrictions and are therefore not available for general use by the entities within the group.
- Interest on bank deposit is set to floating rates based on daily bank deposit rates.

For information on liquidity risk, see Note 23: Financial risk management.



Note 17: Share capital and shareholder information

Share capital

The share capital in Nordic Semiconductor as of December 31, 2021 consists of one share class with a total of 192 781 600 shares with a face value of NOK 0.01, with a total share capital of NOK 1 927 816. Each share grants the same rights in the company, and in the event of any increase in capital, existing shareholders have pre-emptive rights for any new shares.

During the year the following changes have been made in the number of shares, share capital and share premium:

GROUP	Number of shares		Share capital (USD 1000)		Treasury shares (USD 1000)		Share premium (USD 1000)	
	2021	2020	2021	2020	2021	2020	2021	2020
Holdings as of 1.1	192 781 600	179 781 600	317	303	-3	-5	235 448	113 355
Issue of share capital		13 000 000		14				122 093
Change in treasury shares						2		
Holdings as of 31.12	192 781 600	192 781 600	317	317	-3	-3	235 448	235 448

Dividend

No dividend was paid during 2021.

Treasury shares

The Company owned 1,819,037 treasury shares on December 31, 2021. At January 1, 2021, the Company owned 1,822,987 treasury shares. Based on a resolution of the annual general meeting of April 20, 2021, the Board has authority to purchase the company's own shares with a limit of a face value of NOK 192 000 through one or more transactions. This authority is limited to 9.96% of the company's share capital, and the price per share that the company may pay for shares shall not be lower than the face value and not higher than NOK 300. This authority applies until the company's regular general meeting in 2022, and by June 30, 2022 the latest.

Long-Term Incentive plan

With reference to the annual general meeting, on April 20, 2021, Nordic Semiconductor approved a Restricted Stock Unit (RSU) program for all employees, and a combination of RSUs and Performance Shares for Executive Management.

See note 19 for further information.



Shareholder overview

The largest shareholders in Nordic Semiconductor ASA were as follows as of December 31, 2021 (based on shareholder register):

Shareholder	Shares	Percentage
Folketrygdfondet	21 622 147	11.2%
Accelerator Limited	17 572 950	9.1%
Capital Research and Management	10 201 206	5.3%
Invesco Advisers	5 891 306	3.1%
Hardman Johnston Global Advisors	5 346 502	2.8%
DNB Asset Management	5 315 761	2.8%
Danske Bank	5 227 787	2.7%
The Vanguard Group	5 125 845	2.7%
Oberweis Asset Management	4 712 544	2.4%
Alfred Berg Kapitalforvaltning	4 499 903	2.3%
KLP Kapitalforvaltning	3 754 378	1.9%
Contour Asset Management	3 356 897	1.7%
Summit Investment Partners	2 811 777	1.5%
Passesta	2 685 000	1.4%
BlackRock Fund Advisors	2 261 959	1.2%
Alden	2 150 000	1.1%
Handelsbanken Fonder	2 102 213	1.1%
BlackRock Advisors	2 055 074	1.1%
Robeco Institutional Asset Management	1 904 989	1.0%
Storebrand Asset Management	1 884 347	1.0%
Total for the 20 largest shareholders	110 482 585	57.3%
Other shareholders	82 299 015	42.7%
Total shares outstanding	192 781 600	100.0%

The largest shareholders in Nordic Semiconductor ASA were as follows as of December 31, 2021 based on data provided by an investor relations advisory service provider*, and is obtained through an analysis of beneficial ownership and fund manager information provided in replies to disclosure of ownership notices issued to all custodians on the Nordic VPS share register.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

Shares held by the Board of Directors and Executive Management were as follows as of December 31, 2021:

Board of Directors	Shares	Executive Management	Shares
Birger Steen	192 643	Svenn-Tore Larsen	1 905 400
Endre Holen	153 484	Geir Langeland	187 700
Jan Frykhammar	22 854	Ole Fredrik Morken	180 000
Anita Huun	11 854	Ståle Ytterdal	126 000
Øyvind Birkenes	9 196	Ebbe Rømcke	69 900
Inger Berg Ørstavik	3 854	Pål Elstad	18 846
Annastiina Hintsu	2 854	Svein-Egil Nielsen	17 000
Jon Helge Nistad	0	Kjetil Holstad	6 604
Susheel Raj Nuguru	0	Marianne Frydenlund	2 500
Morten Dammen	0	Katarina Finneng	600
Joel Stapleton	0		
Total	396 739	Total	2 514 550

**Every reasonable effort has been made to verify the data; however neither Nordic nor the investor relations advisory service provider, can guarantee the accuracy of the analysis.*



Note 18: Pensions

Defined benefit plan

The pension liability for the group consists of liabilities in Norway, Poland, India and The Philippines. Nordic has set up a pension plan for the Philippine office as of January 2014. The retirement plan is unfunded and of the defined benefit type which provides a retirement benefit calculated based on number of years of credited service. At the end of 2021 the pension liability was USD 290 367.

For the company in Finland pensions are financed by contributions from the insured employees and employers. The Norwegian company in the Group is required to have mandatory employment pension for employees in Norway, according to the Mandatory Employment Pension Act.

The defined benefit plan was closed for new members effective January 1, 2008 and from this point a new defined contribution plan was established. The two different types of pensions are described below:

Defined Pension Plan	2021	2020
Current service cost	—	—
Interest expense	17	19
Expected return on plan assets	-14	-15
Administration fee	2	2
Total pension expense excl. Social security tax	5	5
Social security tax	1	1
Total pension expense incl. Social security tax	6	6

Net pension obligation for the year was calculated as follows:	2021	2020
Pension obligations	1 195	1 174
Plan assets	964	961
Estimated net obligation	231	213
Social security tax	33	30
Total actual net obligation incl. Social security tax	263	243

Total pension liability for the Group	2021	2020
Employees in Norway	263	243
Employees in Philippines	290	205
Employees in the UK	4	—
Employees in Poland	22	—
Total	580	448

Defined contribution pension plan

All employees in Norway have a defined contribution pension plan from 01.01.2016. The main benefit is a contribution of 7% of salary up to 7.1 basis points (G) and 18% of salary between 7.1 and 12 basis points. Along with this the company has a disability pension of approximately 66% of salary including estimated social security based on 40 years of full employment. In 2021, the cost of the defined contribution pension was USD 3 806 310, and the plan had 534 members.



Note 19: Long-term incentive plans

On March 15, 2019, Nordic Semiconductor granted 1,752,366 share options to 666 employees. The options were granted at a strike price of NOK 39.44 (10% above volume weighted average share price the five days prior to the grant date). If the company's share price exceeds a cap of NOK 118.32, the company may settle the option grant by compensating the employee the difference between the cap and the strike price.

On May 3, 2019, Nordic Semiconductor granted 196,644 share options and 55,814 performance shares to the management group. The options were granted at a strike price of NOK 45.1 (10% above volume weighted average share price the five days prior to the grant date. If the company's share price exceeds a cap of NOK 135.3, the company may settle the option grant by compensating the employee the difference between the cap and the strike price. The performance shares are issued conditional upon the achievement of a certain set of objectives. The performance shares vest and will be delivered at par value upon the completion of the performance period, which is three years.

On April 29, 2020, Nordic Semiconductor granted 754,224 Restricted Stock Units (RSUs) and Performance shares to 775 employees. A share price of NOK 58.4 was used as basis for the calculation of RSUs and Performance Shares, which was the weighted average share price the five trading days after the Annual General Meeting. The RSUs vest after two and three years. The performance shares are issued conditional upon the achievement of a certain set of objectives. The performance shares vest and will be delivered at par value upon the completion of the performance period, which is three years.

On April 28, 2021, Nordic Semiconductor granted 452,353 Restricted Stock Units (RSUs) and Performance shares to 1,087 employees. A share price of NOK 182.2 was used as basis for the calculation of RSUs and Performance Shares, which was the weighted average share price the five trading days after the Annual General Meeting. The RSUs vest after two and three years. The performance shares are issued conditional upon the achievement of a certain set of objectives. The performance shares vest and will be delivered at par value upon the completion of the performance period, which is three years.

A summary of share options transactions during 2021 and 2020 below:	2021	2020
Outstanding options 1.1	2 548 589	5 470 374
Granted	—	—
Forfeited	28 992	53 976
Exercised	1 974 394	2 850 587
Expired	—	17 222
Outstanding options 31.12	545 203	2 548 589
Of which exercisable	—	954 923

A summary of RSUs transactions during 2021 and 2020 below:	2021	2020
Outstanding RSUs 1.1	690 617	—
Granted	423 383	696 017
Forfeited	55 053	5 400
Exercised	—	—
Outstanding RSUs 31.12	1 058 947	690 617

A summary of performance shares during 2021 and 2020 below:	2021	2020
Outstanding performance shares 1.1	114 020	55 813
Granted	28 970	58 207
Forfeited	—	—
Exercised	—	—
Outstanding performance shares 31.12	142 990	114 020

The fair value of the options, RSUs and performance shares are set on the grant date and expensed over the vesting period. USD 4,287 thousand was expensed during 2021 and USD 3,123 thousand in 2020.



The fair value per RSU and performance share without market condition granted in 2021 was NOK 199.30. The fair value of the performance shares with Relative Total Shareholder Return performance condition granted in 2021 was NOK 305,7207. The valuation is based on a Monte Carlo simulation model with the following assumptions:

Share price on the grant date

The closing share price of the company and peer group companies (SOX Index) of NOK 199.30 and USD 3 178.49, respectively.

Risk-free interest rate

The risk-free interest rate is set equal to the relevant interest rate on government bonds on the date of grant in 2021, i.e. 0.62 % in Norway and 0.29% in the US.

Volatility

It is assumed that historic volatility is an indication of future volatility. The expected volatility is therefore stipulated to be the same as the historic volatility, which equaled 47.88% on the date of grant in 2021 for the company and 37.73% for the SOX Index.

Expected lifetime

Performance shares vest on the April 28, 2024. Performance end date is December 31, 2023, so as of vesting date the quantity to vest is known. Performance shares expire 3 years from grant date, i.e. 28th of April 2024.

Correlation coefficients

Correlation coefficient quantifies the degree to which the companies' share prices jointly react to the news flow. The historic correlation coefficients has been calculated by using daily share price logarithmic returns of peer group companies in local currency.

Note 20: Current liabilities

All figures in USD 1000

GROUP			PARENT	
2021	2020		2021	2020
28 392	22 812	Accounts payable	27 558	21 059
—	—	Accounts payable from subsidiaries	25 596	17 268
17 427	4 976	Taxes payable	17 181	4 889
17 452	11 398	Employee benefit obligations	10 312	6 417
—	277	Board members benefit obligations	—	277
7 599	8 789	Social security tax and payroll tax	6 266	7 791
8 620	7 633	Holiday pay	5 548	5 019
20 530	16 184	Ship and debit rebate	20 530	16 184
10 757	8 515	End-customer rebate	10 757	8 515
1 011	362	Contractual severance payment	—	—
567	596	Legal claims	567	596
5 594	5 520	Current lease liabilities	3 921	3 616
520	302	Currency swap	520	302
5 197	4 446	Accrued expenses	2 879	2 928
79	60	Other current liabilities	68	46
123 747	91 872	Total Current liabilities	131 703	94 908



Note 21: Leases

All figures in USD 1000.

The Group is a lessee and has entered into agreements to lease office space, office equipment, machinery and vehicles.

The Group's office leases range between 1 to 6 years, equipment and machinery range between 1 to 5 years and vehicles are leased for less than 3 years.

There are no leases with variable lease payments, other than lease payments linked to a consumer price index. Extension and termination options are included in a number of property and equipment leases across the Group. These are used to maximize operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and

termination options held are exercisable only by the Group and not by the respective lessor. Extension options have not been included in the lease liability, because the Group could replace the assets without significant cost or business disruption.

The Group also has certain leases of office buildings and office equipment and machinery with lease terms of 12 months or less and leases of office equipment and machinery and vehicles with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

In 2021, there has not occurred any material rent concessions as a direct consequence of the Covid-19 pandemic.

Minimum lease payments payable on leases are presented in note 23.

Amounts recognized in the balance sheet:

The balance sheet shows the following amounts relating to leases:

GROUP			PARENT	
31.12.2021	31.12.2020		31.12.2021	31.12.2020
		Right of use assets		
18 786	24 730	Property	14 774	20 255
149	362	Office equipment and machinery	149	362
18 935	25 092	Total	14 923	20 617

GROUP			PARENT	
31.12.2021	31.12.2020		31.12.2021	31.12.2020
		Lease liabilities		
5 594	5 520	Current	3 921	3 616
14 281	21 003	Non-Current	11 673	18 338
19 876	26 523	Total	15 594	21 954

GROUP			PARENT	
2021	2020		2021	2020
-80	6 042	Additions and adjustments to the right-of-use assets	-1 998	2 197
—	—	Disposals to the right-of-use assets	—	—

In 2021, Nordic Semiconductor ASA signed an office rental agreement in Oslo with commencement date of 1 January, 2023. The existing Oslo office agreement will therefore end four years earlier, 31 December 2022. The total adjustment to the right-of-use asset is a reduction of USD 3m.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

The statement of profit or loss shows the following amounts relating to leases:

GROUP			PARENT	
2021	2020	Depreciation of right-of-use assets	2021	2020
5 662	4 617	Properties	3 524	3 514
213	363	Office equipment and machinery	213	363
5 875	4 980	Total depreciation	3 737	3 877
822	844	Interest expense	733	768
214	339	Expenses relating to short-term leases	182	169
543	523	Expenses relating to leases of low-value assets	285	296
7 454	6 686	Total amount recognized in profit and loss	4 937	5 110
7 265	5 563	The total cash outflow for leases	4 938	4 358

Set out below are the carrying amounts of lease liabilities and the movements during the period:

GROUP	Cash flow information for lease liabilities	PARENT
26 523	Net liabilities as at 1 January 2021	21 953
-6 567	Cash flows from financing activities incl. foreign exchange adjustment	-4 361
-80	Acquisitions and adjustments	-1 998
—	Disposals	—
19 876	Net liabilities as at 31 December 2021	15 594



Note 22: Financial instruments

All figures in USD 1000.

Capital structure

Nordic Semiconductor's strategy relating to its capital structure is to maintain sufficient cash and cash equivalents to meet the Group's requirements for ongoing operations and for new investments. Management believes that it is especially important to retain a strong credit rating and significant liquidity as the Group competes in a global market against larger companies.

Nordic Semiconductor manages its capital structure and makes revisions in light of changes in the overall economy and its operating assumptions. In order to maintain or amend the capital structure, Nordic may purchase its own shares on the market, pay dividends to shareholders, pay back capital to shareholders or issue new shares.

Nordic Semiconductor targets to have an equity ratio above 50% at all times, measured as total equity divided by total assets.

GROUP			PARENT	
2021	2020		2021	2020
458 209	402 492	Total equity	440 690	389 266
596 817	515 814	Total assets	584 620	502 960
77%	78%	Equity share	75%	77%

Financial assets

The group holds the following financial assets at amortized cost:

GROUP			PARENT	
2021	2020	Amortized cost	2021	2020
141 748	88 034	Accounts receivable	141 748	88 034
3 601	4 170	Other current receivables	3 606	2 322
226 071	187 846	Cash at bank	220 171	183 914
371 421	280 050	Total financial assets at amortized cost	365 526	274 271

GROUP			PARENT	
2021	2020	Fair value through profit or loss	2021	2020
53 259	54 701	Money market fund	53 259	54 701
53 259	54 701	Total financial assets at fair value through profit or loss	53 259	54 701

Changes in financial assets at fair value through profit or loss:

GROUP			PARENT	
2021	2020		2021	2020
54 701	—	As at 1 January	54 701	—
—	51 809	Acquisition of financial instruments	—	51 809
337	87	Changes in fair value	337	87
-1 779	2 805	Currency translation differences	-1 779	2 805
53 259	54 701	As at 31 December	53 259	54 701



Financial liabilities

The group holds the following financial liabilities:

GROUP		Amortized cost	PARENT	
2021	2020		2021	2020
28 392	22 812	Accounts payable	27 558	21 059
64 215	49 472	Other current liabilities	76 258	57 266
14 281	21 004	Non-current lease liabilities	11 673	18 338
5 594	5 520	Current lease liabilities	3 921	3 616
112 483	98 807	Total financial liabilities at amortized cost	119 410	100 279

GROUP		Fair value through profit or loss	PARENT	
2021	2020		2021	2020
520	302	Acquisition of financial instruments	520	302
520	302	Total financial liabilities through profit or loss	520	302

Changes in financial liabilities at fair value through profit or loss:

GROUP			PARENT	
2021	2020		2021	2020
302	—	As at 1 January	302	—
218	302	Changes in fair value	218	302
520	302	As at 31 December	520	302

Interest-bearing loans and borrowings:

The Group has long-term revolving credit facilities ("RCF"), which enables it to borrow up to USD 40m and USD 25m at any time with an interest rate equal to LIBOR + margin. The line of credit agreement of USD 40m and USD 25m expires in November 2022. As of December 31, 2021, Nordic has not drawn on any of the credit lines. The security is provided by inventory, receivables and operating equipment with book values as follows; inventories USD 55m, accounts receivable USD 142m and operating equipment USD 29m.

The following financial covenants are included for the revolving credit facilities:

- Equity ratio shall not be lower than 40 %.

The remainder of the Group's financing is made through short-term, non-interest bearing debt. This financing typically consists of debt to suppliers, the public sector, employees and others. Nordic has entered into a Tenancy Guarantee with Danske Bank as unconditional guarantor for NOK 41.4m for the office in Trondheim and SEK 0.4m for the office in Stockholm. The first warranty is given to secure payments of up to 24 months of rent for the office in Trondheim.

Fair value measurement

The financial instruments that are carried at fair value are revalued on a recurring basis. The financial instruments are not designated at fair value through profit or loss on initial recognition.

In 2021, the Group has investments in these financial assets and liabilities using the following methods and assumptions:

- Money market fund is defined as cash equivalents because the asset is liquid and not subject to material fluctuations in value. The asset is measured at quoted market price in an active market at the balance sheet date.
- Currency swap represents the present value of the future contractual cash flows. The fixed side is specified in the swap agreement as the agreed currency rate and the floating side is the observable spot exchange rates.



Note 23: Financial risk management

All figures in USD 1000.

The Group's finance department is responsible for carrying out the policies and guidelines for financial risk management approved by the Board.

The Group is mainly exposed to counterparty credit risk, liquidity risk, and market risk (including interest rate risk and foreign currency risk).

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily accounts receivables) and from its financing activities, including foreign exchange transactions, cash and cash equivalents with banks and other financial institutions and other financial instruments.

The Group's sale of components takes place through its distribution partners within defined geographic regions, where Asia is the dominant region. The Group depends on a relatively small number of customers. Customer credit risk is managed by each region subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit evaluation and individual credit limits are defined in accordance with this assessment. Outstanding accounts receivables are regularly monitored and assurance from distributors that end customer sales is secured through letter of credits is obtained.

The Group make an allowances for expected credit losses on receivables based on a provision matrix that is initially based on the historical observed default rates. The Group has calibrated the matrix to adjust the historical credit loss experience with forward-looking information.

Age distribution of customer receivables was:

GROUP			PARENT	
2021	2020	Gross total	2021	2020
112 399	74 901	Not due	112 399	74 901
29 327	12 632	Past due 0-30 days	29 327	12 632
68	125	Past due 31-120 days	68	125
190	376	Over 120 days	190	376
141 984	88 034	Total	141 984	88 034

Historically there has not been any significant credit losses. 79 percent of trade receivables were within terms at the balance sheet date. On that basis, expected credit loss for trade receivables are limited and allowances for doubtful accounts at 31 December 2021 was 0.2m equal customer receivable overdue more than 120 days.

The Group has a limited number of customers, regular contact and long-term relationships with most of its customer base. Some of the customers are dependent on Nordic Semiconductor to stay in business.

Financial assets at fair value through profit or loss

The Group is also exposed to credit risk in relation to debt investments that are measured at fair value through profit and loss.

The maximum exposure to credit risk on the balance sheet date was:

GROUP			PARENT	
2021	2020		2021	2020
141 984	88 034	Accounts receivable	141 984	88 034
11 951	9 372	Other current receivables	11 283	10 062
153 935	97 406	Total	153 267	98 096



Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations when due and to close out market positions.

Overall, we monitor cash flows at both Group and entity level. The Group seeks to minimize risk when investing its cash balances and. Investments can only be made in securities which have been approved by the Board.

As of 31 December 2021, cash and cash equivalents amounted to USD 279.3m (USD 242.5m), see note 16 for details. The total balance includes money market fund at fair value USD 53.3m.

The Group has no externally imposed capital requirements or agreements, and has no contracts or legal requirements which are not being upheld. The Group has the following due dates with regard to contracts for financial liabilities as of December 31, 2021:

GROUP	Carrying amount	Contractual cash flow	Less than one year	One to five years	More than five years
Accounts payable	28 392	28 392	28 392	—	—
Currency swap	520	520	520	—	—
Other current liabilities	89 241	89 241	89 241	—	—
Lease liabilities *)	19 876	22 366	5 910	13 868	2 588
Total	138 028	140 518	124 063	13 868	2 588

PARENT	Carrying amount	Contractual cash flow	Less than one year	One to five years	More than five years
Accounts payable	27 558	27 558	27 558	—	—
Accounts payable subsidiaries	25 596	25 596	25 596	—	—
Currency swap	520	520	520	—	—
Other current liabilities	74 109	74 109	74 109	—	—
Lease liabilities *)	15 594	17 949	4 209	11 153	2 588
Total	143 376	145 732	131 991	11 153	2 588

*)Lease liabilities is mainly office facility rent in Oslo and Trondheim, lease ending respectively 31 December 2022 and 31 December 2027



Interest rate risk

The Group's liquidity requirements and risk assessment determine its investment strategy and interest rate exposure.

The Group's policy is to maintain a short-term investment horizon for its surplus cash. The investment portfolio should not have an average duration longer than six (6) months.

The Group has long-term revolving credit facilities, which allows it to borrow up to a total of USD 65m at an interest rate of LIBOR + margin. The line of credit agreement of USD 40m and USD 25m expires end of November 2022.

If interest rates increase 1 basis point, the negative effect on profit before tax given current utilization of the RCF is USD 0 per year as the credit facility is not utilized.

Foreign currency risk

The Group is subject to foreign currency risk as it operates internationally with development and commercial activities.

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the functional currency of the relevant group entity.

The dominated functional currency for the Group is USD. Nearly all revenues and cost of goods are in USD, but approximately 45% and 25% of the Group's operating expenses (excluding depreciation and amortization) and tax cash flows are denominated in NOK and EUR. The Group does not use hedging instruments to minimize its exposure to foreign currency risk from operating activities affecting profit and loss.

Below is a sensitivity analysis of changes in the NOK exchange rate on Group balance sheet items, and their impact on profit and loss:

Profit before tax	
NOK exchange rate +/- 10%	+/- 4 657

The tables below show the exposure in sales to foreign currency risk in the most significant currencies:

GROUP	2021			2020		
	Local currency (1,000)	USD (1,000)	Share of total revenue in %	Local currency (1,000)	USD (1,000)	Share of total revenue in %
USD	610 283	610 283	100.0%	404 011	404 011	99.7%
EUR	175	208	—%	1 061	1 206	0.3%
Other	314	37	—%	—	—	—%
Total	610 528	610 528	100.0%	405 217	405 217	100.0%

PARENT	2021			2020		
	Local currency (1,000)	USD (1,000)	Share of total revenue in %	Local currency (1,000)	USD (1,000)	Share of total revenue in %
USD	610 528	610 528	99.8%	404 217	404 217	99.5%
EUR	538	636	0.1%	1 605	1 830	0.5%
Other	5 163	411	0.1%	—	194	—%
Total	611 577	611 577	100.0%	406 241	406 241	100.0%

The Group uses derivative financial instruments to reduce its exposure to currency exchange rate movements and hold currency swap in relation to fixed income fund investments. Derivatives are not held for speculative purposes.

All derivative financial instruments are recognized as assets and liabilities measured at fair value, and all fair value gains and losses are recognized in profit or loss. Where the fair value of a derivative on initial recognition differs from the transaction price, if any, the difference is recognized immediately in profit or loss only if the fair value is evidenced by a quoted price in an active market or is based on a valuation technique that uses only data from observable markets.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | FINANCIAL STATEMENTS

The tables below show the exposure at the end of reporting period in the most significant currencies:
All amounts stated in USD 1000.

GROUP	2021		2020	
	Accounts receivable	Accounts payables	Accounts receivable	Accounts payables
USD	141 971	25 140	87 731	19 898
EUR	—	1 024	300	2 007
NOK	—	1 854	—	480
Other	—	374	—	427
Total	141 971	28 392	88 031	22 812

PARENT	2021		2020	
	Accounts receivable	Accounts payables	Accounts receivable	Accounts payables
USD	141 971	25 140	87 731	19 898
EUR	—	461	300	351
NOK	—	1 854	—	480
Other	—	103	—	330
Total	141 971	27 558	88 031	21 059



Determination of fair value

As of December 31, 2021 the Group had no financial assets or financial liabilities where there is considered to be a difference between book value and fair value.

Below is an overview of Nordic's financial instruments:

GROUP	2021		2020	
	Book value	Fair market value	Book value	Fair market value
Financial assets				
Accounts receivable	141 748	141 748	88 034	88 034
Short-term receivables	11 951	11 951	9 372	9 372
Cash and cash equivalents	279 330	279 330	242 547	242 547
<i>incl. money market fund</i>	53 259	53 259	54 701	54 701
Financial liabilities				
Accounts payable	28 392	28 392	22 812	22 812
Current financial liabilities	520	302	302	302
Other current liabilities	64 215	64 215	49 472	49 472

PARENT	2021		2020	
	Book value	Fair market value	Book value	Fair market value
Financial assets				
Accounts receivable	141 748	141 748	88 034	88 034
Short-term receivables	11 283	11 283	10 062	10 062
Cash and cash equivalents	273 430	273 430	228 024	228 024
<i>incl. money market fund</i>	53 259	53 259	54 701	54 701
Financial liabilities				
Accounts payable	27 558	27 558	21 059	21 059
Current financial liabilities	520	302	302	302
Other current liabilities	76 258	76 258	57 265	57 265

Book value is a reasonable estimate of fair value in cases where these numbers are identical.

Note 24: Events after the balance sheet date

There are no events after the balance sheet date with materially affect on the financial statements.

Note 25: Related party transactions

Nordic Semiconductor ASA, the ultimate parent company of the Group, is listed on Oslo Stock Exchange. The Group has no material transactions with related parties.

The ultimate parent company has transactions with its wholly-owned subsidiaries, see Note 15: Intercompany for further information.



Declaration to the Annual Report



Responsibility Statement

The Chief Executive Officer and the Board of Directors confirm, to the best of our knowledge, that the financial statements for 2021 have been prepared in accordance with current accounting standards and give a true and fair view of the Parent company and the Group's assets, liabilities, financial position and results of the operations.

Oslo, March 17, 2022

Jan Frykhammar
Board member

Birger Steen
Chair

Anita Huun
Board member

Inger Berg Ørstavik
Board member

Svann-Tore Larsen
Chief Executive Officer

Endre Holen
Board member

Øyvind Birkenes
Board member

Jon Helge Nistad
Board member, employee

Annastiina Hintsa
Board member

Joel Stapleton
Board member, employee

Susheel Raj Nuguru
Board member, employee

Morten Dammen
Board member, employee



Standards of corporate governance

The Board of Directors ("Board") and Management of Nordic Semiconductor ASA ("Nordic" or the "Company") aim to execute their respective tasks in accordance with the highest standards for corporate governance to drive long-term value creation and promote sustainable business conduct.

Nordic Semiconductor is subject to corporate governance requirements according to the Norwegian Public Limited Companies Act, the Norwegian Accounting Act, section 3-3b, the Oslo Stock Exchange's Oslo Rulebook II - Issuers Rules, Chapter 4.5, section 5-8a of the Norwegian Securities Act, and the Norwegian Code of Practice for Corporate Governance ("the Code of Practice") as adopted by the Norwegian Corporate Governance Board (NUES).

This statement follows the system used in the Code of Practice. The information requirements that follows from the Norwegian Public Limited Companies Act and Norwegian Accounting Act are integrated into the statement below where appropriate.

Implementation of and reporting on corporate governance

Nordic Semiconductor's standards for corporate governance provide a critical foundation for the company's management. These standards must be viewed in conjunction with the company's efforts to constantly promote a sound corporate culture throughout the organization. The company's core values of engagement, contribution, knowledge, respect and responsibility are central to the Board's and management's efforts to build confidence in the company, both internally and externally. Nordic Semiconductor is a UN Global Compact signatory and is committed to the Ten Principles as set forth in the areas of Human Rights, Labor, Environment and Anti-corruption. Nordic Semiconductor has adopted the Responsible Business Alliance (RBA) Code of Conduct, which specifically focuses on topics relevant for the electronics industry, and promotes this to ensure sustainable business operations and supply chain.

Additional information on this work can be read in the dedicated sections on specific Environmental, Social, and Governance matters in this report, as well as published on Nordic Semiconductor's website.

Deviations from the Code of Practice: None

Business

Nordic designs, sells and delivers integrated circuits and related products and services for use in short and long-range wireless applications. The company specializes in ultra-low power components, based on its proprietary 2.4 GHz RF, various Bluetooth related standards and emerging standards for cellular IoT communications like NB-IoT and LTE-M. All manufacturing and direct distribution of components are outsourced to specialist subcontractors. The company is headquartered in Trondheim, Norway, and has offices in USA, China, Korea, India, Sweden, UK, Japan, Taiwan, Poland, Finland, Germany and the Philippines.

The scope of Nordic's business is defined in section 2 of its Articles of Association: "The objective for which the company is established is the development and sale of electronic components, integrated circuits, design tools and related solutions."

The Board sets clear objectives for the business with a view to create long-term value for shareholders. The Board leads the company's strategic planning and make decisions that form a basis for the company's executive management to prepare and carry out investments to drive future growth in a sustainable manner. The objectives include matters that relate to environmental impact, social matters such as human and labor rights, equal treatment and prevention of discrimination, as well as the prevention of corruption. Strategic plans are evaluated on an ongoing basis, with a Board strategy review being conducted annually in an off-site multi-day meeting. New and updated long-term objectives, strategies and risk profiles are revised and agreed on towards the end of the year, or in connection with major events.

More details on Nordic's objectives, strategies and risk profiles are presented in the Report of the Board of Directors. More information about Nordic's objectives and efforts related to Environmental, Social and Governance matters are presented in the dedicated section of this report.

Deviations from the Code of Practice: None



Equity and dividends

The Board of Directors ensures that the company has a capital structure that is appropriate to the Company's objectives, strategy and risk profile. The Company's growth philosophy, as well as the cyclicity of its business, means that the Company will aim to maintain a high equity ratio and considerable liquidity. The Company aims primarily to provide shareholders with returns in the form of appreciation of the shares and has a long-term goal to pay dividends based on surplus cash generated by the company, while taking longer term growth targets into consideration. Nordic assesses its cash position to be adequate given the expected level of R&D and capex investments and believes a strong balance sheet is required to ensure flexibility and resilience. Cash generation is however expected to increase over the coming years and will allow for the evaluation of cash return to shareholders in 2023. The company's dividend policy is reviewed each year by the Board of Directors. The Annual General Meeting can mandate the Board the authorization to pay dividends based on the latest approved Annual Report. The justification for this authorization needs to be explained and should reflect the Company's dividend policy.

The Board of Directors, in accordance with the resolution of the Annual General Meeting held April 20, 2021 has been authorized to buy back up to 19,200,000 own shares for a total par value of NOK 192,000.00 in one or more transactions. The authorization is limited to 10 percent of the Company's share capital, and the price per share which the Company may pay for shares acquired in this manner shall not be less than the par value nor greater than NOK 300. This power of attorney will remain in effect until the company's ordinary Annual General Meeting in 2022. The Board believes that it is expedient for the Board to be authorized to purchase own shares, partly to fulfil the remuneration schemes for employees, and partly so that shares can be used as a consideration in connection with the acquisition of businesses or for subsequent sale or cancellation. Such authorization must be decided by the General Meeting and will apply until 30 June the following year.

In accordance with the decision passed at the general meeting held April 20, 2021, the Board of Directors has the authority to increase the company's share capital by issuing up to 19,200,000 shares with a total par value of NOK 192,000. The authority is to be used for purposes defined in the Notice of the Annual General Meeting, including strengthening the Company's shareholder's equity, to execute share capital increases with one or more strategic partners, or to complete a merger or acquisition using shares or cash. This power of

attorney will remain in effect until the Company's Annual General Meeting in 2022, and can be implemented through a private placement, rights issue or public offering.

Nordic Semiconductor has one class of shares, where each share has one vote at the Company's shareholders' meeting. Nordic Semiconductor strictly adheres to the principle of equal treatment of all shareholders. The Company's transactions in its own shares are conducted in accordance with good stock exchange practice in Norway.

If the Board wishes to quickly raise capital, the Board has been authorized to direct a share capital increase to selected investors chosen by the Board, up to the limits quantified above. In this event, the Company will notify the stock exchange of its reasons for implementing a directed share placement. Existing shareholders' preemptive subscription rights under §10-4 in the Norwegian Companies Act can be waived under these circumstances.

Such capital increases shall be executed at or near the current stock price listed on the Oslo Stock Exchange. This authorization remains valid until the Company's ordinary annual general meeting in 2022.

Deviations from the Code of Practice: None.

Equal treatment of shareholders and transactions with close associates

The Company is generally cautious in regard to transactions with shareholders, members of the Board of Directors, senior employees or related parties to the above. To ensure that the best code of conduct applies, the Board requires notification and review of any process or transaction in which both the company and a senior employee or member of the Board of Directors may have interests. Nordic Semiconductor will seek to comply with the principles of equal treatment of related parties and possible transactions with related parties that are laid down in the Code of Practice.

The Company considers Shareholders' preemption rights in connection with an increase in share capital to be an important and fundamental right in a healthy shareholder community, and the preemption right can only be waived in exceptional circumstances. Waiving of this right will be based on the Company's and shareholders' mutual interests. In such case, there will be full transparency about the matter, and the shareholders will receive identical information simultaneously through a stock exchange announcement and subsequently on the Company's website.



This also applies if the Board utilizes the authorizations it has been granted.

The Company's transactions in own shares must always comply with the arm's length principle and be on ordinary market terms.

Contact between the Board of Directors and the investors is normally conducted via company management. Under special circumstances the board, represented by the chairperson may conduct dialogue directly with investors.

Deviations from the Code of Practice: None.

Freely negotiable shares

Nordic Semiconductor's shares are freely tradable and there are no restrictions on the sale and purchase of the Company's shares beyond those pursuant to Norwegian law.

Each share carries one vote.

Deviations from the Code of Practice: None.

General Meeting

The Annual General Meeting is the company's highest body and the shareholders exert their authority in the company through the Annual General Meeting. Nordic Semiconductor and the Board encourages all shareholders to participate and exercise their rights at the Annual General Meeting.

The Board of Directors should ensure that the Annual General Meeting is held in accordance with the Code of Practice ensuring all shareholders the ability to participate. The notice of the Annual General Meeting, including relevant information shall be announced and distributed at least 21 days in advance of the Annual General Meeting, and the final date for notification of attendance is one working day prior to the Annual General Meeting. The Board of Directors should further ensure that:

- The resolutions and supporting information distributed are sufficiently detailed, comprehensive and specific to allow shareholders to form a view on all matters to be considered at the meeting
- Any deadline for shareholders to give notice of their intention to attend the meeting is set as close to the date of the meeting as possible
- The Chair of the Board of Directors and the Chair of the Nomination Committee are present at the general meeting. In addition, the Chair of the Audit Committee and the Compensation Committee should attend the meeting

- The general meeting is able to elect an independent Chair for the general meeting. In 2020 and in 2021 the Annual General Meeting was held as a video conference and all shareholders were given the opportunity to both view, vote and participate in the meeting.

Shareholders should be able to vote on each individual matter, including on each individual candidate nominated for election. Shareholders who cannot attend the meeting in person should be given the opportunity to vote. The Company should design the form for the appointment of a proxy to make voting on each individual matter possible and should nominate a person who can act as a proxy for shareholders.

Deviations from the Code of Practice: Nordic has one deviation related to participation in the General Meeting. The entire Board of Directors has normally not participated in the general meeting. Matters under consideration at the general meeting of shareholders have not previously required this. The chair of the Board of Directors is always on hand to present the report and answer any questions. Other board members participate as needed. The Board of Directors considers this to be adequate.

Nomination Committee

Nordic Semiconductor has a Nomination Committee, as provided for in its Articles of Association. The Annual General Meeting stipulate guidelines for the duties of the nomination committee, elect the chair and members, and stipulates the committee's remuneration.

The Nomination Committee's duties are to represent the interests of the shareholders in general, and to propose qualified candidates for the Annual General Meeting's election of the Board of Directors as well as to propose the remuneration to the Board of Directors.

The Nomination Committee should justify why it is proposing each candidate in the notice for the AGM separately, including information on the candidates' competence, capacity and independence.

The nomination committee holds regular meetings with major shareholders as well as management and individual shareholder elected Board members. In addition, all shareholders can submit suggestions to the nomination committee through a link on Nordic's webpage.

The Nomination Committee consists of three members who are shareholders or who represent the shareholders. The Company's executive personnel are not represented on the Nomination Committee. The deadline for submitting proposals to the Nomination Committee is one month before the Annual General Meeting.



The nomination committee has during 2021 held 25 meetings.

The members of the Nomination Committee are:

- John Harald Henriksen (Chair)
- Viggo Leisner
- Eivind Lotsberg

Deviations from the Code of Practice: None.

The Board of Directors: composition and independence

In accordance with the Norwegian Public Companies Act the Board of Directors has the overriding responsibility for the management of the company. The Board's role and responsibility is also to supervise the company's day-to-day management and the company's activities in general. The responsibility for the day-to-day management has been delegated to the CEO as set out in the Rules of Procedure for the Board of Directors of Nordic Semiconductor ASA.

Norwegian companies can be governed by either a one-tier or a two-tier board structure, consisting of a board of directors and, in a two-tier structure, a corporate assembly.

Any company with more than 200 employees is generally required to have a corporate assembly, with two-thirds of the members elected by shareholders and one-third elected by the company's employees. If a company agrees with its employees not to have a corporate assembly, employees have the right to appoint additional representatives to the board of directors. The company has agreed with its employees to not have a corporate assembly and thereby increased the numbers of employees elected Board members.

The Board of Directors and the Chair of the Board of Directors are elected by the shareholders at the Annual General Meeting on the basis of proposals from the Nomination Committee.

The shareholder-elected Board members are elected, in accordance with the Articles of Association, for one year at a time. The employee representatives are elected for two years at a time.

The composition of the Board of Directors should ensure that the Board can attend to the common interests of all shareholders and meets the company's need for expertise, capacity and diversity. Attention should be paid to ensuring that the Board can function effectively as a collegiate body.

The composition of the Board of Directors should ensure that it can operate independently of any special interests. The majority of the shareholder-elected members of the Board should be independent of the Company's executive personnel and material business contacts.

The Code of Practice recommends that a majority of shareholder-elected directors are independent of the Company and its executive management and that no members of executive management serve as directors.

Furthermore, the Norwegian Public Companies Act prohibits the CEO from serving as chair and requires that public companies have boards of directors consisting of at least 40% women. This requirement is related to shareholder elected board members, and employee elected board members should not be included in this requirement.

In 2021, the Board, as elected in accordance with above mentioned principles by the General Assembly, consisted of 7 shareholder elected Board Members and 3 employee elected Board Members.

No executive personnel or representatives of business associates are members of the Board. At least 40% of the shareholder elected Board Members are female (in 2021 three out of seven or 43%).

Members of the Board are encouraged to hold shares in the company.

A more detailed description of the background, qualifications, and term of service of each member of the Board of Directors and the number of Nordic Semiconductor shares they own are provided in the Board of Directors section in this annual report and on the Company's webpage.

Deviations from the Code of Practice: None.

The work of the Board of Directors

The Board has established Rules of Procedures to govern its work in relation to Nordic Semiconductor ASA. In accordance with the said procedures, the Board shall ensure that the company's activities are soundly organized, and shall adopt sufficient plans and budgets of the company. The Board shall be kept informed of all circumstances necessary for the Board to perform its duties. The Board shall keep itself informed of the company's financial position and has a duty to ensure that its activities, accounts and asset management are subject to adequate control.



In accordance with its Rules of Procedure, neither a Board member nor the company CEO may participate in Board discussions or decisions of matters that are of such special importance to him or her, or to any connected person of said board member or CEO, that the member must be deemed to have a special or prominent personal or financial interest in the matter.

Each year, the Board of Directors adopts a specific meeting and activity plan for the following year. This plan covers strategic planning, monitoring of the material business development including, but not limited to, environmental, social and governance. The Board's activity plan for 2022 stipulates eight meetings, two of which are scheduled as all day or multi-day meetings to discuss and explore strategy and technology-specific issues.

During 2021, the Board held 8 ordinary Board Meetings and 4 extraordinary meetings. As a result of the pandemic, all meetings except one were conducted online. All Board Members attended all meetings.

The Board of Directors carries out an evaluation of its activities each year and on this basis discusses improvements in the organization and implementation of its work.

The Board has established two board committees comprising Board members – the People and Compensation Committee and the Audit Committee. The committees' mandates are based on a group perspective. The board committees do not have decision-making power but are charged with making proper preparations for board meetings in the matters with which they are concerned. In the Board's experience, the work of board committees makes the overall Board more effective and efficient and allows for deeper and stronger involvement in the business's challenges and initiatives.

People and Compensation Committee

The Board has established a People and Compensation Committee to recommend and evaluate remuneration principles and execution for the CEO, to guide and evaluate principles and strategy for the compensation of executive management and to evaluate and oversee the overall compensation strategy for the company. The committee consists of three members and have had 5 meetings in 2021.

The People and Compensation committee consist of the following Board Members:

- Endre Holen (Chair)
- Birger K. Steen
- Morten Dammen

Morten Dammen joined the committee late 2021, when Jon Helge Nistad stepped down. Dammen participated in 1 meeting in 2021, Nistad participated in 4 meetings. The members of the People and Compensation Committee are selected to ensure that the compensation programs are fair and appropriate, but also reflect the challenges related to attracting and retaining key talent in a global technology market for engineers. Therefore, the committee both consists of an employee elected Board Member and two shareholder elected Board Members with extensive experience from the global technology space.

All members participated in all meetings.

Audit Committee

The Audit Committee consists of three members of the Board. The Committee collectively has the competence required in the Public Limited Liability Companies Act § 6-42. All members of the Audit Committee are independent to the company according to § 6-42 Public Limited Liability Companies Act, and at least one member has the required qualifications within accounting or auditing. The Committee supports the Board with respect to the assessment and control of financial risk, financial reporting, internal control, and prepares discussions and resolutions for Board meetings. In addition, the committee oversees

qualifications, independence and performance of the external auditor. The head of group compliance meets regularly with the Audit Committee.

The Audit Committee held 8 meetings in 2021 and has been in regular contact with the Company's auditor regarding audits of the statutory accounts and it also assesses and monitors the auditor's independence, including non-audit services provided by the auditor.

The Audit Committee consists of the following Board Members:

- Jan Frykhammar (Chair)
- Inger Berg Ørstavik
- Anita Huun

The members of the of the Audit Committee have extensive experience to be able to properly oversee the Company's accounting, financial reporting, and internal and external audits; and general adherence to principles of good corporate governance.

One of the members has extensive experience from the CFO role in a global technology company, one member has experience from both investment banking and the CFO role and the final member has experience as a professor in law.



According to the Norwegian Accounting Act the Audit Committee reviews and approves all non-audit fees paid to the companies elected auditor.

The elected auditors independence is evaluated annually. Auditor partner and company rotations is done when considered appropriate. In 2019 a full tender for audit services was conducted and elected auditor EY was replaced by PwC.

All members participated in all meetings.

Deviations from the Code of Practice: None.

Risk Management and internal control

The Board and Management are committed to ensure long-term value for its shareholders by maintaining sound and effective internal controls and frameworks for risk management that are appropriate in relation to the extent and nature of the company's activities.

The Board of Directors oversee the risk management process and carries out biannual reviews of the most important areas of exposure and internal controls. Risks are also considered by the Board in relation to the assessment of specific projects and ongoing business. For more information with regard to the development of specific risks and how Nordic Semiconductor ASA responds to such risks, see section Risk Management under Report from the Board of Directors.

The Company's primary internal control routines related to financial reporting are as follows: The finance team prepares a monthly financial report which is distributed to and reviewed by CEO and the Board of Directors. In preparing the monthly financial report, the accounting team conducts reconciliations of all major balance sheet items, which are independently reviewed by a second member of the team. Balance sheet items subject to accounting estimates are regularly analyzed to ensure that all assumptions relating to the accounting estimate remain valid. As part of the monthly financial report, the financial results are compared with the company's budget and prior forecast to analyze variances and ensure that they are not the result of incorrect reporting.

The quarterly and annual financial reports are subject to review and approval by the Board. In addition, the Board of Directors performs annual review of the company's business strategy focusing on market development, technology updates, competitive positioning and risk factors. In addition, the Board reviews various aspects of the company's business throughout the year, including performing a half yearly detailed risk review.

The Board presents an in-depth description and analysis of the company's financial status in the report of the Board of Directors in the company's annual report. The report also describes the main drivers and risks related to the operation of the business.

Deviations from the Code of Practice: None.

Remuneration to the Board of Directors

Remuneration to the Board of Directors is decided by the Annual General Meeting based in the Nomination Committees recommendation. All remuneration to the Board of Directors is disclosed in Note 10 of the Nordic Semiconductor Group annual accounts. The remuneration to Board members is not performance based or linked to the company's performance, and the company does not provide share options to Board members. Members of the Board of Directors receives remuneration for work related to Board committees.

Deviations from the Code of Practice: None.

Remuneration to the Executive Management

Board of Directors discusses and approves the terms and conditions for the CEO once a year and reviews and monitors the general terms and conditions for other senior employees of the group.

The main principle in the Company's policy for remuneration and compensation is that the leading employees shall be offered competitive terms, so as to ensure the Company continues to attract and retain the desired and necessary talent. Compensation for executive management is established in accordance with the above-mentioned main principle.

The Company has established an annual performance bonus for the executive management team, for which the employee must remain within her position until the start of the following year to be eligible. The bonuses are awarded through a direct cash payment and, when appropriate, long-term incentives in the form of restricted shares and/or stock options. Performance-based compensation is subject to absolute payout limits and fulfillment of performance criteria, both decided by the Board at its discretion.

The remuneration policy was approved by the shareholders at the Annual General Meeting in 2021. A revised policy will be presented for a binding vote at the Annual General Meeting in 2022.

The approved policy will be available on Nordic's website. A new management remuneration report for 2021 will be published on Nordic's website and presented to the Annual General Meeting in 2022 for an advisory vote.

Deviations from the Code of Practice: None.



Information and Communications

The Board of Directors has established a communications strategy for the company's reporting of financial and other information based on openness and taking into account the requirement for equal treatment of all participants in the securities market. The strategy has been published on the Company's investor relations web pages (www.nordicsemi.com/About-us/Investor-Relations).

Nordic Semiconductor aims to communicate actively, openly and in a timely fashion with the financial market. The Company's accounting procedures are highly transparent and its financial statements are prepared and presented in accordance with the International Financial Reporting Standards (IFRS). The Board of Directors monitors the company's reporting.

Nordic Semiconductor's financial reporting calendar for 2021 has been announced to the Oslo Stock Exchange and can be found on the company's website. The company's annual and quarterly reports contain extensive information about the various aspects of the company's activities. The Company's quarterly presentations are transmitted directly on the internet and may be found on Nordic Semiconductor's investor relations webpages together with the quarterly and annual reports and a comprehensive and detailed presentation of other information, reports and documents.

Nordic Semiconductor's Chief Financial Officer is responsible for contact with shareholders outside of the General Meeting. In addition the Investor Relations Director has extensive contact with shareholders. The Chief Financial Officer and Investor Relations Director reports regularly to the Board about the Company's investor relations activities.

Deviations from the Code of Practice: None.

Take-overs

The Board of Directors have established guiding principles for how it will act in the event of a takeover bid.

The Board of Directors will not seek to hinder or obstruct any takeover bid for the Company's activities or shares. In the event of a takeover bid, as discussed in item 14 of the Norwegian Code of Practice for Corporate Governance, the Board of Directors will seek to comply with the recommendations therein as well as complying with relevant legislation and regulations.

If the Company is acquired, the CEO's resignation period extends to 12 months, and any remaining retention bonus to the CEO will be paid in its entirety following the closing of the acquisition, as described in Note 10 of the Group financial statements. Severance pay equivalent to one year's base salary is agreed to be paid to the CEO and executive management team members in case of involuntary termination within 12 months after a potential merger or acquisition. There are otherwise no material obligations expected by the Company as a result of an acquisition, aside from normal legal and advisory fees.

Deviations from the Code of Practice: None.

Auditor

PWC was elected effective 2019 by the Annual General Meeting to act as auditor to confirm to the Annual General Meeting that Nordic Semiconductor's annual accounts have been prepared and presented in accordance with current laws and regulations. Fees paid to the auditor are approved at the Annual General Meeting.

In the fall, the external auditor presents to the Audit Committee an evaluation of risk, internal control and the quality of reporting at Nordic Semiconductor, and the audit plan for the current year. In addition, the auditor meets the Audit Committee on a regular basis. The external auditor also takes part in the Board's discussions on the annual financial statements. On both occasions, the Board of Directors ensures that the Board and the external auditor are able to discuss relevant matters at a meeting at which the executive management is not present.

The auditor shall be independent of the company. Therefore, Nordic Semiconductor does not engage the elected auditor for tasks other than the financial audit required by law. Nevertheless, the auditor is used for tasks that are naturally related to the audit, such as technical assistance with tax returns, annual accounts, understanding of accounting and tax rules and confirmation of financial information in various contexts. All other services than audit services performed by PWC are approved by the Audit Committee.

Deviations from the Code of Practice: None.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | AUDIT OPINION LETTER

Auditor Opinion Letter



To the General Meeting of Nordic Semiconductor ASA

Independent Auditor's Report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Nordic Semiconductor ASA, which comprise:

- The financial statements of the parent company Nordic Semiconductor ASA (the Company), which comprise the statement of financial position as at 31 December 2021, the income statement, statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- The consolidated financial statements of Nordic Semiconductor ASA and its subsidiaries (the Group), which comprise the statement of financial position as at 31 December 2021, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion:

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU, and
- the financial statements give a true and fair view of the financial position of the Group as at 31 December 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Our opinion is consistent with our additional report to the Audit Committee.

Auditor's Qualification

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company and the Group as required by laws and regulations 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

Prøveentreprenørers AS, Brønnøysundregistrene, Postboks 748 Sentrum, NO-0100 Oslo
T: 02326, org. nr.: 987 009 713 MVA, www.pwc.no
Statstilorderte revisorer, medlemmer av Det Norske Revisorforbund og autorisert regnskapsførerselskap



accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (593/2014) Article 5.1 have been provided.

We have been the auditor of the Company for 3 years from the election by the general meeting of the shareholders on 15 June 2019 for the accounting year 2019.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The business activities are largely unchanged compared to last year. We have not identified regulatory changes, transactions or other events that qualified as new key audit matters. Revenue recognition has the same characteristics and risks this year as the previous year and has consequently been an area of focus also for the 2021 audit.

Key Audit Matter	How our audit addressed the Key Audit Matter
------------------	--

Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of the goods is transferred to the customer (distributor). The time of delivery, and the time where control of goods is transferred, is usually the time when the goods are transferred to the transport carrier.

When a distributor sells components to specified customer accounts, the distributor will receive an additional discount after the sale is made, commonly known as a "Ship and Debit" discount. The group uses the expected value method for calculating the discount. The method requires assessing historical discounts to each distributor, the distributors' inventory level as of 31 December 2021 and expected sales mix. An estimate for this discount is provided for in the financial statements, reducing revenue and increasing liabilities with 20.5 million USD as of 31 December 2021. Due to the judgements involved, we determine the ship and debit provision to be a key audit matter.

We assessed the Group's revenue recognition policy, including revenue recognition for ship and debit sales. Furthermore, we obtained an understanding of management's process for estimating the ship and debit provision as of 31 December 2021 and reviewed a sample of distributor sales agreements.

We performed a retrospective review of the monthly ship and debit provisions throughout 2021 and compared the monthly discount provision levels to actual ship and debit discount levels. We compared the estimated ship and debit provision as of 31 December 2021 to historical discount levels and discussed with management to challenge their estimated distributor discounts on an individual distributor basis. We performed an assessment of the outcome of management's prior year estimates by comparing actual discounts in 2021 to the prior year ship and debit provision. We tested the mathematical accuracy of the calculation of the provision.

We also obtained the actual ship and debit claims in January 2022 and compared the ship and debit level to the ship and debit provision as of 31 December 2021.

Based on our audit procedures we found management's assumptions to be reasonable.

(2)





Independent Auditor's Report - Nordic Semiconductor ASA



Refer to note 2.2, note 2.4 and note 3.3 where group management explain the Group's revenue recognition policy, including significant judgements, estimates and assumptions, and the recorded ship and debit provision as of 31 December 2021.

We also assessed the information in note 2.2, note 2.4 and note 3.3 and found it appropriate.

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the financial statements and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the financial statements otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable legal requirements.

Our opinion on the Board of Director's report applies correspondingly to the statements on Corporate Governance (Standards of corporate governance) and Corporate Social Responsibility (Environmental, social and governance report).

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

(3)



Independent Auditor's Report - Nordic Semiconductor ASA



An Auditor's Message Relating to the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's or the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

(4)



Independent Auditor's Report - Nordic Semiconductor ASA



We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Report on compliance with Regulation on European Single Electronic Format (ESEF)

Opinion

We have performed an assurance engagement to obtain reasonable assurance that the financial statements with file name Nordic Semiconductor 2021 ESEF Annual Report have been prepared in accordance with Section 5-5 of the Norwegian Securities Trading Act (Verdipapirhandelloven) and the accompanying Regulation on European Single Electronic Format (ESEF).

In our opinion, the financial statements have been prepared, in all material respects, in accordance with the requirements of ESEF.

Management's Responsibility

Management is responsible for preparing, tagging and publishing the financial statements in the single electronic reporting format required in ESEF. This responsibility comprises an adequate process and the internal control procedures which management determines is necessary for the preparation, tagging and publication of the financial statements.

Auditor's Responsibilities

For a description of the auditor's responsibilities when performing an assurance engagement of the ESEF reporting, see: <https://revisorforeningen.no/revisjonsberetninger>

Oslo, 17 March 2022
PricewaterhouseCoopers AS

Eivind Nilsen
State Authorised Public Accountant



Board of Directors & Executive Management



Board of Directors

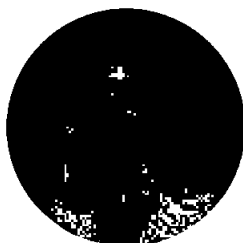


Birger Steen | Chair

Chair of the Board since 2018 and board member since 2017

Birger Steen is a technology investor based in Munich, Germany and serves as Thematic Partner at Summa Equity AB. He served as CEO of Parallels, Inc. from 2010 to 2016. He was Vice President of Worldwide SMB and Distribution at Microsoft Corp. in Redmond and General Manager of Microsoft Russia and Microsoft Norway from 2002 to 2010. Prior to joining Microsoft, Mr. Steen was CEO of Scandinavia Online and Vice President of Business Development in Schibsted ASA, where he first served as a consultant while at McKinsey & Company from 1993 to 1996. Mr. Steen received his MSc in Computer Science and Industrial Engineering from the Norwegian Institute of Technology in Trondheim. He also holds a degree in Russian language from the Defense School of Intelligence and Security in Oslo and received his MBA from INSEAD in France. Mr. Steen serves as a Non-Executive Director of Nordea Bank Abp, where he chairs the Board Operations and Sustainability Committee, and PragmatIC Semiconductor Ltd. He is Board Chair of Pagero AB and myneva GmbH, and has previously served as a Non-Executive Director of Schibsted ASA and Cognite AS..

Current holdings in the company: 192 643 shares.



Inger Berg Ørstavik | Shareholder elected

Board member since 2017

Inger Berg Ørstavik is an associate professor at the Department of Private Law, University of Oslo. She has previously been a partner with Advokatfirmaet Schjødt AS and a lawyer at the office of the Attorney General for Civil Affairs. Mrs. Ørstavik has a law degree from the University of Oslo, a LL.M. from Ruprecht-Karls-Universität in Heidelberg, Germany, and a Ph.D. from the University of Oslo in the areas of intellectual property law and competition law. She has taught international human rights law at Fudan University in Shanghai, China where she resided from 2005 to 2009. Mrs. Ørstavik chairs the Food and Drink Industry Professional Practices Committee (MFU).

Current holdings in the company : 3 854 shares



Jan Frykhammar | Shareholder elected

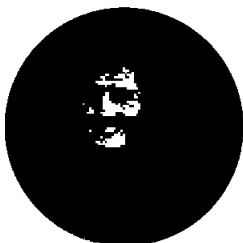
Board member since 2019

Jan Frykhammar is former interim CEO, CFO, Head of Professional Services and CFO North America in Ericsson AB. He has extensive knowledge of the telecom market and a broad experience in the accounting area in his former role as CFO.

Current holdings in the company: 22 854 shares.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | BOARD OF DIRECTORS



Anita Huun | Shareholder elected

Board member since 2019

Anita Huun, currently CFO in Cappelen Damm and a former CFO of Microsoft Norway with background as equity analyst with focus on IT companies. She has also been a Director at Link Mobility ASA.

Current holdings in the company: 11 854 shares.



Endre Holen | Shareholder elected

Board member since 2019

Endre Holen has more than 25 years consultancy experience from McKinsey & Co. He has primarily worked with large international technology companies and has been Managing Partner for McKinsey's Global Tech Media and Telecom team. Mr. Holen also has a broad experience and a wide professional network from counseling Fortune 1000 CEOs on topics like strategy, corporate performance, succession planning, leadership and Board governance.

Current holdings in the company: 153 484 shares.



Øyvind Birkenes | Shareholder elected

Board member since 2019

Øyvind Birkenes, currently the CEO at Airthings AS, and formerly General Manager for Low Power RF at Texas Instruments (TI) in the USA, where he headed the product lines that developed and sold ultra-low power wireless MCUs, radio transceivers and System on Chips.

Current holdings in the company: 9 196 shares.



Annastiina Hintsä | Shareholder elected

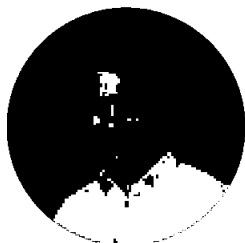
Board member since 2019

Annastiina Hintsä is the CEO of Hintsä Performance in Finland, a company focusing on enhancing the performance and leadership of client companies, best known for working with Formula 1 teams. Ms. Hintsä also has experience from McKinsey & Co. and from the Bank of Finland.

Current holdings in the company: 2 854 shares.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | BOARD OF DIRECTORS

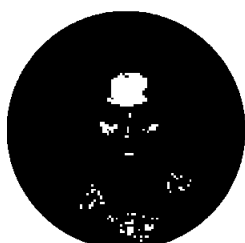


Jon Helge Nistad | Employee elected

Board member since 2017

Jon Helge Nistad has a Master of Science degree in Electrical Engineering from NTNU in Trondheim. Jon Helge has been employed in Nordic Semiconductor since 2006, where he has gained experience in application development, embedded software design and project management. He is currently working as a Senior R&D engineer in Nordic Semiconductor.

Current holdings in the company: 0 shares, 927 share options and 898 RSUs.

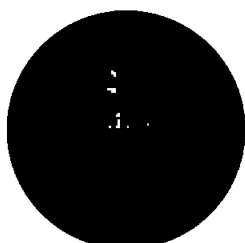


Joel Stapleton | Employee elected

Board member since 2020

Joel Stapleton is an Engineer, graduating with honors from The Australian National University in 2002. He joined Nordic in 2008 after working with GPS systems and secure communication systems in Australia. At Nordic, Joel has had several roles as an embedded SW Engineer, SW Architect, and since 2012, as a Technical Product Manager specifying Wireless SoC and Bluetooth SW platform products working with Nordic Sales and R&D teams and key customers.

Current holdings in the company: 0 shares, 1 095 shares options and 3 124 RSUs.

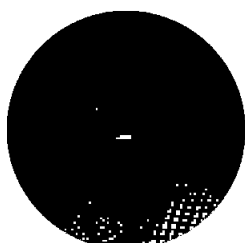


Susheel Raj Nuguru | Employee elected

Board member since 2018

Susheel Raj Nuguru has a Master of Science in Electronics from Tampere University of Technology. He has been with Nordic since 2012 but has been working with embedded programming since 2004. His area of focus is the software side of real time systems. Susheel is currently employed as a Technical Support senior engineer at Nordic. During his employment with Nordic he has gained experience within sales, marketing and R&D while working for various departments.

Current holdings in the company: 0 shares, 855 share options and 886 RSUs.



Morten Dammen | Employee elected

Board member since 2019

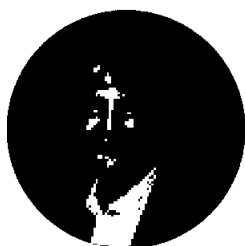
Morten Dammen has a Master of Science degree in Electrical Engineering from NTNU in Trondheim. Morten has been employed in Nordic Semiconductor since 2001, with a seven-year break between 2007 and 2014. Morten is currently working as a Senior Project Manager in IC development. Morten has also been working in Q-Free ASA for 10 years, in several positions from project management, team management to VP R&D.

Current holdings in the company: 0 shares, 1 186 share options and 2 635 RSUs.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | EXECUTIVE MANAGEMENT

Executive Management Team



Sverre-Tore Larsen | Chief Executive Officer / President
Leader of the Executive Management Team since 2002

Mr. Larsen is an Electronic Engineer from the University of Strathclyde, UK. He was appointed Chief Executive Officer of Nordic Semiconductor in February 2002. Mr. Larsen has broad international experience in the semiconductor business, previously as Director for the Nordic region for Xilinx Inc. He has also been working at Philips Semiconductor. Larsen was member of the Board of Nordic Semiconductor from 2000-2002. Sverre-Tore Larsen is based in Oslo, Norway.

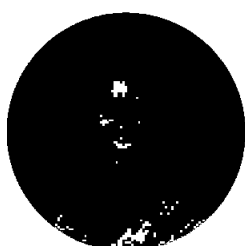
Holdings in the company: 1 905 400 shares, 12 721 share options, 21 554 RSUs and 30 270 performance shares.



Pål Elstad | Chief Financial Officer / EVP Finance
Member of the Executive Management Team since 2014

Pål Elstad has held several senior financial positions, most recently as investor relations responsible for REC Silicon ASA and Head of Finance for REC Solar in Singapore. He joined Nordic as CFO in 2014. Mr. Elstad has extensive manufacturing and supply-chain experience from General Electric Healthcare. He holds a Bachelor of Economics degree from the Norwegian Business School (BI) and is a State Authorized Public Accountant (CPA). Pål Elstad is based in Oslo, Norway.

Holdings in the company: 18 846 shares, 29 761 share options, 6 345 RSUs and 12 747 performance shares.



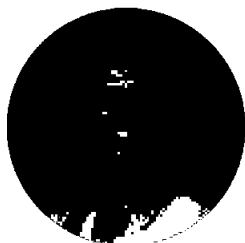
Katarina Finneng | EVP People & Communication
Member of the Executive Management Team since 2019

Mrs. Finneng has extensive international experience within management, Human Resources and Communication/PR from several different sectors. Her most recent position before joining Nordic in 2019 was with Norwegian Air Shuttle ASA, and previous experience includes different roles in Hafslund ASA and the Volvo Group. Mrs. Finneng holds a Master of Political Science degree from the University of Gothenburg, Sweden, as well as an Executive Master degree in Management from BI Norwegian Business School. Mrs. Finneng is Secretary of the Board's People and Compensation Committee and holds a Directorship of the Board in the real estate development company Solon Eiendom ASA. Katarina Finneng is based in Oslo, Norway.

Holdings in the company: 600 shares, 6 667 share options, 7 765 RSUs and 7 765 performance shares.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | EXECUTIVE MANAGEMENT

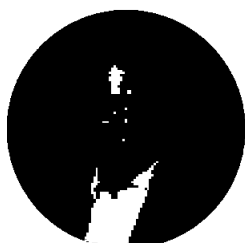


Marianne Frydenlund | SVP Legal and Compliance

Member of the Executive Management Team since 2018

Mrs. Frydenlund holds a law degree from the University of Oslo and North Dakota. She started her career in 2007 as a Warranty Responsible in StatoilHydro (Equinor), before taking on various Legal Counsel and Contract Manager positions. Her experience includes working for Huawei Technologies, Aker Engineering & Technologies (Aker Solutions) and Nexans Norway. Mrs. Frydenlund chairs the Board of the Norwegian Company Lawyers Association and is an appointed expert of TechForum by the same association. Mrs. Frydenlund joined Nordic in 2018, and also acts as Secretary to the Board of Directors. Marianne Frydenlund is based in Oslo, Norway.

Holdings in the company: 2 500 shares, 4 315 share options, 5 927 RSUs, and 9 433 performance shares.



Kjetil Holstad | EVP Product Management

Member of the Executive Management Team since 2019

Mr. Holstad has a B.Sc degree in Electronics from Sør-Trøndelag University College (HiST). After working 15 years in various technical and marketing positions related to MCUs and wireless technologies in Atmel Corporation and Texas Instruments, he joined Nordic in 2015 as a Product Manager for the short range wireless business. Kjetil Holstad is based in Oslo, Norway.

Holdings in the company: 6 604 shares, 4 691 share options, 6 432 RSUs and 10 243 performance shares.

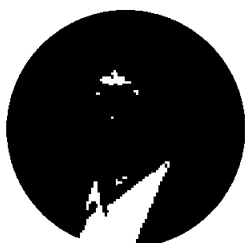


Geir Langeland | EVP Sales and Marketing

Member of the Executive Management Team since 2005

Mr. Langeland has a Bachelor of Engineering (Honours) degree in Electronics from University of Manchester Institute of Science and Technology (UMIST). He started as a Product Manager Standard Components in Nordic Semiconductor in 1999, before being appointed as a member of the Executive Management Team in 2005. Before joining Nordic, Mr. Langeland worked as Field Sales/Applications Engineer in Memec Norway, a leading global electronic components distribution company. Geir Langeland is based in Oslo, Norway.

Holdings in the company: 187 700 shares, 8 256 share options, 12 760 RSUs and 16 517 performance shares.



Ole-Fredrik Morken | EVP Supply Chain

Member of the Executive Management Team since 2010

Mr. Morken joined the company as an Analog IC designer in 1994 and has since held numerous positions related to Project- and Supply Chain Management, including a brief employment for SensoNor ASA in 1999. Mr. Morken holds a Master's degree in Electronics Engineering from Norwegian University of Science and Technology (NTNU). Ole Fredrik Morken is based in Taipei, Taiwan.

Holdings in the company: 180 000 shares, 6 567 share options, 7 566 RSUs and 12 901 performance shares.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | EXECUTIVE MANAGEMENT



Svein-Egil Nielsen | Chief Technology Officer / EVP R&D and Strategy

Member of the Executive Management Team since 2013

Mr. Nielsen holds MBA from the Haas School of Business at the University of California, Berkeley and Bachelor of Engineering honors degree in Computer and Electronics Systems from University of Strathclyde. He joined Nordic in 2001 as Director of Sales and Marketing. Mr. Nielsen also held a position as R&D director from 2005 to 2006 and Director of Emerging Technologies and Strategic Partnerships from 2010 to 2012. Additionally, he served Innovation Norway as their Director of San Francisco and Houston offices where he was in charge of promoting Norwegian technology from 2007 to 2010. Prior to Nordic, he worked for Boston Consulting Group as a consultant. Svein-Egil Nielsen is based in Oslo, Norway.

Holdings in the company: 17 000 shares, 9 381 share options, 10 627 RSUs and 18 249 performance shares.



Ebbe Rømcke | SVP Quality and Sustainability

Member of the Executive Management Team since 2002

Mr. Rømcke has a M.Sc. degree in Electronics Engineering from Norwegian University of Science and Technology (NTNU). Mr. Rømcke has held different positions in Nordic such as Digital Designer, Project Manager and Group Manager. He has also experience from Digital Design and Project Management in Normarc AS (now Indra), a leading manufacturer of aviation systems. Ebbe Rømcke is based in Oslo, Norway.

Holdings in the company: 69 900 shares, 5 254 share options, 6 335 RSUs and 10 603 performance shares.



Ståle "Steel" Ytterdal | SVP IR

Member of the Executive Management Team since 2019

Mr. Ytterdal holds a Bachelor of Electronics Engineering and Business Administration from NKI College of Engineering in Oslo, Norway. He worked several years in Ericsson Standard Component before starting in Nordic as Regional Sales Manager for Asia and the Pacific in 2001. Between 2004 and 2019, Mr. Ytterdal was stationed in Hong Kong as Director of Sales&Marketing in APAC, establishing Nordic's presence in the region. He also held a position as Director of the Board of the Norwegian Chamber of Commerce in Hong Kong from 2005-2008. Mr. Ytterdal moved back to Oslo/Norway in 2019, where he now has his base.

Holdings in the company: 126 000 shares, 5 816 share options, 6 480 RSUs and 11 206 performance shares.

Alternative Performance Measures

The financial information is prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by EU. Additionally, it is management's intent to provide alternative performance measures (APM) that are regularly reviewed by management to enhance the understanding of the Group's performance. An Alternative Performance Measure is a measure of historical or future financial performance, financial position, or cash flows other than a financial measure defined or specified in the applicable financial reporting framework.

The Group has identified the following APMs used in reporting (amount in USD million):

- **Gross Margin.** Gross Profit divided by Total Revenue. Gross margin is presented as it is the main financial KPI to measure the Group's operations performance.

GROUP	2021	2020
Gross profit	326.6	213.9
Total revenue	610.5	405.2
Gross margin	53.5%	52.8%

EBITDA terms are presented as they are commonly used by investors and financial analysts.

- **EBITDA Margin.** EBITDA divided by Total Revenue.

GROUP	2021	2020
Operating profit	86.9	45.7
Depreciation	37.8	31.1
EBITDA	124.7	76.8

- **EBITDA.** Earnings before interest, taxes (operating profit), depreciation and amortization.

GROUP	2021	2020
EBITDA	124.7	76.8
Total revenue	610.5	405.2
EBITDA Margin	20.4%	18.9%

- **Short-range EBITDA Margin.** EBITDA excluding cellular IoT, divided by Total Revenue excluding cellular IoT revenue. This APM shows Nordic's profitability excluding products in an investment phase with limited revenue.

GROUP	2021	2020
Reported EBITDA	124.7	76.8
Long range (cellular IoT) EBITDA loss	38.5	30.2
Wi-Fi expense	12.3	0.0
Short-range EBITDA	175.6	106.9
Total revenue (excluding cellular IoT revenue)	593.5	398.7
Short-range EBITDA margin	29.6%	26.8%



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | ALTERNATIVE PERFORMANCE MEASURES

- Cash Operating Expenses. Total payroll and other operating expenses adjusted for non-cash related items including option expenses, receivable write-off and capitalization of development expenses. Nordic management believes that this measurement best captures the expenses impacting the cash flow of the Group.

GROUP	2021	2020
Payroll expenses	149.8	101.2
Other operating expenses	52.1	36.0
Depreciation	37.8	31.1
Total operating expenses	239.7	168.2
Depreciation	-37.8	-31.1
Option expense	-7.6	-4.3
Capitalized expenses	5.6	8.4
Cash operating expenses	199.9	141.3

- Last twelve months operating expenses excluding depreciation divided by last twelve months revenue. Nordic's business is seasonal and by dividing last twelve months operating expenses excl. depreciation by last twelve months revenue, management is able to track cost level trends in relation to revenue. As a growth business it is key to keep cost level under control while still growing the business, and this ratio keeps track on that.

GROUP	2021	2020
Total operating expenses	239.7	168.2
Depreciation	-37.8	-31.1
Operating expenses excluding depreciation and amortization	201.9	137.2
Total revenue	610.5	405.2
LTM opex / LTM revenue	33.1%	33.8%

- Net working capital divided by last twelve months revenue. Net working capital is a measure of both a company's efficiency and its short-term financial health, and by dividing the measure by last twelve months, seasonal effects are excluded. Nordic management uses this ratio to report on liquidity management to the financial market and internally to track performance.

GROUP	2021	2020
Current assets	488.0	401.9
Cash and cash equivalents	-279.3	-242.5
Current liabilities	-123.7	-91.9
Current financial liabilities	0.5	0.3
Current lease liabilities	5.6	5.5
Income taxes payable	17.4	5.0
Net working capital	108.4	78.3
Total revenue	610.5	405.2
NWC / LTM revenue	17.8%	19.3%

- Backlog. Customer orders placed by the end of the reporting period for delivery in next and following quarters. This APM can be used as support for guidance for next quarter.



Environmental, Social and Governance

About the ESG section of the report

This is the 9th ESG Report published by Nordic Semiconductor, which is included in our annual report for 2021. This report has been prepared in accordance with Global Reporting Initiative (GRI) standards (Core option), the world's most widely used sustainability reporting standard. Respective GRI Index can be found in Nordic Semiconductor website.

This section of the annual report describes Nordic Semiconductor's policies, goals, implementation, and outcome of its performance on key ESG issues such as human- and labor rights, environmental impact reduction, anti-corruption, and occupational health and safety.

Nordic Semiconductor is a signatory of the UN Global Compact and this report represents our official Communication on Progress (COP).

This report follows the requirements of Norwegian Accounting Act, Section 3-3.

The scope of this report is company wide and for the 2021 calendar year, unless otherwise stated.

ESG KEY TARGETS FOR 2022

- RENEWABLE ENERGY PURCHASE TO ACHIEVE
 - GHG EMISSION REDUCTION FOR SCOPE 2 BY 50%
 - GHG EMISSION REDUCTION FOR SCOPE 3 BY 20%
- 80% OF PROTOTYPING PLATFORMS WITH RECYCLABLE PLASTIC ENCLOSURE
- 5% OF DEVICE CONTAINERS WITH RECYCLED PLASTIC
- DIVERSITY AND INCLUSION FOCUS TO ACHIEVE
 - AN AVERAGE SCORE ABOVE 80 FOR INCLUSIVE LANGUAGE IN OUR JOB ADVERTISEMENTS
 - 20% INCREASE IN NUMBER OF RECEIVED APPLICATIONS FROM FEMALES
- EMPLOYEE SATISFACTION WITH WORKING IN NORDIC AT OR ABOVE GLOBAL BENCHMARK



This is our Communication on Progress in implementing the principles of the United Nations Global Compact and supporting broader UN goals.

We welcome feedback on its contents.



ESG 2021 HIGHLIGHTS

871%

RENEWABLE
ENERGY USAGE
INCREASE



BRAND NEW
ANTI-CORRUPTION
POLICY

100%

CONFLICT FREE
CERTIFIED SMELTERS

35.8%

GHG EMISSION REDUCTION
PER REVENUE UNIT
(TONNES CO2E/USDM)

34.6%

GHG EMISSION
REDUCTION PER FULL
TIME EMPLOYEE
(TONNES CO2/FTE)

23%

INCREASE IN
FEMALE EMPLOYEES

100%

RBA LOW RISK
SUPPLIERS



ACHIEVED 'INDUSTRY
TOP-RATED ESG
PERFORMER' RATING
BY SUSTAINALYTICS

100

MORE THAN 100
CONFLICT MINERAL DUE
DILIGENCE INQUIRIES FROM
CUSTOMERS HANDLED

12.5%

FEMALE WITH
MANAGEMENT POSITIONS

70%

SUPPLIERS BEING RBA
MEMBERS



A-RANKING AMONGST 100
LARGEST LISTED COMPANIES
IN OSLO STOCK EXCHANGE

43%

FEMALE ELECTED
MEMBERS ON THE BOARD



LISTED IN THE
STOXX GLOBAL ESG
LEADERS INDEX

0

SUBSTANTIATED
PRIVACY COMPLAINTS
OR INCIDENTS



MAINTAINING NASDAQ
ESG TRANSPARENCY
BADGE

22.4%

INCREASE IN
TOTAL EMPLOYEES

100%

COMPLETED RBA
QUESTIONNAIRES BY
ALL SUPPLIERS

DATA VALID AS OF 2021





NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | OUR ESG FOUNDATION

Our ESG Foundation

Systematic approach to ESG

At Nordic Semiconductor, we believe that incorporating sustainability into the business strategy through ESG focus is key to ensure development on a global scale as well as business success. The focus is represented in our vision, which is translated into business goals and processes for daily operations.

Nordic Semiconductor's management system is ISO 9001 Quality Management System, ISO 14001 Environmental Management System, ISO 45001 Occupational Health and Safety Management System, and ISO 27001 Information Security Management System certified. These standards provide the basis for the company's management system to ensure a systematic approach to improving our business processes in general, including the company's performance on ESG topics.

↓ Our vision

Simplified and better lives through all things connected
Things ...

- ...we wear
- ...we carry around
- ...around us at home
- ...around us at work
- ...around us in the city
- ...around us in the countryside

A leading provider of wireless connectivity and embedded processing solutions for internet connected things with a sustainable footprint

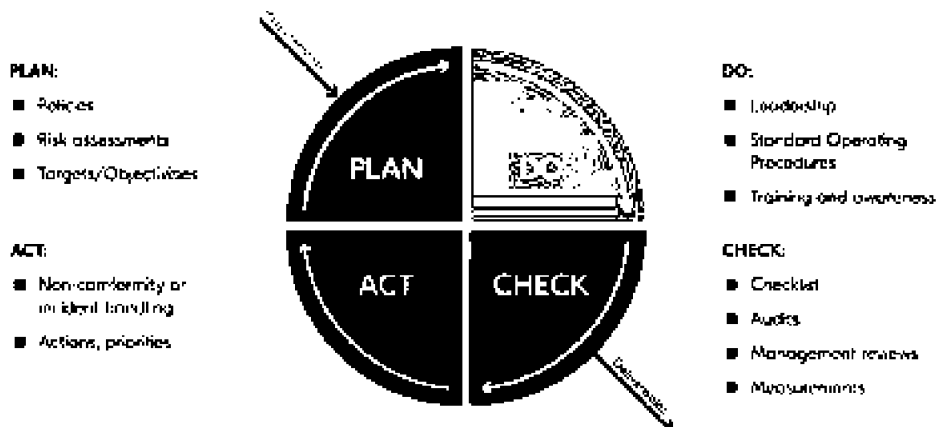
↓ Our business idea

- Develop, sell and deliver integrated circuits and related products and services
- Define our own products, driven by market demands and opportunities
- Offer customer tailored, standardized solutions
- Produce components using world class manufacturing subcontractors
- Enable and encourage socially- and environmentally sustainable customer solutions
- Sell and market our products worldwide through:
 - highly skilled distribution partners
 - directly to manufacturers of high volume consumer goods and industrial product and applications

↓ Our policies

- Quality policy
- Corporate social responsibility policy
- Information Security policy
- Environmental policy
- Health & Safety policy
- Non-Discrimination policy
- Conflict Minerals policy
- Anti-Corruption policy

NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | OUR ESG FOUNDATION



Nordic Semiconductor's Policy on Corporate Social Responsibility

Nordic Semiconductor's operating practices, decisions, and management systems shall be guided by, and transparently reflect that we:

- Are accountable for our impact on the society and the environment.
- Respect stakeholder's interests.
- Behave ethically and respect human rights at all times and will not tolerate any form of forced labor or child labor in our supply chain.
- Respect the rule of law and international norms of behavior.
- Prohibit any retaliatory action for reporting or inquiring about alleged improper or wrongful activity.

Specifically, Nordic and its tier one suppliers shall adhere to the Responsible Business Alliance (RBA) code of conduct. Nordic shall actively encourage tier 1 suppliers to require the same from their suppliers.

Managing ESG in Nordic Semiconductor

Establishing an ESG Committee as well as a Sustainability group during 2021, will enhance Nordic Semiconductors' ESG focus. Several of our members in the Executive Management Team (EMT) has overall responsibility for the company's respective ESG performance. The ESG Committee consists of subject matter experts from the EMT members' respective business areas, such as Legal,

HR, Supply Chain, Quality and Sustainability, as well as the Sustainability group. The Committee has an advisory role in forming company strategies on ESG topics and defining corresponding programs for improving performance.

Since 2021, Nordic Semiconductor has incorporated ESG KPIs in its incentive programs.

Our commitments and frameworks

Nordic Semiconductor has based its ESG commitment on international initiatives to address individual ESG topics and set relevant requirements for its operations.

Our commitments		Our frameworks		ESG material topics	
		ISO 9001		■ Anti Corruption & Integrity	■ Information Security
		ISO 14001		■ Diversity & inclusion	■ Air pollution
		ISO 45001		■ GHG emission/ climate change	■ Privacy
		ISO 27001		■ Hazardous substances	■ Product end of life treatment
				■ Health & Safety	■ Product Innovation
				■ Human capital development	■ Resource reduction
				■ Human rights and labor rights	■ Waste handling
					■ Water consumption

Nordic Semiconductor's commitments and frameworks for managing ESG topics.



RBA Code of conduct:

Responsible Business Alliance (RBA) is the world's largest industry coalition dedicated to corporate social responsibility (CSR) in global supply chains. The standards set out in the RBA Code of Conduct reference international norms and standards including the Universal Declaration of Human Rights, ILO International Labor Standards, OECD Guidelines for Multinational Enterprises, as well as International Organization for Standardization (ISO) and Social Accountability International SA Standards.

The RBA Code of Conduct is a set of standards on social, environmental, and ethical issues in the electronics industry supply chain. The provisions set out in the Code of Conduct are in alignment with the UN Guiding Principles on Business and Human Rights and derived from key international human rights standards, including the ILO Declaration on Fundamental Principles and Rights at Work and the UN Universal Declaration of Human Rights.

We have been committed to following the RBA Code of Conduct since 2007 and aligned our policies with its principles while engaging with our suppliers for improved CSR performance. Following our vision for a sustainable business, in 2021 Nordic Semiconductor became a member of RBA to strengthen our commitment to the RBA code of conduct and engage with our stakeholders to achieve common industry goals: Advancing labor rights, health and safety, environment preservation, and ethics worldwide.



UN Global Compact principles

The Ten Principles of the United Nations Global Compact are fundamental responsibilities formulated for human rights, labor, environment, and anti-corruption.

Nordic Semiconductor has committed to the UN Global Compact ten principles and has been the signatory to the ten principles since 2016. By incorporating the Ten Principles of the UN Global Compact into Nordic Semiconductor's strategies, policies, and procedures, we are assured the principles are strongly rooted in our business foundation.



UN Sustainable Development Goals

In 2015, the United Nations established the 17 Sustainable Development Goals which make up a systematic global framework to end the biggest challenges of our planet by 2030. To achieve these goals, utilizing emerging technologies like the Internet of Things (IoT) can offer promising and effective solutions. Nordic Semiconductor has recognized sustainable development challenges and is strategically positioned to assist with these challenges. Our company's SDG contributions are categorized in three business scopes: products, operations, and engagements. The support on UN SDGs from our operation and engagement is described in this ESG section of the report.

The ten principles of the UN Global Compact

Human Rights

Businesses should:

- Principle 1: Support and respect the protection of internationally proclaimed human rights
- Principle 2: Ensure that they are not complicit in human rights abuses

Labor

Businesses should:

- Principle 3: Uphold the freedom of association and the effective recognition of the right to collective bargaining
- Principle 4: Eliminate all forms of forced and compulsory labor
- Principle 5: Abolish child labor
- Principle 6: Eliminate discrimination in respect to employment and occupation

Environment

Businesses should:

- Principle 7: Support a precautionary approach to environmental challenges
- Principle 8: Undertake initiatives to promote greater environmental responsibility
- Principle 9: Encourage the development and diffusion of environmentally friendly technologies

Anti-Corruption

- Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery

IoT Innovation and Sustainability

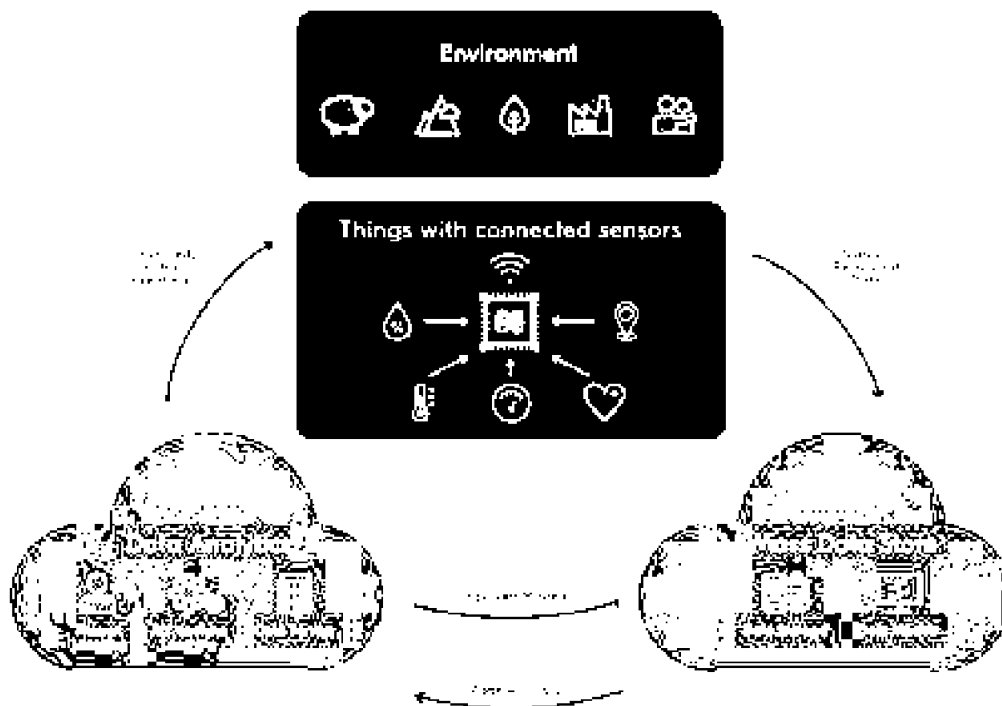
At Nordic Semiconductor, we believe that our technology drives digital transformation of sustainable growth. Within IoT, the capability of smart connected devices to enable and advance applications such as environmental monitoring, territorial management, and energy optimization is well known. With the rising focus on building a green economy, IoT technology has the potential to enable greener solutions for enterprises, cities, and communities. These applications include reducing energy, costs and resources, enabling remote deployments, monitoring failure points, and many others.

Recognized as the world's leading Bluetooth LE chip vendor, Nordic Semiconductor has evolved into a wireless IoT company that enables our customers to 'connect anything'. These IoT solutions are used in a wide variety of applications optimizing resource

usage in areas of energy, travel, time/distance, transport, maintenance, manufacturing, agriculture, waste handling, and smart cities. Affordable IoT solutions can directly address any of the 17 UN SDGs depending on how solutions are designed and utilized in an innovative way.

To give a better understanding of how Nordic's products may contribute to the sustainable development and SDGs, a conceptual illustration of the Internet of Things (IoT) is shown in the figure below..

Nordic Semiconductor continuously adds more intelligence and capability into its products while using less energy. This enable the "things" to harvest energy locally, do efficient data analytics, minimize data transfers, and thereby offloading the power-hungry data centers.



Conceptual illustration of the Internet of Things. Nordic Semiconductor continuously adds more intelligence and capability into its products while using less energy. This enable the "things" to do efficient data analytics locally, minimize data transfers, and thereby offload the power-hungry data centers.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | OUR ESG FOUNDATION



Real life SDG contribution examples

An example of a Nordic supported IoT solution for harvesting energy from its surroundings is the battery-free, self-powered leak detection device that has been released by AquaSensing, a Canadian technology company. Their Leak Sensor 1.0 uses a proprietary sensor that acts as both a power source and sensor for detecting water leaks, as well as Nordic Semiconductor's nRF52832 Bluetooth Low Energy multiprotocol System-on-Chip for communication. This eco-friendly solution prevents water damage and eliminates battery waste from its operation.



Nordic's own SmartHive, capable of aiding and monitoring several beehives at our offices in Norway, is a showcase for a generic IoT system including energy harvesting, edge computing, and machine learning.



IoT solutions can also contribute to reduce Greenhouse Gas (GHG) emissions and to support the SDG for Climate Action. An example can be seen from Nordic Semiconductor's partnership with Acuity Brands, Inc. Acuity is a market-leading industrial technology company that brings lighting, lighting controls, building management, and location aware applications to the market, and since 2016, Nordic has delivered Bluetooth low-energy solutions to this company. Using Nordic ICs, Acuity's innovative products provide customers with smarter, more energy and cost effective lighting solutions, which in turn minimizes carbon emissions.



Nordic ICs are used in LED luminaires and lighting controls which are replacing older technologies in existing buildings. From this perspective, CO2 reduction comes from more energy-efficient LEDs, compact product footprint, paper and carton elimination, or lower fuel use tied to product shipments.

Smart lighting and LED lighting that have Nordic inside, contribute to a significant CO2 emission reduction. Each fixture is saving an average of 40 Watts, plus an additional 25% in control savings. Measured in CO2e, Nordic nRF51 Series SoCs inside Acuity's solutions has contributed to an estimated 1.33 million metric tons of CO2 emission saving since 2016, and nRF52 Series SoCs an additional 1 million metric tons since 2018.

Such examples, along with Nordic's special position in IoT technology development, make Goal #9 "Industry, innovation and infrastructure", a core SDG for the company. Nordic Semiconductor targets to make our product's positive contribution larger than our adverse impacts.

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE



Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation

SDG target 9.4: By 2030, upgrade infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes, with all countries taking action in accordance with their respective capabilities

In 2021, Nordic customers used our IoT solutions for various types of applications such as smart city systems, health applications, livestock/asset tracking, construction, industrial monitoring systems, agricultural monitoring, environmental monitoring, etc. contributing to various SDGs. Additional examples can be found on nordicsemi.com.

While the use cases for supporting the SDGs by Nordic's products are virtually limitless, the impact on the environment from production and use of the components should also be considered. Nordic is committed to reducing its environmental impact from operations and has set short- and long-term goals for emission reductions. For more on this, please refer to the chapter on Environmental Perspectives.

Supplier management in a fabless structure

As a fabless company, Nordic Semiconductor relies heavily on its manufacturing partners to manage the production of physical goods and the production facilities. As such, a strong focus on supplier management is important not just to ensure high-quality deliverables, but also to guarantee proper management of ESG issues in our supply chain. See the figure below for a generic illustration of the company's value chain.

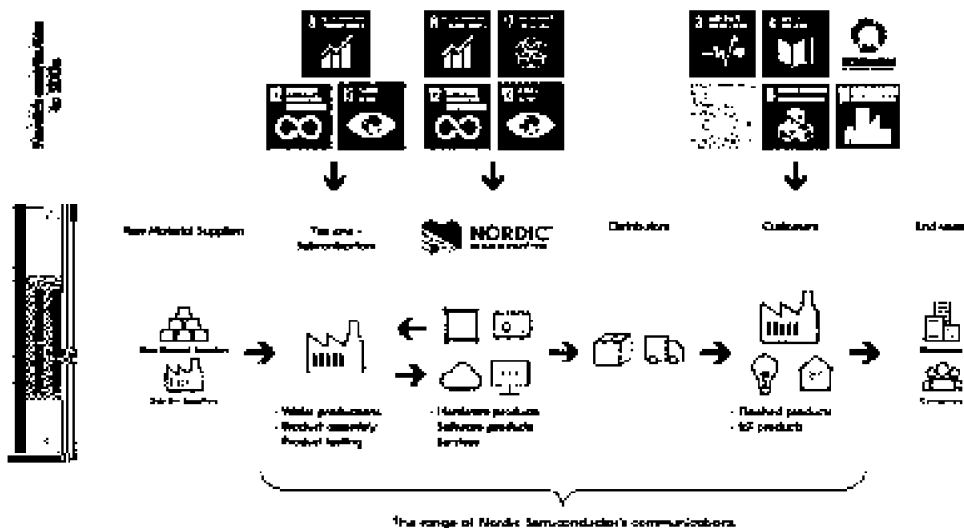
Nordic Semiconductor has a dedicated Supply Chain department, with the Supply Chain EVP as part of the company's Executive Management Team. This part of the organization is responsible for managing the company's manufacturing partners.

Performance management is a key element of Nordic Semiconductor's supplier management in which the Supply Chain department conducts regular supplier audits and follow-up of audit results to improve supplier performance. Furthermore, the Supply Chain department's normal operational routines include addressing targets and deadlines with suppliers and organizing business reviews at defined intervals.

ESG topics are considered throughout the whole supplier life cycle, beginning with new supplier qualification and onboarding. Management of ESG topics is handled through questionnaires, audits, and checking of relevant certifications.

Qualified suppliers are annually evaluated for potential risks of ESG related topics based on the RBA risk assessment model. This model consists of 4 steps including: RBA risk assessment, Self-Assessment questionnaire (SAQ), Validated Audit Program, and Corrective actions. Any significant finding will be assessed and considered in sourcing decisions through our management systems.

Nordic Semiconductor has direct contact primarily with its tier 1 suppliers. To limit the risk of unacceptable business behavior further upstream in the value chain, these suppliers are required to adhere to the RBA Code of Conduct and to promote and require such adherence from their suppliers (Nordic's tier 2 suppliers).



Nordic Semiconductor's value chain, with indication of Nordic's contribution to relevant SDGs



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | OUR ESG FOUNDATION

Good relationships with our manufacturing partners are essential to ensure that any reported issues are addressed immediately. Potential issues that can affect our supply chain are regularly monitored. Any potential issues are checked with our manufacturing partners and relevant actions are taken as necessary.

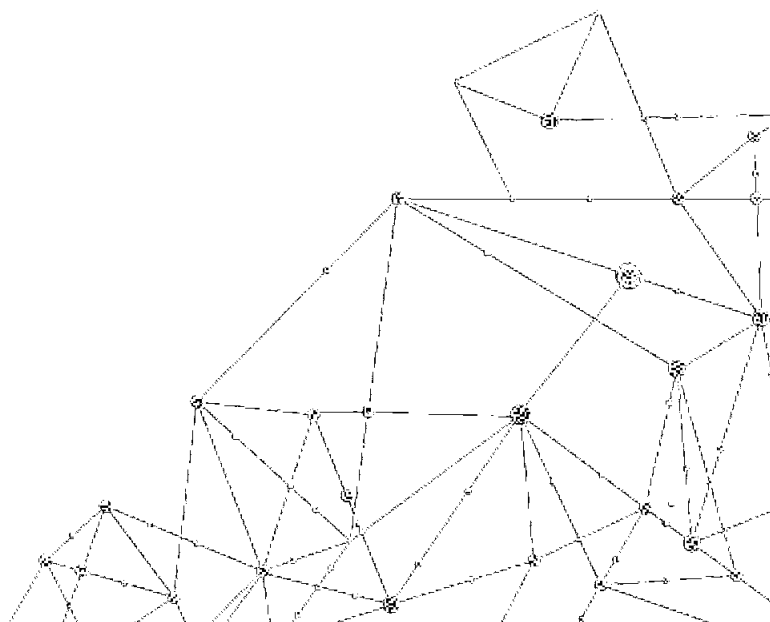
To ensure that unwanted business practices are reported to us, Nordic Semiconductor's third party whistleblower channel is available on our website. In addition, RBA has a reporting channel for workers to provide their feedback.

Nordic Semiconductor's manufacturing partners are required to be certified to ISO 9001, ISO 45001, and ISO 14001. Several also carry certifications to various automotive and other environmental standards. The following table summarizes the relevant certifications and membership of our manufacturing partners.

Nordic Semiconductor has been working with globally recognized suppliers in terms of ESG management. Our key suppliers, TSMC and ASE, have received multiple awards for their sustainability practices.

Indicator	Year 2021
ISO 9001 certified suppliers	100%
ISO 14001 certified suppliers	100%
ISO 45001/OHSAS certified suppliers	100%
Suppliers RBA membership	70%
Suppliers with ESG low risk (based on RBA topics)	100%
Suppliers completed RBA Self Assessment Questionnaire	80%
Suppliers documented RBA Code of Conduct policy	100%
Suppliers communicating RBA Code of Conduct to next tier	100%
Suppliers Audited under RAB Audit program	30%

Measurements related to Supplier management.



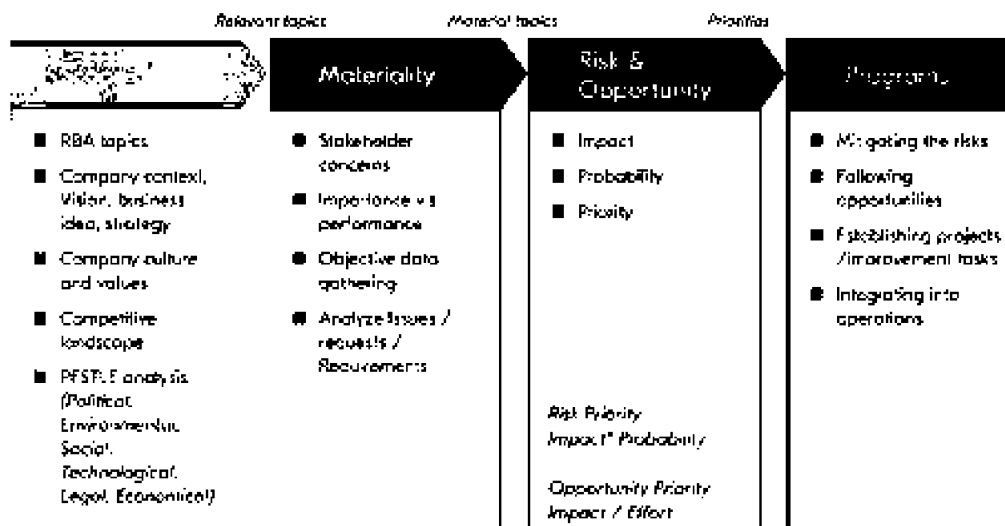
Materiality

With a global business model and a rapidly growing company, Nordic Semiconductor faces multiple stakeholders with different needs and requirements. We value feedback from all stakeholders and take suggestions into account when reviewing our Sustainability issues and their impact on our business. Communication with stakeholders is important for continuous improvement on our ESG performance. Our objectives are to:

- Understand stakeholders' concerns and continue to improve ESG-related performance

- Gain stakeholders' trust and respect for Nordic Semiconductor
- Report on Nordic Semiconductor's efforts and performance to maintain and enhance our reputation

Stakeholders are internal or external people and organizations that have influence on Nordic Semiconductor or can be influenced by Nordic Semiconductor. The most relevant stakeholders are identified as investors, customers and distributors, employees, manufacturing partners, authorities, and the community/public.

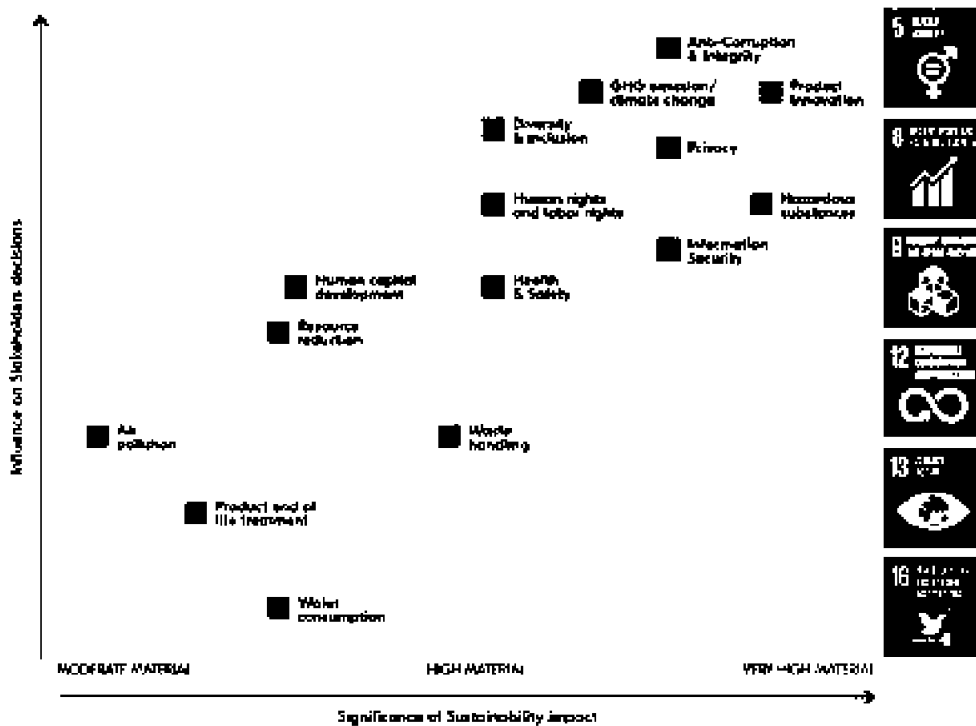




NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | OUR ESG FOUNDATION

To understand which social, economic and environmental issues matter most to our stakeholders and to our long-term business success, we conduct an annual materiality analysis. This also enables us to meet the applicable reporting requirements of the Global Reporting Initiative (GRI) and UN Global compact.

We follow materiality methodology suggested by GRI to define and map ESG material topics to measure implement mechanisms and report on. The process of deciding which topics are material and valuable to spend resources on, improve and report on is illustrated in the figure below. This report describes management of material topics and their performance metrics. Topics that are considered less material will primarily be included to explain the reasoning for being evaluated as such.



Nordic Semiconductor's process for prioritizing actions and programs for our material ESG topics. Materiality assessment of ESG topics related to indicated UN SDGs. The assessment is performed by GRI methodology.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | OUR ESG FOUNDATION

Topic	Description	Relevant SDGs	ESG section reference page
Anti-Corruption & Integrity	Anti-corruption and Business ethics	Goal 16	134
Diversity & Inclusion	Diversity in employee workforce, and non-discrimination	Goal 5	127
GHG emission/climate change	GHG emission reduction targets and performance	Goal 13	115 -117
Hazardous substances	Hazardous substance management of products and manufacturing processes	Goal 12	117, 118
Health & Safety	Occupational health and safety management system	Goal 8	129, 130
Human capital development	Process of improving an organization's employee performance, capabilities, and resources	Goal 8	128
Human rights and labor rights	Modern slavery, child labor, freedom of employment	Goal 8	123-124
Information Security	Protection of information's confidentiality, integrity, and availability	Goal 16	135
Air Pollution	Non-GHG air emission	Goal 12	120
Privacy	Protection of personal data and upholding individuals privacy rights	Goal 16	135
Product end of life treatment	End-of life treatment of products	Goal 12	119
Product Innovation and Sustainability	Nordic products' potential impact on SDG	Goal 9	105, 106
Resource reduction	Plastic reduction, ECO design, Green procurement	Goal 12	118
Waste handling	Office waste, hazardous waste, recycling, landfill, etc.	Goal 12	119
Water	Water consumption within operations and beyond	Goal 12	119

Nordic Semiconductor's ESG topics and their relation to UN SDGs.

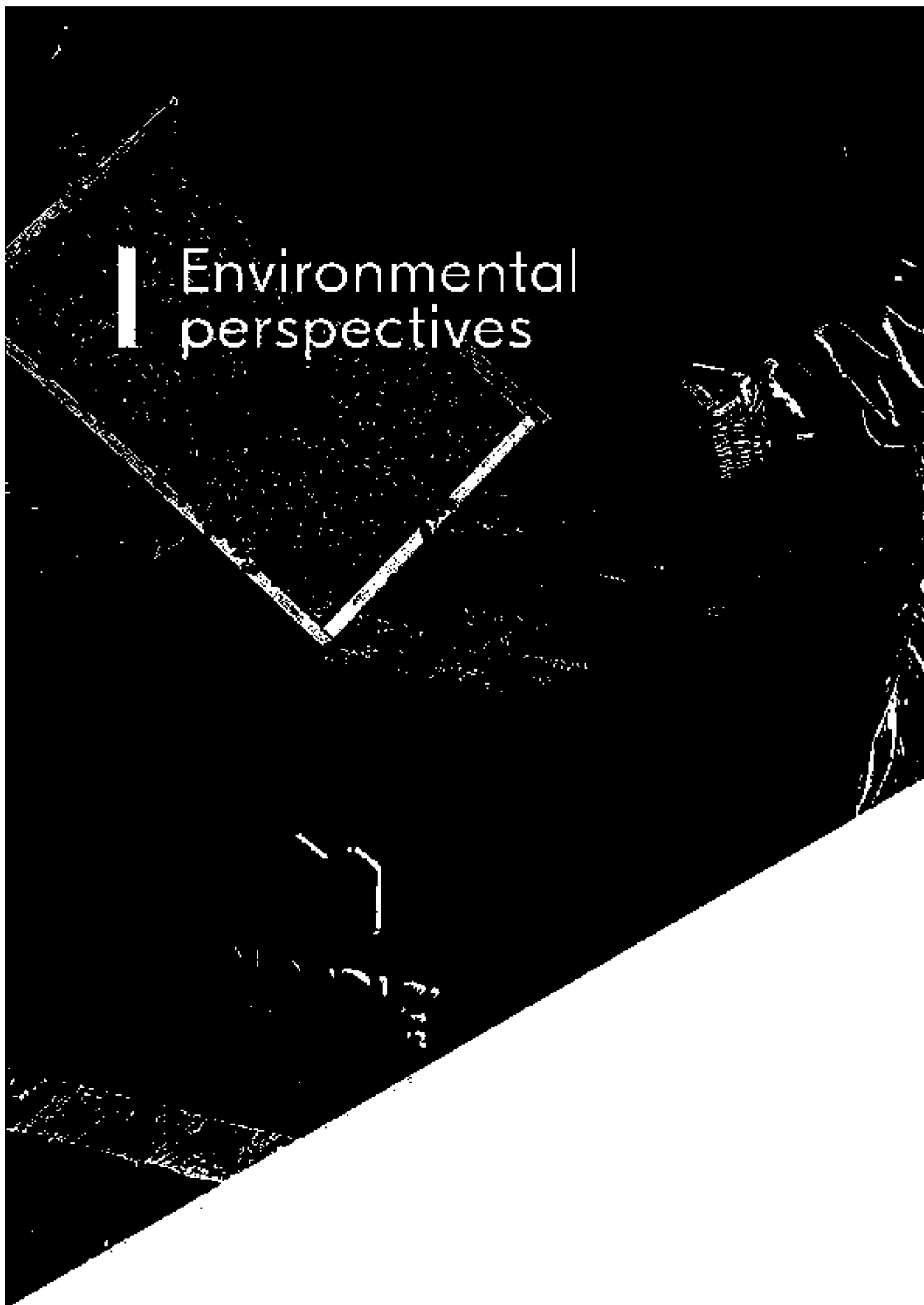


Stakeholder communication

As a result of the dialogue with stakeholders, we try to understand their expectations and use that as guidance when we define our ESG material topics, helping place focus on areas for improvement.

Stakeholders	Stakeholder dialogue examples	Main areas of interest (ESG)
Investors	<ol style="list-style-type: none"> Quarterly reporting Annual report Direct contact Annual general meeting Capital Market day 	Ethics and Anti-corruption
		Environmental Product Compliance
		GHG emissions and Renewable Energy consumption
		Water management
		IoT Innovation and Sustainability
		Diversity and Inclusion
Customers and distributors	<ol style="list-style-type: none"> Direct contact Nordic Semiconductor webpage Nordic Semiconductor DevZone Customer surveys Participation on exhibitions and seminars Customer Audits Contractual binding Codes of Conduct 	Environmental Product compliance
		Eco Design
		Responsible sourcing
		GHG emissions and Renewable Energy consumption
		Water risk assessment
		Information Security, Product Security
		Diversity and Inclusion
Employees	<ol style="list-style-type: none"> Daily contact Performance reviews Employee satisfaction survey Nordic Semiconductor intranet Quarterly reporting meetings Employee unions and representatives Exit interviews Whistleblower channel 	Human Capital Development
		Ethics and Anti-corruption
		Health and Safety
		Diversity and Inclusion
		Non-discrimination
		Information Security, Data privacy
		GHG emission
Subcontractors	<ol style="list-style-type: none"> Quarterly performance reviews Supplier audits Yield improvement and waste reduction projects Supplier qualification 	Environmental Product compliance
		Responsible sourcing
		Human rights and labor rights compliance
		Environmental management
Authorities	<ol style="list-style-type: none"> Legislative requirements Audits Authorities advisory functions Newsletter monitoring 	Product compliance
		Waste management
		Anti-corruption
		Working environment
		Data privacy and Information Security
Community and public	<ol style="list-style-type: none"> Press releases Business presentations at educational institutions 	Ethics and Anti-corruption
		Community Engagement
		Human Capital Development
Non-profitable organizations	<ol style="list-style-type: none"> Regular Standards announcements Press releases Newsletter and subscriptions monitoring Business presentations at educational institutions 	Carbon disclosure project
		Sustainable Development Goals
		RBA Code of Conduct
		UN global Compact principles

Stakeholders dialogue, main areas of interest related to ESG, and Nordic Semiconductor response.



Environmental perspectives



Environmental perspectives

Nordic Semiconductor recognizes that environmental responsibility and sustainability is key to producing world-class products and long-term business strategies. Product compliance is a prerequisite for selling Nordic Semiconductor's products worldwide, meeting international legislation as well as customer-specific requirements to product design and production. At the same time, we see customers, markets, and society becoming more aware of and concerned with, carbon footprints and energy usage.

Nordic Semiconductor designs and develops ultra-low power products, enabling energy efficient end products for the consumer. Furthermore, the company is targeting to increase the share of renewable energy and reduce greenhouse gas (GHG) emissions, specifically from our own operations, while also engaging with our manufacturing partners to manage and

reduce our environmental impact through their manufacturing processes.

This chapter outlines our system of managing environmental aspects of our business. It is also a response to the Norwegian Accounting Act (Regnskapsloven Section 3-3) on Social responsibility reporting.

Nordic Semiconductor's Environmental Policy

Being a preferred partner to environmentally conscious stakeholders, Nordic Semiconductor shall incur no loss of business or profitability due to incidents or issues related to disturbance to health or environment.

Nordic Semiconductor is committed to:

- Comply with applicable legal requirements, and regulations, and protect the environment through sound management practices and decisions
- Protect the natural environment by minimizing waste generation, pollution and GHG emissions, resource and water consumption, and the use of hazardous materials in our products, as well as develop and use environmentally friendly technologies
- Promote environmental responsibility and ensure that our suppliers live up to Nordic Semiconductor's environmental standard
- Establish and evaluate achievable environmental performance goals to ensure continuous improvement of our environmental management system
- Regularly monitor and report on environmental performance, and to consult with relevant stakeholders on environmental issues

The key environmental issues are embedded in Nordic Semiconductor's environmental policy. The policy is regularly reviewed and approved by the Executive Management Team. Through this policy, Nordic strives to ensure its commitment to the highest standards of environmental protection and implement the best environmental practices.

Nordic Semiconductor carefully considers its potential environmental impact in its decisions and systematically analyzes the company's environmental aspects and the associated risks and opportunities, considering activities and the product life cycle. Environmental aspects noted as having a high risk or connected to a legal requirement are considered significant and are subject to risk reducing actions to minimize their adverse impact

on the environment. A general description on the risk methodology is shown in Nordic processes figure on page 109.

Nordic Semiconductor has implemented guidelines and procedures into its management system to supplement legal requirements and integrate them in daily working routines. To identify and mitigate any possible risk and implement the changes into our activities, we have a proactive approach towards regulatory compliance.

Nordic Semiconductor is ISO 14001 Environmental Management Systems certified. All Nordic Semiconductor's manufacturing partners are required to be certified with this standard, as well as to be compliant to RBA Code of Conduct and its provisions on environmental topics.



Raising awareness amongst employees on environmental issues relevant for Nordic Semiconductor is regularly done by internal training, and as part of the mandatory introduction program for new employees. Employees who deal with environmental issues as part of their regular process flows, undergo designated training for the relevant topics.

Monitoring data in relation to environmental topics and engaging with suppliers are relevant parts of decision-making and risk analysis. Nordic Semiconductor regularly analyzes data from manufacturing partners, and supplier audits are used to follow-up on suppliers' compliance with standards, specifications, and legislative requirements. Results and measurements from the environmental programs are reviewed annually in the Management review.

Nordic Semiconductor has set a target of zero environmental product or company compliance incidents. Any incidents are handled through Nordic Semiconductor's non-conformity procedures, with root cause analysis and corrective and preventive actions. In 2021, there were no environmental incidents or non-conformities.

In 2020 Nordic Semiconductor initiated a Renewable Energy Program, with an aim to reduce GHG emissions by increasing renewable energy usage within company direct operations and supply chain. See separate section on Greenhouse Gas emissions.

Greenhouse gas emissions



Renewable Energy Program

Through our Renewable Energy Program, the goal is to reach 100% renewable energy consumption in our direct operations and manufacturing processes. The target is to achieve zero Scope 1+2 GHG emissions by 2025 and zero Scope 3 emissions by 2030. In 2021 we made significant progress towards these goals, and will continue the effort according to our ESG key targets for 2022, as disclosed in the first section of the ESG report.

For Nordic Semiconductor, increasing renewable energy usage and reducing GHG emissions in direct operations and manufacturing processes are crucial to mitigate climate change. We also see a growing demand from our customers for reporting our status on energy consumption and GHG emissions, and setting targets for GHG emissions reduction.

Nordic Semiconductor has monitored annual GHG emissions since 2011, and reports annually to the Carbon Disclosure Project's Climate Change questionnaire (www.cdp.net), detailing how climate change risks and opportunities are managed, as well as GHG accounting results. Overall, climate change represents low risk for Nordic Semiconductor's direct operations.

However, our supply chain faces stronger risks and challenges, both in the form of carbon taxation or other legislative requirements, but also drought, storms or typhoons and floods, depending on manufacturing location.

Nordic Semiconductor's approach for measuring greenhouse gas emissions follows the Greenhouse Gas Protocol (ghgprotocol.org). We report GHG emissions on all three scopes, namely Scope 1 (direct GHG emissions), Scope 2 (GHG emissions from purchased electricity, heating or cooling), and Scope 3 (all other indirect GHG emissions, including our supply chain), and use the financial control approach outlined in the GHG Protocol Corporate Standard for consolidating the emissions.

Scope 1 GHG emissions

Scope 1 GHG emissions are calculated using emission factors published by US Environmental Protection Agency (EPA) and based on IPCC 4th Assessment Report (AR4) GWPI00 values. Due to Nordic's fabless structure and very limited company owned and controlled GHG sources, Scope 1 GHG emissions are minor and generated only in abnormal situations, e.g. associated with refrigerant leakage from the company's test laboratory cooling system. In 2021 our Scope 1 GHG emissions were zero.

Scope 2 GHG emissions

Our Scope 2 GHG emissions include emissions from purchased electricity and heating. The emissions are calculated based on average energy generation emission factors for defined locations obtained from UN 2021 and IPCC 2006, or from energy provider when applicable. Small offices with less than 10 employees are excluded from our Scope 2 GHG emissions reporting.

Since 2015, Nordic has steadily increased the renewable energy usage in its direct operations. In 2020 Nordic started to put more focus on climate-friendly energy sources, and initiated our Renewable Energy Program. As a result of this program, our head office in Trondheim switched to renewable energy (verified by Guarantees of origin (GOO)) in 2020, and in 2021 we made further progress by purchasing International Renewable Energy Certificates (I-RECs) for our offices in Hong Kong, Philippines, and Taiwan.

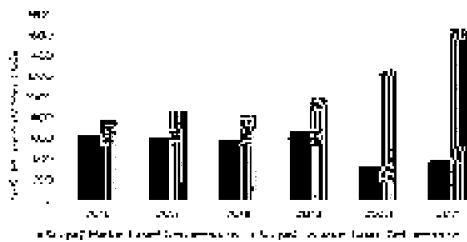
In 2021, our Scope 2 GHG emissions has increased by 22% compared to 2020. This is due to the new office expansions in the UK and India as well as increased reliability testing in our lab facilities in Taiwan with the purchased energy originated from non-renewable sources. In 2021, our purchased I-RECs reduced our Scope 2 emissions by 267 tonnes CO₂e, and in total the renewable energy ratio was 75.3% for our offices. Our target for 2022 is to also obtain I-RECs for the complete Taiwan lab and office operations, which will bring the renewable energy ratio to above 90%.



NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | ENVIRONMENTAL PERSPECTIVES

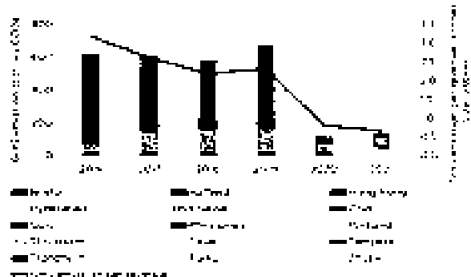
Indicator	Year-on-Year change	2021	2020	2019
Nordic Semiconductor offices energy use (MWh)	34.2%	4 269.26	3 180.19	2 294.28
Nordic Semiconductor offices energy use per area (MWh/m ²)	0.6%	0.16	0.16	0.13
Nordic Semiconductor offices energy use per full time employee (MWh/FTE)	-9.3%	3.63	4.01	3.40
Nordic Semiconductor offices energy use per revenue (MWh/USD million)	-10.9%	6.99	7.85	7.93
Scope 1+2 GHG emissions per full time employee (tons CO ₂ e/FTE)	-17.7%	0.35	0.42	1.00
Scope 1+2 GHG emissions per area (tons CO ₂ e/m ²)	-8.8%	0.02	0.02	0.04

Nordic offices' energy use and intensity ratios for energy use and Scope 1-2 GHG emissions.



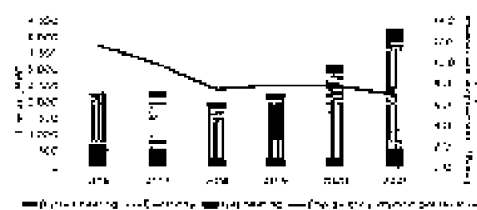
Scope 2 location based and market based GHG emissions

As of today, four of our offices, comprising 59% of our office area, have achieved green building certification. This includes the Leadership in Energy and Environmental Design (LEED) and the Building Research Establishment Environmental Assessment Method (BREEAM). The certification encourages the provisions of energy and resource efficient solutions for the buildings. With the certification it is ensured that buildings are built and operated in a way that reduces the need for electricity, water and heating consumption, which in turn helps to reduce Nordic's offices energy consumption in those buildings.

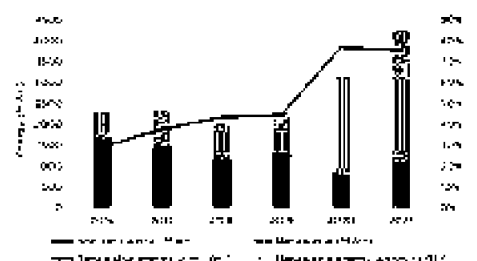


Scope 1 - 2 GHG emissions by site and revenue

Energy efficiency and increasing the use of renewable energy are crucial to Nordic Semiconductor's progress towards carbon neutrality targets. From 2020 to 2021, the energy usage in our offices has grown by 34.2%. This is mainly due to the acquisition of the Wi-Fi technology group that includes setting up new offices in the UK, India, and Sweden, as well as increased reliability testing in our lab in Taiwan. In 2021, 75% of all purchased energy for direct operations originated from renewable energy sources. In addition to procured energy, our largest office in Trondheim has onsite electricity production with solar panels amounting to 30 MWh annually.



Scope 2 energy consumption by type and revenue

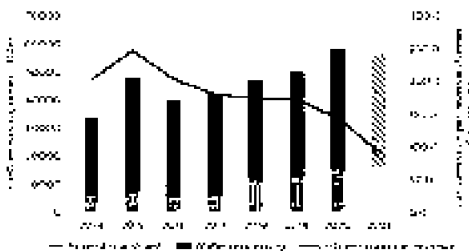


Scope 2 energy consumption by source. In 2021, the introduction of I-RECs contributed by 9% to our renewable energy share.

Scope 3 GHG emissions

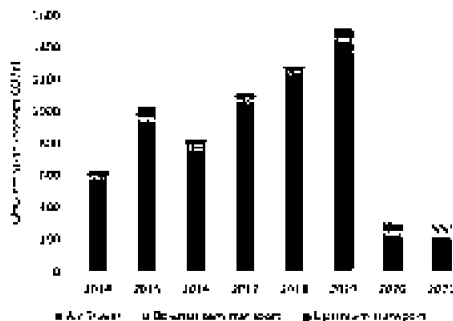
Scope 3 GHG emissions are mainly related to our production volume and our subcontractors' capacity utilization which will fluctuate beyond our control. Production facilities may need to operate machinery and infrastructure, even in the event of low production, leading to greater emission per production unit. For calculating production emissions, we use emission factors provided by our suppliers. Data from suppliers is typically received as an average of their total emission by total production volumes and does not calculate for differences in the production unit (no. of wafer layers, size, and complexity of components). This leads to some uncertainties in the reported Scope 3 figures.

Suppliers reporting emissions from production takes place in Q2 of the calendar year, therefore data from 2021 is not included in this report. Estimates for 2021 have been made based on 2020 values for emission factors and our records of production volumes in 2021. In 2020, 99,5% of our total Scope 3 GHG emissions came from production.



Scope 3 GHG emissions related to production. Data is gathered annually from subcontractors when they have completed 3rd party verification in Q2. Emissions for 2021 are estimates.

Due to the Covid-19 pandemic, business travel was limited in 2021, resulting in 5% decrease in business travel compared to 2020.



Scope 3 GHG emission related to business travel, upstream transport and downstream transport. Emissions in 2021 related to upstream transport and downstream transport are estimates.

Applying the lean concept to the entire business structure, Nordic Semiconductor delivers its products to its customers through distribution partners. The "drop-shipment" method from the manufacturers' warehouses directly to our distributors' premises enables efficient delivery and more direct transportation routes which leads to less GHG emission.

Nordic Semiconductor is partnering with multiple key customers who share our vision to work towards greener products. With a target to reach 100% renewable energy usage in the production of Nordic's products by 2030, we are working with our manufacturing partners to gradually reduce GHG emissions by increasing the ratio of renewable energy and exploring other environmental instruments such as renewable energy certificates or carbon offsets in the manufacturing processes.

Environmental product compliance and Hazardous substances

Nordic Semiconductor's products are subject to several environmental compliance requirements from regulations, industry standards, customer requirements, and Nordic's own initiatives. While the managerial responsibility for environmental compliance lies with the company's Quality and Sustainability SVP, the Supply Chain manages Hazardous Substances compliance and is responsible for assuring that our products follow defined environmental requirements and specifications in close collaboration with manufacturing suppliers.

Environmental product compliance and hazardous substance use are regularly addressed with Nordic Semiconductor's manufacturing partners and communicated through Nordic Semiconductor's Hazardous Substances Specification for Suppliers. As a confirmation of compliance with the requirements stated in the Hazardous Substances Specification, manufacturing partners are required to provide Nordic Semiconductor with signed Supplier Declaration of Conformity for each revision of the Specification.

To verify product content, hazardous substances testing is carried out by a third party. To ensure transparency, certificates for Hazardous Substances testing and Material Composition reports for all products are published on Nordic Semiconductor's website (www.nordicsemi.com).

In 2021 there were no findings of prohibited substances above limitations, or any other environmental product compliance incidents in any Nordic Semiconductor products.

Nordic Semiconductor has controls in place for design and production processes to ensure compliance to environmental requirements, such as:

- RoHS (Restriction of use of Hazardous Substances)
- REACH (Registration, Evaluation, Authorization and Restriction of Chemicals)
- EU POPs regulation (Persistent Organic Pollutants)
- Halogen-Free, according to IEC 61249-2-21

Being a fabless semiconductor company, close communication, and cooperation with the manufacturing partners of our products are crucial to managing hazardous substances.

Resource reduction



The company strives to make products as environmentally friendly as possible through environmentally conscious product design and manufacturing, by conserving natural resources and raw materials, avoiding hazardous substances, preferring recyclable material, and ensuring products are easy to recycle at the end of life.

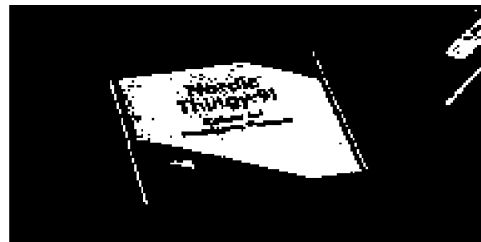
Eco Design

Nordic Semiconductor's strategic target for eco design is the reduction of environmental impact throughout the life cycle of Nordic's products. Analysis of a product's potential impact on the environment is done from the very beginning of the design phase for new products or product types. While designing to introduce additional functionality or use cases, targets are defined to improve energy efficiency, reduce materials consumption, and ensure minimal environmental harm throughout all life cycle phases. Scarcity of natural resources and conservation of raw materials are considered important from both an environmental and financial perspective. By identifying substitute alternatives, such as copper for gold in almost all products, Nordic Semiconductor has been able to reduce costs and environmental impact without sacrificing quality or performance.

Product content is managed in Nordic's design phases at specific milestones to prevent hazardous substances from being included. This is based on applicable regulations, customer requirements, and Nordic Semiconductor's commitments. These controls are prerequisites for product milestone approval prior to transferring into production.

We continuously search for ways to reduce raw material consumption and find sustainable alternatives for our products to improve circularity. Our initiative, started in 2020, focuses on reducing the environmental impact by replacing the rubber enclosure of new prototyping platforms with recyclable plastics. Nordic Semiconductor recognizes that material recycling is one of the key issues in conserving natural resources, which will become more prevalent in the future.

Besides product design, Nordic focuses on reducing the impact on the environment through product packaging. In 2020 Nordic introduced the requirement for all the kits to have packaging made of Forest Stewardship Council (FSC) certified, recyclable cardboard material. At the end of 2021, 61% of the development kit categories have FSC certified packaging material, compared to 33% in 2020.



Plastic reduction program

In 2021 Nordic established a program for plastic reduction, as a target to reduce plastic raw material consumption and increase material reuse and recycling. The plan is to work with our manufacturing suppliers by gradually increasing the ratio of recycled plastic used in our device containers, with a key target to reach 5% coverage within 2022, and 90% coverage within 2024.

Green procurement

Compliance to environmental requirements is considered when choosing manufacturers as part of initial supplier assessment and related audits. To verify green procurement for our products, Nordic requires manufacturing suppliers to comply with the requirements stated in the Hazardous Substances Specification for suppliers, and requires signed Declaration of Conformity (DoC) from the suppliers as an evidence for compliance.

In addition to the closely monitored production process and engagement with our subcontractors, Nordic Semiconductor has implemented procurement guidelines for purchases of products and services not directly related to the production of our products. This includes evaluating and choosing suppliers, such as suppliers of office material, based on their ethical and environmental profile.



Category	Target 2022	2021	2020
Percentage of prototyping platforms with recyclable plastic enclosure ¹	80%	0%	0%
Percentage of development kit with cardboard packaging material	100%	100%	100%
Percentage of development kit with FSC certified cardboard packaging material	70%	61%	33%
Percentage of device containers with recycled plastic ²	5%	0%	0%

Measurements and targets related to eco design.

¹The initiative was started in 2020, and the production was not yet started in 2021. The target 2022 is based on volume forecast.

²The plastic reduction program was started in 2021. No data for 2021 or 2021 available.

Waste management and recycling

Nordic Semiconductor's waste related impacts are mainly related to company's direct operations and outsourced product manufacturing. We work systematically to monitor and minimize waste and its impact on the environment, and prefer use of recycled and recyclable materials where feasible. We work continuously with our suppliers to maximize our yields, and thus to minimize the number of devices that need to be disposed of. Scrapped electronic components from production are sorted and recycled according to local waste management regulations and the WEEE Directive. Supplier audits have been performed at our manufacturing partners to verify that waste management is performed according to Nordic Semiconductor's standards.

Nordic Semiconductor has implemented routines for sorting and disposing of different types of waste from offices and warehouses in a responsible manner. The main focus is on EE-waste and hazardous waste such as chemical components from laboratories, and paper and packing material. Recycling of EE-waste allows for re-use of metals, such as copper, from waste or damaged products. The waste generated in Nordic's direct operations is managed by certified waste handling and recycling companies, and we have assessment mechanisms in place to ensure these companies meet all applicable local environmental laws and regulations to manage the waste responsibly with minimal impact on the environment.

To reduce waste in our offices, Nordic Semiconductor encourages re-use of materials where applicable. Usable IT-equipment and furniture are donated to schools or volunteer organizations rather than being scrapped, and internal auctions are held to let interested employees purchase outdated lab equipment. For office purchases, the company has implemented green procurement guidelines to ensure that environmentally friendly alternatives are preferred and goods made from recycled material are selected wherever feasible.

Product end-of-life treatment

The environmental impact from a product's end-of-life, whether it is recycled, incinerated, or ends up in a landfill, is to a large degree dependent on the product's content. Nordic's products can be incorporated as components in countless different end-products and applications. The obligations for product end-of-life treatment lies with the producer of the finished product. As Nordic products are only used for manufacturing of finished products, end-of-life treatment is not considered a material topic for us.

Water

Nordic Semiconductor reports annually to Carbon Disclosure Project's Water questionnaire. Due to the fabless structure of the company with no production facilities and the location of its offices in low water-risk areas, wastewater and water scarcity are low risks for Nordic Semiconductor directly. However, water scarcity is a factor for some of our subcontractors, specifically related to limited production capacity due to drought, or failure to comply with local legislative requirements. These are assessed as part of overall company risk management and business continuity planning.

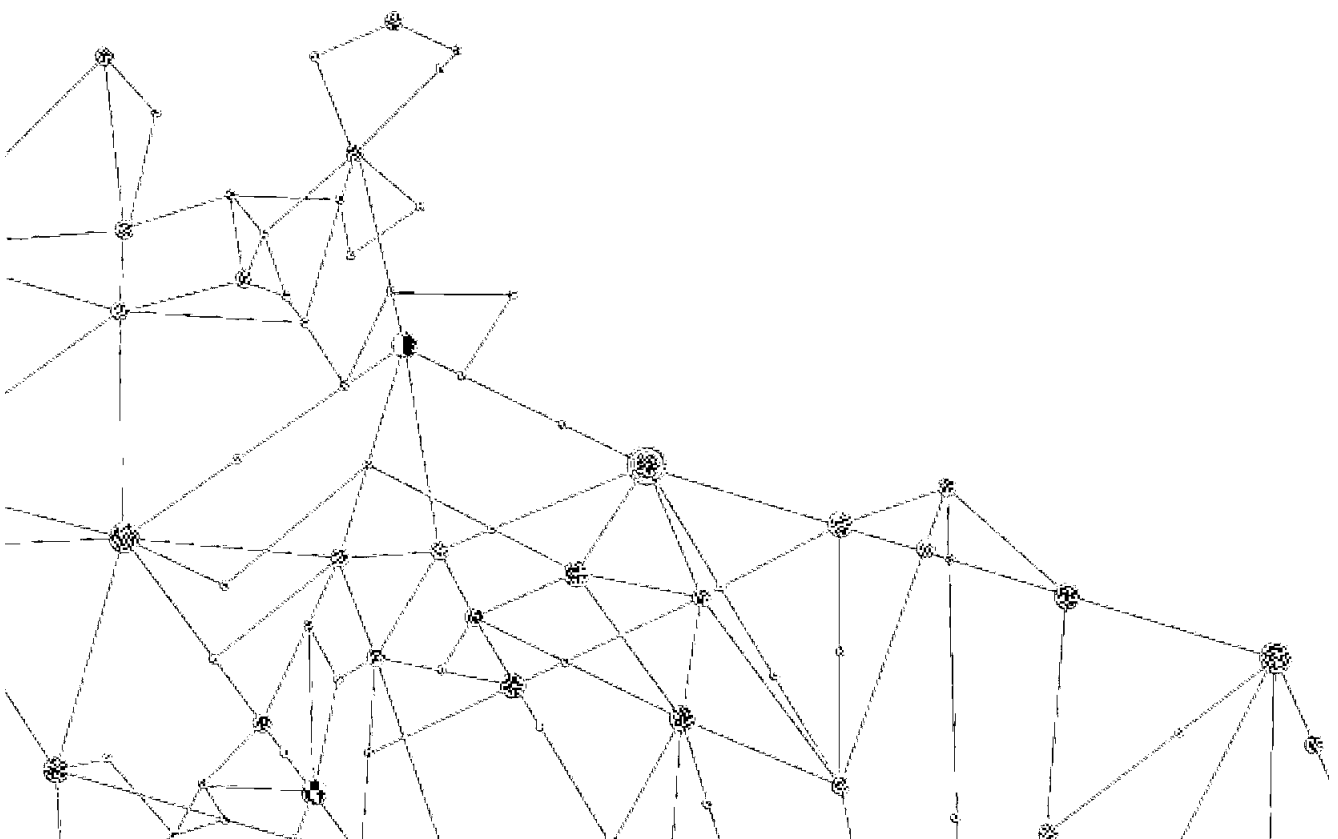
Water consumption in our operation is limited to overhead water usage (cleaning, drinking, washing) for our offices and laboratory operations. All water used/consumed by the company is supplied from municipalities. The total amount has been 5397 m³ for all Nordic offices in 2021. Small offices with less than 10 employees are excluded from this calculation.



Air pollution

Nordic Semiconductor's environmental policy includes a commitment to minimize and reduce air pollution, such as ozone depleting substances, dust, particles, or other polluting agents, in addition to the previously described greenhouse gases (GHG). As Nordic Semiconductor is a fabless company, the relevant sources of air emission are in outsourced manufacturing processes for wafer production, assembly and testing, and hence the risks in relation to direct operations are considered low.

Nordic Semiconductor communicates air emission restrictions to its supply chain, e.g. restricting use of ozone-depleting substances and Persistent Organic Pollutants in line with applicable legislation. Manufacturing partners are annually signing off an adherence to these requirements, and supplier audits are performed to ensure that suppliers at minimum comply with any local air emission requirements and permits.





Measurements

Indicator	Target value	Target year	Year-on-Year change	2021	2020	2019
Environmental management						
Number of environmental incidents	0	2022		0	0	0
Suppliers with documented environmental policy	100 %	2022		100%	100%	100%
Percentage of new suppliers that were screened using environmental criteria	100%	2022		100%	100%	100%
Renewable energy purchase ratio offices (%)	100 %	2025	-1.7%	75.3%	77.0%	44.4%
Hazardous waste - chemicals and batteries (tons)			8.2%	0.053	0.049	
EE-waste in production line (tons) ¹				2.6	2.6	2.5
GHG emissions						
Scope 1 GHG emissions (tons CO ₂ e)	0	2025	-100.0%	0	3.922	0.744
Scope 2 location based GHG emissions (tons CO ₂ e)			30.7%	1 674.3	1 281.4	1 007.2
Scope 2 marked based GHG emissions (tons CO ₂ e)	0	2025	23.2%	406.0	329.6	671.2
Scope 2 GHG emissions reduced as a result of reduction initiatives (tons CO ₂ e) ²				974.9	723.7	11.4
Scope 2 GHG emissions reductions from offsets (tons CO ₂ e) ³				431.9	173.5	0
Scope 1+2 GHG emissions per revenue (tons CO ₂ e/ USDm)			-19.2%	0.665	0.823	2.323
Scope 3 production related GHG emissions (tons CO ₂ e) ⁴	0	2030		56 451.8	58 448.8	49 927.9
Scope 3 GHG emissions (tons CO ₂ e) ⁴				56 742.8	58 752.0	51 446.4
Scope 3 GHG emissions reduced as a result of reduction initiatives (tons CO ₂ e) ⁵				13 893.4	0	0
Scope 3 GHG emissions per revenue (tons CO ₂ e/ USDm) ⁴				92.9	145	177.88
CDP score Climate Change [Industry average]				B [B-]	A- [C]	C [C]
CDP score Supplier Engagement Rating [Industry average]				A- [B-]	A- [B-]	B [C]

Measurements related to Environmental performance.

Note that several environmental measurements are ready at end of Q2 due to the reporting schedules of external stakeholders. Therefore, some of the reported numerical values are tied to uncertainties at the time of publishing this ESG report.

¹ EE-waste in production line: data for 2021 is an estimation.

² Reduction initiatives include purchased renewable energy (backed by GOO) and I-RECs for Nordic operations. 2019 has been set as a base year for Scope 2 GHG emission reduction calculations. Nordic started a renewable energy program in 2020, with the aim to gradually increase the share of renewable energy in our operations and reach zero GHG emission target by 2025.

³ Offsets include I-RECs for the Hong Kong, Philippines, and Taiwan offices. In addition, as the purchased renewable energy backed by the Guarantee of Origin (GOO) certificate in our head office in Trondheim is more than the energy consumed in that office, part of the excess renewable energy is used to offset non-renewable energy usage in the European offices.

⁴ Scope 3 GHG emission data for 2021 are estimations due to the external stakeholders reporting taking place at the end of Q2.

⁵ Reduction initiatives include purchased renewable energy (backed by I-RECs) for Nordic subcontractor's manufacturing sites. 2020 has been set as a base year for Scope 3 GHG emission reduction calculations. This reduction initiative includes only offsets.



Social perspectives





Social perspectives

Nordic Semiconductor is a growing business with offices, employees, and suppliers in different parts of the world. We are proud of our diverse workforce. Focusing on diversity and inclusion throughout the entire employee journey is imperative to attract and retain highly skilled and loyal personnel. Equally important is the company's ambition to foster an inclusive, safe, and motivating working environment for our employees. It is important for Nordic Semiconductor to ensure that we are not in any way participating in human rights violations or labor rights violations.

Human Rights and Labor Rights



Nordic Semiconductor is committed to respect and support Human Rights and Workers' rights, as reflected in our CSR policy, the support for UN

Global Compact Principles and membership to RBA. Nordic Semiconductor shall uphold and protect internationally proclaimed human rights and workers' rights and treat workers with dignity and respect as understood by the international community. It is our goal that no form of human rights abuses or labor issues, including forced labor, human trafficking or any form of modern slavery, shall occur at any stage of our operation, including the manufacturing of Nordic Semiconductor products by subcontractors. Our policies and commitments are approved by the Board and the Executive Management Team. Nordic Semiconductor adheres to the principle that all employment shall be freely chosen and that workers shall be free to leave their employment with reasonable notice. Child labor must not be used at any stage of manufacturing, and working hours and wages shall comply with applicable local laws or RBA Code of Conduct paragraphs (whichever is stricter).

As a fabless company, Nordic Semiconductor relies on third parties to manufacture, assemble, and to a large extent, test our products. Our direct exposure to issues related to child labor, forced labor, or human trafficking is therefore limited in our direct operations. Due to this, our focus related to addressing human rights and labor risks are directed to engagement with our supply chain. Nordic Semiconductor requires all tier 1 manufacturing partners to formally sign an agreement to comply with the RBA Code of Conduct, and that they shall also require the same from their suppliers, hence making the standards of the RBA Code of Conduct applicable to Nordic Semiconductor's second-tier suppliers.

As of today, all our direct suppliers have their own documented corporate social responsibility policy including adherence to RBA Code of Conduct, with commitment to communicate this to next tier suppliers. Currently, seven of our manufacturing partners have their own memberships in RBA.

Supplier audits are used to review implementation of the RBA Code of Conduct, such as tracing of information for conflict mineral reports, inspecting Human Rights and Labor performance, and follow-up of next tier suppliers. Our suppliers are evaluated both in the supplier qualification process and through annual screening in accordance with RBA code of conduct requirements where Human rights and Labor rights are important fundamental requirements. The screening is done through RBA 4 step Risk assessment model. (for more information, see page 107 of this report)All of our manufacturing partners are certified to ISO 45001.

Regulations are monitored closely for any labor issues that can potentially affect our business. Such issues from tier 1 up to raw material suppliers, are taken seriously with our manufacturing partners. Actions to remove the non-compliance are agreed mutually and followed-up in cooperation with the suppliers.

Raising employee awareness on Human Rights and Labor principles is accomplished through internal training and as part of the introduction program for new employees. Measurements and results are reviewed annually by the Executive Management Team in the Management Review.



Responsible sourcing of minerals

Nordic Semiconductor has worked with the issue of Conflict Minerals since 2010 and engages regularly with our suppliers to provide accurate and transparent information on the origin of minerals

to concerned stakeholders. The company's SVP of Quality and Sustainability is responsible for the Conflict Minerals program. Our Conflict Minerals Policy is stated on our website and has been communicated to all relevant suppliers.

Nordic Semiconductor's Conflict Minerals Policy

The eastern part of the Democratic Republic of the Congo (DRC) has long been the site of one of the world's worst humanitarian crises, and the conflict there continues.

Conflict minerals are defined as the metals Tantalum, Tin, Tungsten, and Gold (3TG), which are the derivatives of the minerals cassiterite, columbite-tantalite, and wolframite, respectively, and regardless of whether or not these minerals finance conflict in the Democratic Republic of the Congo (DRC) or adjoining countries.

As part of Nordic Semiconductor's commitment to social responsibility and compliance to the Responsible Business Alliance (RBA) Code of Conduct, it is our policy to only have part in trade where the respect for human rights is upheld, and where trade is not contributing to violent conflicts. It is our goal that our products and our supply chain shall be "conflict free", i.e. free of materials that directly or indirectly finance or benefit armed entities. In support of this policy, Nordic Semiconductor commits to the following:

- Exercise due diligence with relevant suppliers consistent with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and encourage our suppliers to do likewise with their suppliers.
- Work with our suppliers to enable products that are conflict-free.
- Provide due diligence information to confirm the conflict free status of relevant material in our supply chain.
- Transparently implement this policy by making available reports on our progress to relevant stakeholders and the public.

Nordic Semiconductor has a commitment to source minerals only from conflict free smelters, within the DRC and covered countries. Identification of smelters, and assessment of country of origin of the minerals, are investigated based on the supply chain reporting scheme set out by the Responsible Minerals Initiative (RMI), an initiative by RBA and the Global e-Sustainability Initiative (GeSI). As Nordic Semiconductor's products can contain 3TG (Tin, Tungsten, Tantalum, and Gold) and Cobalt, due diligence is conducted based on OECD guidelines to ensure no direct or indirect financing of ongoing conflicts in the DRC region or elsewhere under the category called "Conflict-Affected and High-Risk Areas".

All of Nordic's suppliers are required to adhere to RBA Code of Conduct and its provisions on conflict minerals. 80% of Nordic's suppliers are RMI members, and only smelters that are verified as RMI compliant by RMI's audit scheme are accepted in our supply chain. All the smelter information received from the suppliers is validated against RMI's conformant smelter list.

Our target is to use only 100% conflict-free smelters, and we report at the smelter/refinery level to customers and other stakeholders on a weekly basis through RMI's Conflict Minerals Reporting Template, which has become industry standard. The reporting contains information on smelters compliance status, mine locations, and Nordic's management on Conflict Minerals issues.

Nordic Semiconductor is not required to report to the US SEC for Conflict Minerals.

To reasonably ensure conflict-free supply chains, suppliers are required to commit to adopting policies and due diligence measures, and to require their suppliers to adopt similar policies and measures. This is ensured by supplied signed letter of commitment to RBA code of conducts.

The company does not purchase minerals from mining companies, nor does it maintain direct contact with smelters or providers of material. All such contact is handled through our subcontractors' supply chain, and as such, Nordic Semiconductor needs to rely on 3rd party auditing such as RMI's audit program. In 2021 Nordic became a member of RBA and RMI, which has given us better access to resources for transparent information regarding the smelter's status and tools for better due diligence measures towards our supply chain.



In the event of changes to smelter list or smelters' compliance status, these changes are investigated and handled by company routines for managing non-conformities and corrective actions. Corrective actions can include requiring suppliers to stop using a non-conformant smelter, changing raw material of suppliers, as well as conducting training and education in the Supply Chain in cooperation with the relevant suppliers. Ongoing initiatives to reduce the use of gold in finished products by replacing it with copper where applicable, help minimize the risk of indirectly financing or benefiting armed groups in conflict areas.

To date, no incidents of minerals supporting armed conflicts have been discovered. For 2022 we expect Conflict Minerals to remain a highly relevant issue related to Human Rights in our supply chain, and will continue to engage our suppliers to precisely identify the origin of all material used in Nordic Semiconductor's products.

Working hours

Nordic is committed to employees well-being and work-life balance. Working hours, wages, and working conditions shall comply with the applicable local laws and/or RBA Code of Conduct paragraphs, as a minimum. This includes regulations for rest periods, night work, holiday, and salary. All employment contracts include a paragraph describing local working hours for Nordic to clearly communicate expectations and ensure that we adhere to local laws and regulations. In 2021 Nordic implemented new employee and management handbooks for employees where working hours and other employment related matters were updated and made available by country.

Nordic's suppliers are required to adhere to the RBA Code of Conduct, setting requirements for working hours, working conditions, and wages and benefits for their operations. Suppliers' adherence to RBA Code of Conduct are addressed in supplier audits and self-assessment surveys.

Collective bargaining

Collective bargaining and the right to organize and join labor unions are protected by law in most countries where Nordic Semiconductor operates. Our company policies, which also applies to all Nordic Semiconductor ASA's subsidiaries and office locations, encourage employees to exercise these rights.

Nordic welcomes the opportunity to cooperate with any trade union and actively encourage employee representation.

Collective bargaining and the right to organize are also requirements our suppliers are obliged to adhere to through their commitment to RBA Code of Conduct.

Non-Discrimination/ Non-Harassment

Nordic Semiconductor does not tolerate harsh or inhumane treatment of workers, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, or verbal abuse.

Nordic Semiconductor has implemented a Non-Discrimination Policy to clearly state that employees have the rights not to be harassed or discriminated. This is communicated to all employees through the employee handbooks, and also presented as a part of initial onboarding of new employees.

Employees are encouraged to report any signs of potential discrimination or other ethical misconduct through the company's whistleblower channel. See more about our whistleblower channel in the Governance Perspective chapter of this report. Regular employee satisfaction surveys and appraisal reviews also includes questions regarding discrimination to detect and address potential discrimination issues.

Nordic Semiconductor's Non-Discrimination Policy

- All Nordic Semiconductor employees shall be treated equally and with dignity, courtesy, and respect
- Nordic Semiconductor prohibits any form of discrimination against and/or harassment of employees or applicants for employment due to race, color, nationality or ethnic origin, age, religion, disability, political opinions, gender, or sexual orientation, as described by ILO conventions.
- Nordic Semiconductor's organizational culture shall be characterized by openness and good internal communication so that any misconduct or problems can be addressed, discussed, and resolved in a timely manner.
- Nordic Semiconductor's employees are encouraged to report any incident of discrimination to their nearest leader or through the applicable whistle-blower channels. Retaliation against any employee who has reported misconduct, is prohibited. There shall be no unfavorable treatment to any whistle blowers.



Equal pay

Nordic strives to ensure that work of equal value shall receive equal pay. Salary levels are determined based on objective measures, such as work performance, responsibility, seniority, education, and experience, in addition to local market expectations.

Nordic Semiconductor's Board has appointed a designated People and Compensation Committee (PCC) to evaluate and oversee the organization's overall compensation strategies. The Committee is composed of shareholder- and employee elected Board members as well as members from the company's Executive Management Team.

Nordic established a Total Rewards Manager role in 2021 to ensure fair, competitive and aligned development of the company's global rewards strategy. Furthermore, all employees were encouraged to participate in a survey in 2021 to reveal internal satisfaction related to overall remuneration and benefits. The survey was representative with a participation rate of 87% confirming a high overall employee satisfaction score, with the majority of employees also being satisfied with Nordic's total rewards package.

To continuously develop employee competence and ensure that all employees advance according to personal and professional career goals, a standardized framework to determine and adjust salary levels have been implemented, the career ladder. Employees are expected to advance through the career ladder, where salary levels are adjusted according to position and related responsibilities. Salary increases are initiated through a globally aligned salary review process.

Nordic rewards employee contributions that foster profitable and sustainable company growth. Market-aligned incentive programs were implemented in 2021 to ensure fair, competitive, and equal pay. All permanent employees are eligible to participate in the company's short- as well as long-term incentive programs.

The following table explains the 2021 gender ratio statistics for Nordic. Within the R&D department in Norway, the median salary in 2021 for women was 90% of the median salary for males. The global median salary for female employees in all departments was 80%, excluding executive management. Within the executive management, the median salary for female employees was 83%. The salary gap between women and men is largely caused by a majority of men in senior positions.

Furthermore, gender differences in salary vary by department and location. As an example, many of the women in administrative functions within supply chain are based in the Philippines, where salary levels are below the Group median. In sales, most women are in non-customer facing roles, where total compensation is lower than in customer facing roles.

Category	Males	Females	Gender Pay Ratio (Median female salary / Median male salary)
Overall (excl EMT)	1021	166	80%
Executive Management Team (EMT)	8	2	83%
Administration and business support	26	28	72%
Research and development	839	86	90%
Sales	113	23	53%
Supply Chain	43	29	32%

Gender Pay Ratio statistics for 2021, by Category

Diversity and inclusion

Nordic Semiconductor considers a diverse workforce a competitive advantage for fostering innovation, ensuring an inclusive and respectful working environment. Diversity in terms of employee age, gender, and cultural background, but also educational background, experience, and personal preferences represents an opportunity for the company to attract, develop, and retain valuable specialized competencies in a highly competitive industry. Nordic Semiconductor's People and Compensation Committee (PCC), together with the Executive Management and the Board, works actively to enhance diversity, focusing on human capital development and company culture to ensure inclusion and belonging.

Cultural diversity

Today, Nordic Semiconductor's business is composed of a culturally diverse and highly specialized workforce where technical competence, industry experience, and market understanding are the common denominators. With 44 different nationalities represented at the company's headquarters and 56 nationalities world wide, Nordic has a unique position for fostering an inclusive and diverse culture where different perspectives are valued, and mutual respect is a matter of course.

In Norway 53% of employees have relocated from abroad, Nordic uses a third-party vendor providing onboarding services to ensure efficient and professional integration to the workplace, as well as local society and culture. The services provided are tailored to the various steps of the recruitment and onboarding process, and employees are offered housing services, language courses, assistance to navigate governmental agencies, and networking arenas.

When looking at the numbers of female hires for 2021 we see that our efforts are indicating steady progress, see table below.

Category	2021	2020	2019	2018	2017
Number of female employees in the company	168	135	107	89	77
Percentage of female employees in the company	14.0%	13.8%	14.0%	13.0%	13.0%
Increase of female employees in percentage	22.6%	28.0%	20.2%	15.6%	13.2%
Number of total hires	270	153	141	121	78
Total headcount increase percentage	22.4%	28.7%	12.0%	14.0%	12.8%
Number of female hires	50	20	23	18	11
Female hires in percentage	18.5%	13.0%	16.3%	14.9%	14.1%

Employees growth with regards to gender diversity

Phase of life policy

Nordic Semiconductor aspires to be a healthy and attractive workplace for employees in all age groups and during all phases of life across the globe. We have implemented a Phase of Life Policy, aiming to facilitate employee development and knowledge growth throughout the entire employee journey. Each phase is based on a perception that employees might have different needs and priorities throughout various stages of their lives. As an employer, we have an ambition to accommodate according to personal needs and requirements of our employees.

The phase of life policy was implemented in Norway at an early stage, and further expanded to include several countries during 2020 and 2021. The global implementation process will continue in 2022.



Gender diversity

Nordic has an ambition to minimize the gender gap and supersede the industry benchmark. Considering that tech is continuously changing our lives, female perspectives as well as participation is important to drive that development in a sustainable direction. In order to increase the proportion of women in our workforce, we are engaged in several initiatives:

- The women's network Ada, which is an initiative driven by the Norwegian University of Science and Technology to recruit, motivate, and educate women within the Norwegian IT industry
- Women's Directory, a Global Semiconductor Alliance initiative targeted at women in the semiconductor industry
- Ensuring female participation at trade fairs, recruitment initiatives, advertising campaigns, and employer branding related external communication
- Increased awareness of objectivity in recruitment processes through standardizing global recruitment practices.



Human Capital development

Recruitment

With Nordic's ambition to be a world-leading provider of a wide range of IoT solutions, highly specialized human capital needs to be recruited. Nordic Semiconductor has an ambitious growth strategy, and organic recruitment levels were stable with a global outreach throughout 2021 despite the ongoing pandemic. The acquisition from Imagination Technologies in early 2021 introduced new opportunities for an even more global search for talent, with three new office locations and growth in both competence and headcount, with 81 new colleagues onboarded.

Our recruitment strategy is a core component of our growth strategy, which during 2021 also required targeted recruitment in several competence areas. The company's focus on diversity is high on the agenda and a priority in all recruitment processes.

During 2021 we strengthened the recruitment support for hiring managers to ensure professional execution of our recruitment processes globally. As Nordic sources from a global talent pool, we also further developed our processes and practices to mitigate company risk during 2021. This included taking precautionary measures according to the Norwegian national threat assessments and their general advice on when to conduct background checks.

- **22.4% increase in total headcount**
- **67.5% of new hires located outside of Norway**
– Addressing company growth strategy in a challenging marketplace for talent
- **18.5% of new hires re-located to Norway**
– Inclusive onboarding and introduction program to ensure integration to Nordic Semiconductor's culture and local communities

Employee development and retention

As a part of our employee journey and to ensure talent retention, we conduct regular appraisal conversations between the employee and the manager. The main purpose of the dialogue is to foster employee involvement and engagement, drive performance and employee development, and ensure employee well-being. This is an important tool for clarifying goals and expectations, as well as a means of giving structured feedback between employee and manager. The intention is to enhance the employee-leader relationship and give both parties the opportunity to take a proactive role in setting objectives as a part of an open and honest dialogue. In 2021, 88% of employees completed annual appraisal conversations.

Identifying and selecting qualified successor candidates for our Executive Management Team and other critical positions has been an ongoing process during 2021. It is imperative for the company to have a structured process for succession planning, with our HCM system as the backbone. Succession planning is regarded as a continuous process.

Our aspiration is that our Employer Value Proposition (EVP) offer competitive benefits, including competitive salary, insurances, pension schemes, etc. During 2021 we created a framework where our EVP is clearly communicated, aiming to remind existing employees of our company benefits, but also to be used when attracting potential new employees. Our strategy for talent retention is further based on a notion that we strive to be perceived as a safe and solid employer with solid core values. We pride ourselves in offering employees the opportunity to develop and prosper as part of our business while maintaining a good work-life balance.

When the pandemic hit we were well adjusted as an organization to handle the challenges of home-office requirements, occasional lock-downs and travel restrictions. However, the pandemic has caused challenges related to employee engagement. Nevertheless, we have initiated several activities for employees to maintain a sense of belonging while not being in the office, further described under health and safety. We have also experienced difficulties with the cancellation of external training activities and conferences, forcing us to increase focus on digital activities and events to keep developing our employees. This has been a learning process, also offering new opportunities to strengthen our company culture globally, as reach increases when communication and initiatives are digital. As a solution, we implemented Yammer as a global channel for internal corporate communication and employee engagement.

Turnover and exit interviews

Nordic's People & Communication department encourages exit interviews with all employees resigning. In 2021, 95% of resigned employees participated in exit interviews.

The purpose of the exit interview is to obtain valuable feedback based on the employee's experience, including the context for their decision to leave the company. This provides valuable and relevant feedback when assessing and defining improvement areas for the company. The exit interviews are conducted by People & Communication to obtain as objective information as possible, and to ensure a professional experience throughout the entire employee journey.



In 2021, the employee turnover rate was 5.6% which is above our operational target (<5%) and an increase compared to the previous 3 years. However, this is not unexpected, and needs to be seen in connection with the pandemic and the constraints we have been challenged with over the last two years. Covid-19 has challenged engagement and made some employees feel disconnected from the company, affecting loyalty. Furthermore, it might also be suggested that 2020 was a year with perceived artificially low turn-over levels within the industry, as a consequence of many companies struggling due to the pandemic, putting a break on the fight for talent.

In total, 62 employees left the company during 2021, of which 17,8 % were women, substantiating the argument that we need to keep focusing on having a workplace and company culture attractive for all genders.

Occupational Health and Safety



Nordic Semiconductor recognizes that in addition to minimizing work-related injuries and illness, a safe and healthy work environment enhances quality of products and services, consistency of production, and worker retention and morale.

As a fables company, the risk of injury or incidents in relation to direct operations is considered low. Heavy machinery and equipment are not used, nor do employees operate vehicles, and only limited handling of hazardous chemicals that can cause notable damage or injuries occurs. Only trained personnel may work with hazardous chemicals and emergency routines are in place and regularly rehearsed.

Nordic Semiconductor's OHS (Occupational Health and Safety) risk assessment has highlighted ergonomic injuries and negative stress in the working environment as one of the main focus areas for improvement. Due to the Covid-19 situation over the past two years, the risk assessments have naturally been largely focused on the pandemic, both in relation to home office and returning safely back to the office when possible.

As Nordic Semiconductor's number of employees has grown considerably in recent years, the target has been to maintain a low level of sick-leave and high employee satisfaction from previous years. Due to the growth, necessary changes have been made to the organizational structure. Ensuring motivated and competent leaders on all levels in the organization is important to continue developing and producing world class products.

To ensure a positive and continuously improved working environment, Nordic Semiconductor has implemented an Occupational Health and Safety management system, certified to the standard ISO 45001 Occupational Health and Safety Management System by DNV. Nordic Semiconductor has established local Occupational Health and Safety Committees for operations in Norway, Finland, the Philippines, and Taiwan, working to continuously improve the working conditions and ensure a safe working environment. Other locations are covered by the corporate Occupational Health and Safety Committee (AMU) body in Norway.

All Nordic Semiconductor subcontractors are certified to ISO 45001 or similar standards, and this is a prerequisite to become a Nordic Semiconductor manufacturing partner. Subcontractors are also required to follow the RBA Code of Conduct and must agree to comply with this document.

OUR VALUES



ENGAGEMENT



CONTRIBUTION



KNOWLEDGE



RESPECT



RESPONSIBILITY



Nordic Semiconductor's Health and Safety Policy

High employee satisfaction, minimal employee absence, a stable competent workforce, and no work related incidents are necessary to achieve high productivity and quality. This is accomplished by ensuring the following:

- A safe working environment
- Secure employment and meaningful work for the individual employee
- Consultation and participation of workers and worker's representatives
- Nordic Semiconductor's OH&S standards are adhered to by suppliers
- Compliance with legal requirements, as well as internal policies and guidelines
- Continuous improvement

Health and Safety during the Covid-19 pandemic

The global Covid-19 pandemic has affected all areas of business throughout the world this year, and it has become a corporate social responsibility to act accordingly. Nordic Semiconductor is doing its utmost to protect the health and safety of its employees, and to help prevent the virus from spreading. From the initial stage of Covid-19, a dedicated management team and the OHS organization including Nordic Semiconductor's Personnel Safety Representatives have been collaborating on decision-making and response based on relevant development across our global organization. The Executive Management Team is continuously assessing the outbreak as it evolves and implementing mitigating actions at early stages in the best interest of people and the business. This includes business travel restrictions, anti-infection measures at all offices, facilitating work from home, reducing Nordic's presence at external events, and increased use of virtual meetings, webinars, and trainings. In addition, company policies and guidelines with local adjustments as relevant have been implemented with proactive actions and procedures to attend to both employees' well-being and the company's business continuity.

We have opened and closed local offices based on local governmental restrictions and requirements, causing employees to have a constantly changing work situation. We did not see any significant direct consequences of this on the overall employee health in 2021, but are aware of potential long-term consequences, which has led to precautionary health measures.

Mental health while working from home

Since most employees at Nordic Semiconductor have worked from home for longer periods of time during 2021 following the pandemic, a variety of activities for virtual interaction and socialization have been encouraged and successfully initiated. Nordic employees across the globe have arranged everything from weekly social Friday afternoon meetings, quizzes, virtual coffee breaks, yoga sessions, and gaming sessions.

Physical health while working from home

We have acknowledged that many of our employees have had to change their daily routine, especially with respect to physical activity. To encourage physical activity, we implemented a measure in 2021 where employees were given the opportunity to acquire health related apps to foster physical well-being, sponsored by Nordic. In addition, we gave employees the opportunity to work-out for 60 minutes per week during work-hours. These benefits were positively received by employees, and are to be continued, though adapted to a more open society with the ability to cater for gym-memberships, which would encourage social interaction.

Social integration

It is imperative to Nordic Semiconductor that employees integrate well within the workplace, but also as a part of local society. During 2021 this has been difficult as communities across the globe have been in various phases of lock-down and restrictions. Local facilitation has been made to ensure that employees don't feel left in solitude, as some of them might be unable to travel to their home countries or meet acquaintances. Employees were encouraged to host social events during the holiday season for other colleagues in accordance with local authority guidelines to prevent employees from being involuntarily alone during the holiday season.



Community engagement



Promoting engineering education to students with focus on attracting female candidates

Nordic Semiconductor actively engages in activities and collaborates with universities and student bodies across the globe to introduce the electronics industry to engineering students. We also aim to encourage students to graduate with relevant competencies by having current employees participate as guest lecturers, and also having some employees engaged through university professorships. Furthermore, we also hire a large number of student-workers through both internships, summer-jobs, and part-time employment. We offer students 6-11 months internships in Norway, Finland, and Poland. The purpose is to offer them permanent employment after graduation.

We also focus on inspiring female students to pursue a career within tech and particularly the semiconductor industry. In order to increase the percentage of female participants in the industry, Nordic has cooperated with the Girl project ADA since 2015. The Girl Project ADA is a Norwegian University of Science and Technology (NTNU) project which aims to recruit, motivate and educate females within the Norwegian IT industry. ADA actively advocates for attracting females towards engineering degrees to ensure that a larger percentage of the students that graduate from the Faculty of Information Technology, Mathematics, and Electrical Engineering (IME) at NTNU are female. Nordic actively engages through office visits, presentations, and network opportunities for female students at NTNU. Read more at www.ntnu.edu/girls.

Nordic is the main sponsor/partner for the student organization, Omega, which is the largest student union for electrical engineering students at NTNU. Through the partnership, we directly engage with students who study electronics or cybernetics. We invite the students to events, and even though 2021 was a challenging year in relation to hosting physical events due to Covid-19, we managed to engage the students through a minor event, the Nordic winter and fall Strava competition.

As a global company, Nordic also engages with several other universities across both England and Scotland, in addition to Sweden, Poland, and Finland. Nordic committed to sponsoring a professorship in System on Chip Technologies for wireless systems at the University of Oulu in 2021, together with several other local ICT companies in Finland. The five-year position is directed to investigate and develop the design of SoC technologies with an emphasis on wireless

applications of SoCs to enable data rates of 1 Tbits/s for 6G. Nordic is highly invested in being a driving force within technology development, and further cooperation with educational institutions is on the agenda for the coming years.



micro:bit, do your :bit

In 2016 the BBC "Make it Digital" campaign gave away one million micro:bits for free to students across the UK. This original BBC micro:bit was created by the BBC (British Broadcasting Corporation) in partnership with world-class technology and product design co-creators, including Nordic Semiconductor, as a way to fuel enthusiasm for computing which had been added to the school curriculum. The focus is on girls and those from disadvantaged groups, with the aim of inspiring every child to create their best digital future.

In 2021 Nordic announced that they would partner with the Micro:bit Educational Foundation to enable more children to access a digital education. One of the charities to benefit from this sponsorship is Teens Can Code, who are based in Nigeria. As a direct result of this initiative, they have now been able to train 52 volunteers who went on to carry out 26 workshops for children aged 8-18 across seven states in Nigeria. These workshops benefited a total of 1,201 students, 610 of whom were girls. Most of the students came from low-income communities with very limited technical infrastructure, particularly those from Cross-river and Calabar states. Participants were taught about the SDGs and how to use the micro:bit device with the MakeCode editor.

This type of work will also be replicated in Kenya and Uganda by [iamthecode](http://iamthecode.com), [SteamLabs](http://SteamLabs.com), and [Mindset Coders](http://Mindset Coders.com), reaching even more children.

We will continue to explore ways in which Nordic Semiconductor can make an impact through our technological contributions.

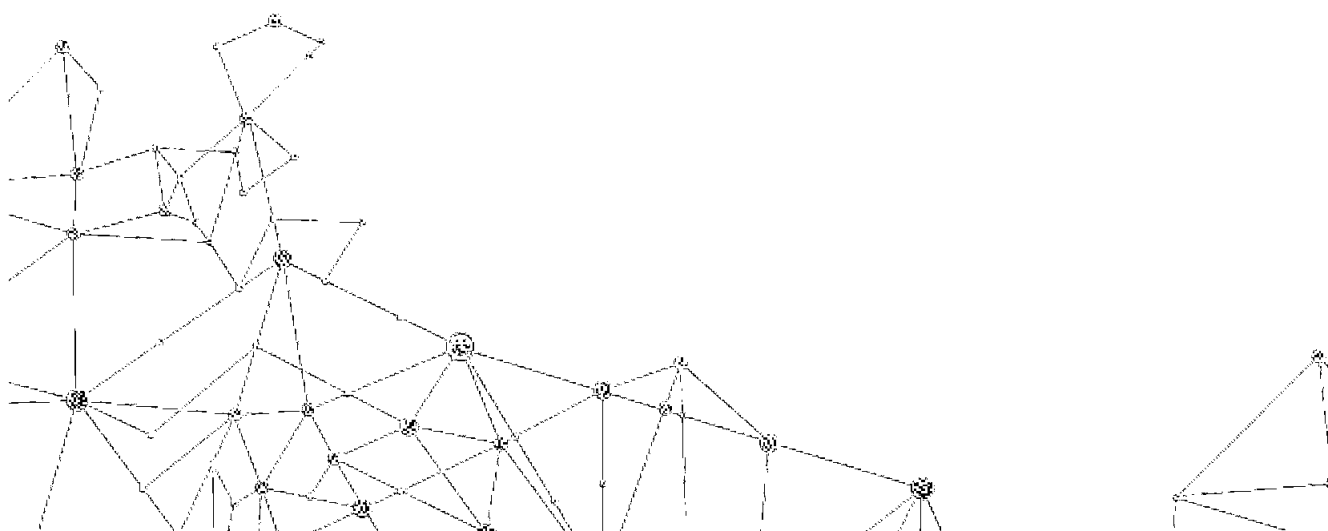


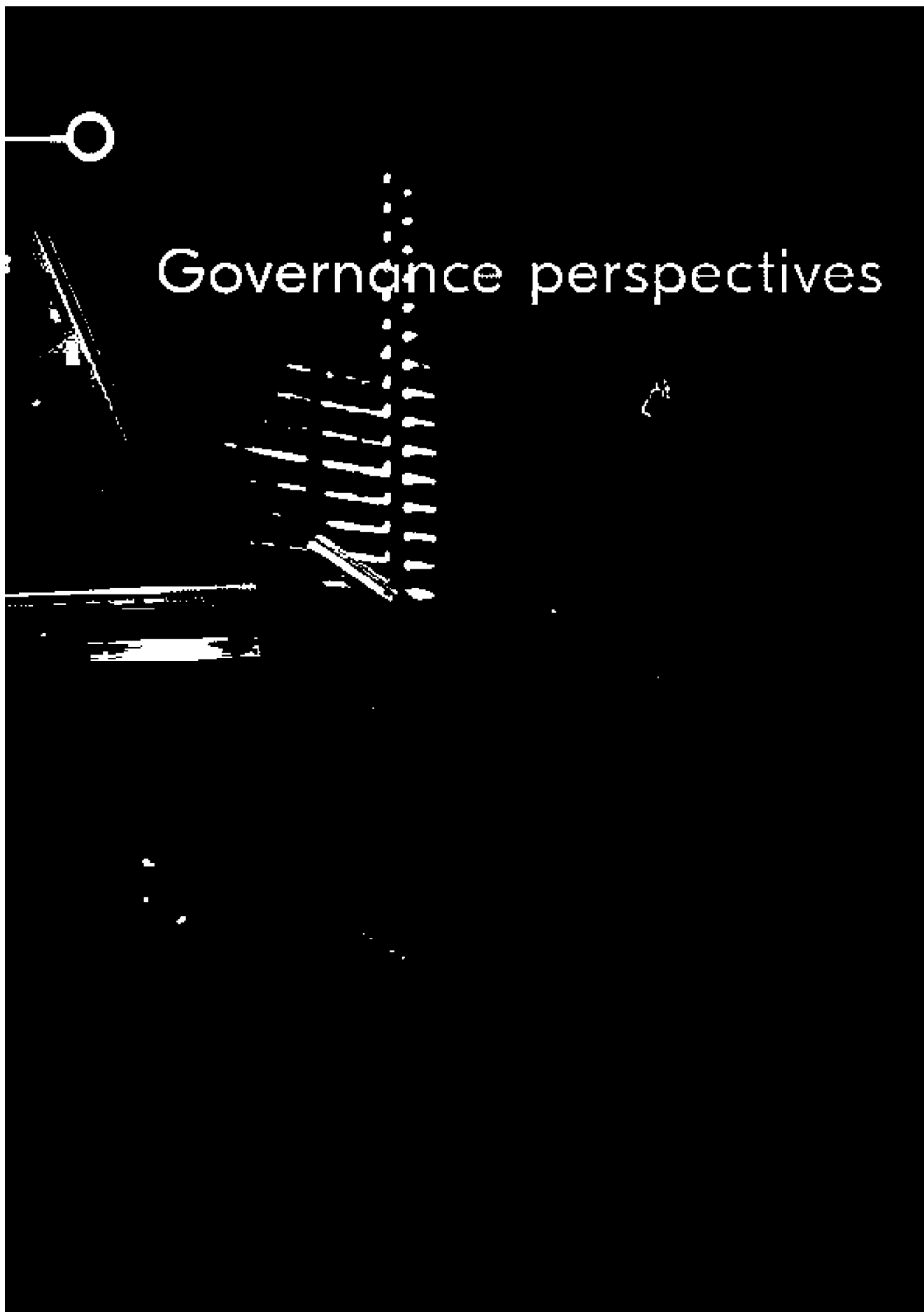


NORDIC SEMICONDUCTOR | ANNUAL REPORT 2021 | SOCIAL PERSPECTIVES

Indicator	Target 2022	2021	2020	2019
Human Rights and Labor Rights				
Number of incidents of Human Rights abuses	0	0	0	0
Number of incidents of labor principles violation	0	0	0	0
Percentage of smelters verified as RMI non-compliant	0%	0%	0%	0%
Human Capital and Diversity				
Number of employees		1197	897	767
Percentage female employees		14.0%	13.8%	14.4%
Employee turnover rate (%)	< 5.0%	5.6%	3.1%	6.8%
Number of students/interns from universities		57	46	80
Number of consultants		54	35.0	
Percentage of temporary workers		4.3%	6.8%	
Health and Safety				
Work related incidents	0	0	1	1
Lost Time Incident Rate (LTIR)	0.0	0.0	0.0	0.0
Fatality rate	0	0	0	0
Contractor fatality rate	0	0	0	0
Total sick leave (Norway)		2.28%	1.35%	2.41%
Short time sick leave (Norway)	< 2.5%	1.22%	1.03%	1.51%

Measurements related to social perspectives performance.







Governance perspectives

Commitment to the highest standards of business ethics and integrity is crucial for us to earn the continued confidence of our stakeholders. In this chapter we complement the Report from the Board of Directors and Standards of Corporate Governance chapters with further information on how Nordic Semiconductor is proactively working with material governance topics such as Anti-Corruption & Integrity, Data Privacy, Information Security, and Product Security.

Common for all material governance topics is our systematic and integrated approach where relevant respective risks and opportunities are identified and assessed through our corporate risk management process. Relevant mitigating actions and opportunities are defined in action plans and/or KPI's as part of our business plan process and followed up through performance management processes and management reviews.

Anti-Corruption & Integrity



At Nordic Semiconductor, we are committed to conduct business with high ethical standards, without any form of bribery or corruption involved in the execution of any of our business activities. This commitment and expectation apply to all employees and directors of Nordic Semiconductor Group entities, as well as anyone acting on behalf of such entities.

One of our main ESG-KPIs for 2021 was to review our Anti-Corruption policy and increase awareness around risks of bribery and corruption. A risk assessment of our global operations was executed, assessing inherent risk factors such as business model and industry risk, country risk, transactional risks, and third party risks. Based upon this we revised our policy and established an enhanced anti-corruption program taking into account relevant regulations, standards, as well as best practice guidance, such as the RBA Code of Conduct, US FCPA, UK Bribery Act and US DOJ's guidance for evaluating corporate compliance programs. Risk mitigating measures were re-assessed and clarified and this work will continue in 2022.

Our enhanced anti-corruption program is integrated into Nordic's overall business processes, and aims to prevent, detect, and address risks of bribery and corruption throughout our business activities where we operate.

As part of our regular awareness training efforts, in 2021 we executed company-wide "Compliance & Integrity" webinars where 1080 employees participated in total (90% coverage) to ensure awareness of corruption and bribery risks and main requirements around Gifts & Hospitality, Conflict of Interest, and Insider Trading. The webinar also included helpful tools for ethical decision-making and whom to contact for support or to report matters of concern.

When it comes to our supply chain, ESG topics such as Anti-Corruption, is considered throughout the whole supplier life cycle. From screening and risk assessments, to follow-up through audits and other monitoring activities, which are all an integral part of our supply chain management program. Nordic requires all subcontractors to follow the RBA Code of Conduct, which prohibits any and all forms of corruption, bribery, extortion, and embezzlement. To read more about our approach, see the *Supplier management in a fables structure* section in the Our ESG foundation part of this report.

In 2022, our work will continue to strengthen our anti-corruption program with a particular focus on social donations and due diligence of business partners, as well as evaluating options for the measurement of employee's perception of integrity.

We will also assess potential improvements related to our overall corporate governance & compliance framework.



Data privacy and personal data protection

Nordic Semiconductor ASA (including subsidiaries) are committed to individuals' privacy and the protection of registered personal data. The EU GDPR (EU General Data Protection Regulative), as well as an increasing amount of global data privacy laws, sets strict requirements for protection of personal data by Nordic Semiconductor.

Nordic Semiconductor has implemented internal policies and procedures to support its compliance with applicable privacy law, as well as published privacy policies for describing the personal data processed, the purpose of the processing, and the legal basis for doing so. Furthermore, personal data is protected by relevant measures as identified through our ISO 27001 certified Information Security Management System.

Data privacy is a part of regular information security awareness programs for employees, while employees responsible for processing activities of personal data are further trained in how to ensure legal, justified, accurate, and rightful processing of personal information. A dedicated Privacy Responsible, reporting to the Legal Director, is responsible for follow-up on required evaluations of activities and communication with internal and external stakeholders on matters of privacy. Annual reports from Privacy Responsible are presented in Management Review.

Any incidents of non-conformities related to privacy are handled according to company defined routines for registration, investigation, corrective, and preventive actions (including notifications to affected parties and authorities).

Information security

Information Security concerns protection of information's confidentiality, integrity, and availability. Nordic Semiconductor is committed to the protection of business information and information systems, such as proprietary design data, external stakeholders' intellectual properties entrusted to Nordic, and personal data.

Nordic Semiconductor is certified to the standard ISO 27001 Information Security Management System, and technical and organizational measures are implemented to protect information. Such measures can include (but are not limited to) information classification and labeling, access rights reviews, IT operations, backups and physical security. Vulnerability assessments are regularly conducted on company systems, and internal and external audits are carried out to identify improvement potentials at least annually.

Cybersecurity is an important aspect in relation to Information Security, and Nordic has measures in place to prevent, detect, and respond to data breaches or cyberattacks. The Security Operations Center and Cybersecurity Incident Response Team provide useful resources to prevent and effectively manage potential incidents. The company has also defined business continuity plans, with disaster recovery strategies to limit the potential risks from such incidents. Employees are regularly subjected to internal training and awareness programs on cybersecurity risks.

Nordic's IPR policy provides visibility and control over relevant in-house IP and patent filing, and it is embodied in project management workflows and milestones, with related checklists.

Product security

In the world of connected devices, security is essential. Nordic Semiconductor is at the forefront of supplying solutions, ICs, and software that enable our customers to build highly secure products. Throughout our development organization, there is focus on designing secure products, optimizing security features, and ensuring that we bring products and services to the world with unsurpassed quality, security, and reliability. Our Product Security Officer is responsible for leading the effort and they report directly to the CTO.

Our systematic security development process considers cutting edge best practices, regulatory requirements, and customers' input to define our products and services. Nordic's product security strategy is aligned with the Platform Security Architecture (PSA) initiative by Arm, which offers a framework for securing connected devices. Nordic's devices will be certified to comply with PSA requirements.

Nordic Semiconductors Product Security Incident Response Team (PSIRT) responds to reported security vulnerabilities in Nordic Semiconductors products (hardware and software), documentation, and services. The PSIRT ensures that security vulnerabilities are analyzed, documented, and communicated in a responsible manner. To help secure its latest hardware and software portfolio, Nordic Semiconductor sponsors a bug bounty program on a top hacker-powered security platform, HackerOne.



Whistleblower program

Nordic Semiconductor is committed to a culture of trust. We encourage an open dialogue where employees are comfortable to ask questions, seek guidance, and raise concerns.

Employees as well as external stakeholders are encouraged to report any misconduct related to the business of Nordic Semiconductor by use of the whistleblower channels made available internally through our intranet, as well as externally, through our website. Whistleblower reports shall be handled in accordance with our established whistleblower process.

Nordic Semiconductor does not tolerate any retaliation against those who report a concern in good faith.

Reports of misconduct are handled by Nordic Semiconductor's Whistleblowing Group, which as of 2022 will be led by our Group Compliance Officer. Any reported concerns shall be investigated for root-cause, corrective and preventive actions to be evaluated, including potentially involving relevant authorities, while preserving reporter confidentiality in accordance with relevant jurisdiction. To allow for anonymous reporting, a 3rd party service is set up as one available whistleblowing channel, and in case of such reporting only anonymized information will be addressed to the Whistleblowing Group. Such reports and related investigations will also be part of the key priorities regularly reported by the Group Compliance Officer to the Board Audit Committee of Nordic Semiconductor ASA as of 2022.

No report was made through available whistleblower channels in 2021.

Indicator	Target	2021	2020	2019
Confirmed incidents of corruption and actions taken	0	0	0	0
Numbers of reports made through whistle-blowing channels		0	1	0
Numbers of whistleblower reports investigated and resolved		0	1	0
Total number of board members		11	11	
Total number of female board members		3	3	
Total number of independent board members		7	7	
Total number of committee chairs		2	2	
Total number of committee chairs occupied by women		0	0	
Does your company follow a Data Privacy policy?	Yes	Yes	Yes	Yes
Substantiated complaints concerning breaches of customer privacy and losses of customer data	0	0	0	0
Number of substantiated ¹ complaints or incidents concerning data breaches	0	0	0	0
Number of Information Security audits by 3rd party	3	4	4	2
Number of internal audits addressing Information Security	5	5	6	6
Number of vulnerability scans on internal IT systems	4	4	2	0
Annual Information Security awareness training conducted	Yes	Yes	Yes	Yes

Measurements related to governance performance.

¹Substantiated definition (GRI): Identified severe data breach or a complaint lodged with the organization regarding data breaches that has been recognized as legitimate by the organization



Norway | TRONDHEIM
Otto Nielsens veg 12
7004 Trondheim, Norway
Phone: +47 72 89 89 00

Norway | OSLO
Kornelyst Alle 5
0290 Oslo, Norway
Phone: +47 22 81 81 50



NORDIC[®]
SEMICONDUCTOR



Skattedirektoratet

Saksbehandler Torstein Kinden Helleland	Deres dato 22.08.2013	Vår dato 16.09.2013
Telefon 22078139	Deres referanse Robert Giori	Vår referanse 2013/624564

NORDIC SEMICONDUCTOR ASA
Postboks 2336
7004 TRONDHEIM

Permission to prepare the annual accounts and directors' report in English language for Nordic Semiconductor ASA, org. nr. 966 011 726

Dear Mr Robert Giori

With reference to your letter of 22 August 2013, you apply for permission to keep annual accounts and directors' report in English language. The application in question concerns Nordic Semiconductor ASA.

Conclusion

Based on a total evaluation, the view of The Directorate of Taxes is that Nordic Semiconductor ASA may make the directors' report and annual accounts in English language according to the Norwegian Accounting Act § 3-4 third paragraph.

The exemption requires that the information that the decision is based on, does not change significantly.

Background

Nordic Semiconductor ASA is listed on Oslo Stock Exchange. The company has already received authorization to publish information in English only pursuant to Section 5-13 of the Securities Trading Act. 80% of the shares were held by the Top 50 shareholders. The shareholders primarily consist of large institutions, major private investors with an international profile, or employees. Nordic Semiconductor ASA designs and sells integrated circuits ("microchips") and related intellectual property for use in short-range wireless applications. The customers are global vendors of electronics equipment. These customers include Logitech, Microsoft, Nike, Adidas, and many other global brands. Nearly all of the company's sales (over 99 %) are from customers outside of Norway, with approximately 80 % coming from Asian electronics manufacturers. The company has offices in the US, Hong Kong, Korea, Japan, Taiwan and the Philippines. The working language is English. The company operate within an international industry, where English is clearly the dominant language. The annual report and financial statements of the companies are required to be prepared each year in the Norwegian language only in order to satisfy the requirements of the Norwegian Accounting Act.

Postadresse
Postboks 9200 Grønland
0134 Oslo
skatteetaten.no/sendepost

Besøksadresse:
Se www.skatteetaten.no
Org.nr: 996250318

Sentralbord
800 80 000
Telefaks
22 17 03 60

**Permission to make the annual accounts and the directors' report in Norway in English language**

According to the Norwegian Accounting Act § 3-4, third paragraph shall *"the directors' report and annual accounts ... be in Norwegian. The Ministry can in an individual decision decide that the directors' report and/or annual accounts may be in another language"*.

Ot. prp. nr. 42 (1997-1998) About Act about annual accounts etc., says the following about the purpose of the Accounting Act, refer section 1.1:

"The aim of the Government with respect to the Accounting Act is that it shall contribute towards providing informative accounts for different users of accounts. The users of accounts include investors and creditors which provide capital for the companies. Other groups include those who have an interest in knowing how the companies are operated, for example employees and the local community. The information to the capital market is an important basis for the correct pricing of financial instruments. The correct pricing of stocks is an important factor in securing the best possible allocation of resources in the economy. High quality accounts will also make it more difficult for market participants to obtain speculative gains as a result of non-publicly available information."

Hence, one of the main aims of the Accounting Act is to contribute to "informative accounts for different users of accounts". The users of the accounts will include investors, creditors, employees and the local community.

Hence, it is the view of the Ministry that it is crucial that the question of dispensation from the general rule that the annual accounts and/or directors' report should be done in Norwegian, not in any significant way deviate from the consideration of users of the accounts.

As mentioned above it is particularly the consideration of the users of the account information which has to be taken into consideration when considering the application for permission. In this assessment, the Directorate of Taxes has emphasized that nearly all of the company's sales (over 99 %) are from customers outside of Norway. The company operates in a highly international branch, where English is the common languages used. Furthermore, the working language is English

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Rune Tystad
Senior Adviser
Legal Department
Skattedirektoratet

Torstein Kinden Helleland