

Signers:

Name	Method	Date
Johanne Christiane Frazer Riegels Østergård	NEMID	2021-03-09 10:23 GMT+1
Karsten Sivebæk Knudsen	NEMID	2021-03-09 10:26 GMT+1
Helle Østegaard Kristiansen	NEMID	2021-03-09 10:36 GMT+1
Klaus Nyborg	NEMID	2021-03-09 11:50 GMT+1
Stephen Kunzer	One-Time-Password	2021-03-09 11:50 GMT+1
Thomas Intrator	One-Time-Password	2021-03-09 12:01 GMT+1
Jesper Svenstrup	NEMID	2021-03-09 19:43 GMT+1



This document package contains:

- Front page (this page)
- The original document(s)
- The electronic signatures. These are not visible in the document, but are electronically integrated.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
F0B013CA772B4A08B24E116529929E1C

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DAMPSKIBSSELSKABET NORDEN A/S (NORDEN)

0. Preamble

The present Charter shall be reviewed, updated and approved, when considered necessary by the Board of Directors (BOD) or required by law.

The Audit Committee will, in addition to considering issues relating to NORDEN, also consider issues affecting the other companies in the NORDEN Group (including both wholly and majority owned subsidiaries, associates and joint ventures).

Reference to NORDEN in these terms of reference should, where appropriate, be read to include NORDEN Group.

1. Statement of purpose

The Audit Committee (AC) is a standing committee of the BoD. The purpose of the AC is to assist the BoD in fulfilling its oversight responsibility relating to as a minimum:

1. to monitor the integrity of the financial and corporate social responsibility reporting process, and submit recommendations to the BoD;
2. to monitor the efficiency of NORDENs internal control system, including NORDENs overall risk management systems regarding the financial reporting process, and if relevant, its internal audit function;
3. to monitor the statutory audit of the Annual Report; taking into account any findings or conclusions from quality inspections performed by the competent authority;
4. to monitor and check the auditor's independence, including especially approval of the delivery of non-audit services to NORDEN;
5. to evaluate complaints received (e.g. through NORDENs whistle-blower set-up) regarding accounting and other relevant matters and to review and assess if the setup allows for proportionate and independent investigation of matters reported and appropriate follow up on actions.



2. Organization

The AC shall consist of members of the BoD. The majority of the AC members need to be independent of NORDEN. Furthermore, at least one must have qualifications within accounting and auditing as required by the Danish Auditors Act and the AC as a whole shall have competence relevant to the shipping industry. The Committee shall in the minutes of the first meeting each year evaluate and record the fulfilments of the requirements for the independent and qualified member/members of the AC.

Members of the AC are appointed for a one-year term among the members of the BoD.

The Chair of the AC will be appointed by the BoD.

3. Responsibilities

The primary function of the AC is to assist the BoD by reviewing information within the areas of supervision, cf. clause 1, and based hereon present recommendations to the BoD. All decisions will be made by the BoD.

The Audit Committee is responsible for overseeing the Company's financial risks, risks associated with financial reporting and other relevant risks. The Company has also established a separate Risk Committee.

The Audit Committee must ensure communication and reporting from the Risk Committee to the Audit Committee regarding all relevant matters affecting financial risks, risks associated with financial reporting and other risks relevant for the Audit Committee.

The AC shall have the following responsibilities:

1. Supervision of the external auditors, involving

- a. responsibility for the selection procedure of an external auditor and for submission of a recommendation to the BoD of candidates for appointment as external auditors;
- b. evaluation of the external auditors' qualifications, independence, hereunder firm and partner rotation, and performance;
- c. ensure and monitor a process for hiring of current and former employees of the external auditors, if relevant;
- d. reviewing and assess the terms of the external audit engagement including fees for audit services;
- e. reviewing the audit plan of the external auditors, including the expected materiality level, identification of risks, scoping, team and timing;
- f. evaluation of the overall quality and effectiveness of the external auditors, hereunder also taking into



- account the outcome of the latest quality control of the external auditors;
- g. determination of that no management restrictions are being placed upon the auditors;
- h. review and monitor the independence of the external auditors, including discussion threats to independence and applicable safeguards with the external auditors;
- i. develop and pre-approve an appropriate policy regarding the provision of services provided by the external auditors, hereunder once a year receive from executive management a report on services provided by the external auditors in the preceding year;
- j. overseeing the external auditor's compliance with additional reporting requirements in the Audit Report and the report to the AC.

2. Supervision of the Financial and Corporate Social Responsibility Reporting, involving:

- a. reviewing and assess the financial and corporate social responsibility reporting, the appropriateness of the accounting policies, critical choices and judgements in the accounting policies and significant accounting estimates hereunder significant and unusual transactions, valuations and reporting, etc. with the CFO, and, if appropriate, recommend acceptance to the BoD;
- b. reviewing transactions with related parties;
- c. monitoring the financial and corporate social responsibility performance of NORDEN;
- d. monitoring and evaluating all uncertainties and risks related to financial reporting, including in relation to the outlook for the current year;
- e. reviewing all written financial reports to be made to the public prior to their release;
- f. reviewing, assessing and approving all significant accounting policy changes;

3. At least annually oversee the monitoring of systems of internal controls, including:

- a. evaluation of the adequacy and effectiveness of the administrative, operating and accounting policies of NORDEN through active communication with executive management and auditors;
- b. monitoring compliance with NORDENs control environment (internal systems, procedures and controls);
- c. evaluation of the adequacy of the accounting and internal control systems of NORDEN by reviewing written reports from the auditors, and monitoring management's responses and actions to correct any noted deficiencies;
- d. determination of the need and, if relevant, adequacy of internal audit of NORDEN including (but not limited to) administrative, operating and accounting controls;
- e. evaluating the exposure of NORDEN to, and overseeing controls to minimise, fraud;
- f. overseeing the ethical policies and practices of NORDEN;
- g. understanding the risks of the business; understanding organisation practices for management and mandatory regulatory compliance;
- h. review legal compliance and regulatory matters that could have a significant impact on NORDEN's financial statements;
- i. evaluate the Statements in the statutory Annual Report required by the Danish Financial Statements Act, e.g. internal controls and risk management related to financial reporting process.



4. Management of risks related to financial reporting

- a. discuss risks covered by the Risk Committee, or member(s) hereof, to assess and ensure the effect of the financial reporting;
- b. at least once a year review, evaluate and monitor the risk management of NORDEN hereunder how significant risks are identified and managed;
- c. to receive and consider proposals relating to the risk management policy at NORDEN;
- d. having considered and finalised this proposal, to make such recommendations to the BoD as the AC considers appropriate; and
- e. after approval of the risk management policy by the BoD, to monitor its implementation in consultation with the CEO and CFO.

5. Corporate Governance

- a. The AC will oversee the corporate governance principles and practices, which apply to NORDEN and make recommendations to the BoD on these. This will include reviewing existing methods of communication between Members, the BoD, its Committees and Management and making recommendations to the BoD to facilitate the improvement of such communication. This include disclosures in the Annual Report, web-site etc.
- b. The AC will monitor the standard for corporate conduct in areas such as arm's length dealings and likely conflicts of interest.

6. Whistleblowing procedures

- a. Requiring reports from management on any significant proposed regulatory, accounting or reporting issues, to assess the potential impact upon the financial reporting process of NORDEN
- b. Continuously review and update procedures for the receipt, retention and treatment of complaints received regarding accounting, internal controls, auditing, financial reporting matters, business ethics and other matters concerning NORDEN, which may be in violation of applicable laws and regulations or the internal policies (whistleblowing procedures).
- c. Secure a confidential and anonymous procedure.
- d. Inspect and investigate any received complaint and ensure that appropriate action is taken and ensure that confidentiality and anonymity for submissions is preserved throughout the entire process.

4. Meetings

Meetings will be held quarterly and otherwise on an "as needs" basis as determined by the Chair. Meetings will be held either physically or through telephone meeting, video conference or by similar means of communication. The Chair is required to call a meeting of the AC if requested to do so by member of the AC,



by the CEO, CFO or by the external auditors.

The CFO and the Head of Group Finance will normally attend the meetings, unless the auditors request to speak with the AC in absence of management. The Head of Group Finance will act as a secretary for the AC.

The AC agrees annually a schedule of meetings and expected topics.

5. Agenda, Minutes and Reports

An agenda including list of participants, together with supporting materials relating to the subject matter of each meeting, shall be sent to members of the AC prior to each meeting.

Minutes for all meetings of the AC shall be prepared to document the AC's discharge of its responsibilities.

The minutes shall be circulated in draft form to all AC members and the external auditors to ensure an accurate final record, shall be approved at a subsequent meeting of the AC and shall be distributed periodically to the full BoD and the external auditors.

The AC shall regularly inform the BoD of discussions and present recommendations to the BoD and report regularly to the BoD regarding the execution of the Audit Committees duties, responsibilities, and activities, and any issues encountered, and related recommendations. Furthermore, the AC are required to inform the BoD of the outcome of the statutory audit and explain its contribution to the integrity of the financial statements.

Board of Directors Dampskibsselskabet NORDEN A/S Hellerup, 3 March 2021

Klaus Nyborg

Johanne Riegels Østergård



Karsten Knudsen

Stephen Kunzer

Tom Intrator

Helle Østergaard Kristiansen

Jesper Svenstrup



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

Document ID:
F0B013CA772B4A08B24E116529929E1C