



## CORPORATE GOVERNANCE POLICY

### BW LPG LIMITED

Adopted by the Board of Directors on 21 August 2025

***Important notice:***

*This corporate governance policy has been adopted to ensure that certain Norwegian laws, regulations and recommendations that apply to non-Norwegian companies with shares listed on the Oslo Stock Exchange and United States laws, regulations and recommendations that apply to non-United States companies with shares listed on the New York Stock Exchange are being complied with by BW LPG Limited (“**BW LPG**” or the “**Company**”), its subsidiaries (together with the Company, the “**Group**”) and their respective board members and employees.*

*The policies and guidelines included herein are subject to the annual review by the board of directors of BW LPG (the “**Board of Directors**”) and may be amended at any time by resolution of the Board of Directors.*

*The policies and guidelines are solely for internal use of by the Group, and no party other than BW LPG may invoke a breach of the policies and guidelines. Any such breach may however also represent a breach of applicable laws or regulations and may therefore lead to sanctions from public authorities.*

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## **1 INTRODUCTION**

BW LPG Limited (“**BW LPG**” or the “**Company**”) was registered in Singapore as a public company limited by shares on 1 July 2024 following its redomiciliation from Bermuda to Singapore (the “**Redomiciliation**”), and is subject to Singapore law, including the Companies Act 1967 of Singapore (“**Singapore Companies Act**”) and the constitution of the Company (“**Constitution**”). The Company is listed with its primary listing on Oslo Børs and wishes to comply with the Norwegian legal framework applicable to non-Norwegian companies listed on the Oslo Stock Exchange including the Norwegian Securities Trading Act and the continuing obligations for companies listed on the Oslo Stock Exchange. The Company endorses the Norwegian Code of Practice for Corporate Governance (*Nw.: Norsk anbefaling for eierstyring og selskapsledelse*), issued by the Norwegian Corporate Governance Board, and revised on 14 October 2021 (the “**Code**”).

The Company is also listed on the New York Stock Exchange (“**NYSE**”) in the United States and is subject to the listing requirements of the NYSE and applicable reporting requirements of the United States Securities and Exchange Commission (“**SEC**”). The Company is a foreign private issuer subject to reporting requirements of the SEC.

As a foreign private issuer, the Company will be exempted from most of the NYSE corporate governance standards that domestic United States companies must comply with. However, the Company is required to disclose any significant deviations from corporate governance practices applicable to domestic United States companies under the NYSE rules. This will be disclosed in the Company’s annual report on Form 20-F to be filed with the SEC and published on the Company’s website.

The board of directors of the Company (the “**Board of Directors**”) has adopted this corporate governance policy (the “**Corporate Governance Policy**”) to reflect the Company’s commitment to good corporate governance. This document is for internal use only.

## **2 MAIN OBJECTIVES OF CORPORATE GOVERNANCE IN BW LPG**

This Corporate Governance Policy is based on the Code and is designed to establish sustainable governance principles and practices that support the Company’s objectives, and that provide a foundation for trust in the governance and decision making processes of the Company.

## **3 CORPORATE GOVERNANCE POLICY FOR BW LPG**

### **3.1 Implementation and reporting on corporate governance**

The development, implementation and maintenance of good and well-functioning governance policies and practices are important processes and focus areas for the Board of Directors.

The Board of Directors is of the view that the interests of the Company and its shareholders are best served by the adoption by the Company of business policies and practices which are legal, compliant, ethical, and open in relation to all dealings with customers, potential customers and other third parties. These policies are to be fair and in accordance with best market practice and reasonable expectations of shareholders, employees, customers, suppliers and other contracting parties, and the public in general.

The Board of Directors shall provide an overall review of the Company's corporate governance in the Company's annual report. The review shall include a statement with respect to each individual section of the Code. If the Company does not fully comply with the Code, this shall be explained in the Company's annual report. A description of the most important corporate governance principles of the Company shall also be made available for external interest groups on the Company's website.

The Board of Directors shall define the Company's value base and formulate ethical guidelines and guidelines for corporate social responsibility in accordance with these values. These policies also take into account the Code and the Company shall develop its internal policies and practices, where appropriate, to meet the requirements and recommendations of the Code.

The corporate governance of the Company is subject to review by the Board of Directors at least annually, and the Company's governance documents should be reviewed annually to ensure continued relevance and accuracy.

### **3.2 Business**

Under the Singapore Companies Act, companies are not required to include an 'objects clause' specifying the company's principal activities and the purposes for which the company was formed in its constitution. As the Company has not included such provisions in its Constitution, under the Singapore Companies Act, the Company has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction and, for the foregoing purposes, full rights, powers and privileges. Accordingly, this represents a deviation from Section 2 of the Code

However, the Company and its subsidiaries' (collectively the "**Group**") objectives and strategy are further described in the following:

The Company intends to be recognized as a leader in, and the preferred provider of, maritime transportation of gas and related services and solutions. The Company's strategic initiatives focus on seizing growth opportunities driven by the structural and sustainable market changes underway, by leveraging its deep knowledge, extensive experience and long-running relationships in the maritime gas transportation space.

The Board of Directors is responsible for the Company's strategic planning, and defines clear objectives, strategies and risk profile for the business that form the basis for the Company to prepare and carry out investments and structural measures to create value for the shareholders in a sustainable way, taking into account economic, social and environmental conditions to ensure value creation for a sustainable business. The Board of Directors evaluates the Company's objectives, strategies, business activities and risk profile at least once each year. In doing so, the Board of Directors shall ensure that long-term sustainability, profitability and considerations related to the Company's various stakeholders are integrated in the Company's decision-making processes and value-creation.

The Company's objectives and main strategies shall be described in the Company's annual report.

The Company shall also implement corporate values, ethical guidelines and guidelines for corporate social responsibility, and should be described in the Company's Code of Ethics, Business Conduct and internal policies.

### **3.3 Equity and dividends**

The Board of Directors shall regularly evaluate the Company's capital requirements to ensure that the Company has a capital structure, including equity and liquidity, appropriate to its objectives, goals, strategy and risk profile.

The Company's long-term objectives include making distributions of net income in the form of dividends. The payment of any dividends will depend on a number of factors, including the market outlook, cash flow generation, capital expenditure plans and funding requirements whilst maintaining adequate financial flexibility, as well as restrictions on the payment of dividends under Singapore law and as the result of financial covenants, along with other factors the Board of Directors may consider relevant.

Under the Constitution, no dividend (final or interim) shall be paid to shareholders except out of profits of the Company. The Company may by ordinary resolution in general meeting declare final dividends, but no such dividend shall exceed the amount recommended by the Board of Directors. The Board of Directors may from time to time pay to the shareholders such interim dividends as appear to the Board of Directors to be justified by the profits of the Company. Dividend payouts which are approved at the meetings of the Board of Directors or general meetings of the Company are made in accordance with the dividend policy. The Board of Directors shall establish a clear dividend policy. The dividend policy will be disclosed.

In addition to cash dividends, the Company may buy back shares as part of its total distribution of capital to shareholders.

The Singapore Companies Act provides that notwithstanding anything in the Constitution, the Board of Directors shall not exercise any power to issue shares or purchase the Company's own shares without prior approval of the shareholders in general meeting. Generally, once shareholders' approval has been obtained, unless subsequently revoked or varied by the Company in a general meeting, it continues in force until the conclusion of the next annual general meeting commencing next after the date on which the approval was given, or the expiration of the period within which the next annual general meeting after that date is required by law to be held, whichever is the earlier.

The Company does not deviate from Section 3 of the Code.

### **3.4 Equal treatment of shareholders and transactions with close associates**

#### **3.4.1 General information**

The Company has only one class of shares. Each share in the Company is entitled to one vote when voting on a poll at general meetings, and all shares carry equal rights, including the right to participate in general meetings. All shareholders shall be treated on an equal basis, unless there is just cause for treating them differently.

#### **3.4.2 Share issues without pre-emption rights for existing shareholders and transaction in own shares**

The Board of Directors will monitor the process of increasing the issued share capital of the Company and purchase or sale of its own shares to ensure that the shareholders shall be treated on an equal basis,

unless there is just cause for treating them differently.

Pursuant to Singapore laws and based on the rights of shareholders outlined in the Constitution, the shareholders of the Company do not have pre-emption rights in share issues unless otherwise resolved by the Company. Any decision to issue shares without pre-emption rights for existing shareholders shall be justified in the common interest of the Company and the shareholders. Where the Board of Directors resolves to carry out a share issue without pre-emption rights for existing shareholders, then the justification shall be publicly disclosed in a stock exchange announcement issued in connection with the share issue.

Any transactions the Company carries out in its own shares shall be carried out either through the Oslo Stock Exchange and/or New York Stock Exchange, or with reference to prevailing stock exchange prices if carried out in another way. If there is limited liquidity in the Company's shares, the Company shall consider other ways to ensure equal treatment of all shareholders.

The Company does not deviate from Section 4 of the Code.

#### 3.4.3 Approval of agreements with shareholders and other close associates

In case of material transactions between the Company and its shareholders, a shareholder's parent company, members of the Board of Directors, executive management or close associates of any such parties, the Board of Directors will obtain a valuation from an independent third party. Independent valuations will also be arranged in respect of transactions between companies in the same group where any of the companies involved have minority shareholders.

Members of the Board of Directors and executive management are required to notify the Board of Directors if they directly or indirectly have a significant interest in an agreement to be entered into by the Company. In addition, a member of the Board of Directors who is directly or indirectly interested in a transaction or proposed transaction with the Company shall declare the nature of such interest as required by the Singapore Companies Act.

### 3.5 Freely negotiable shares

In general, the shares of the Company are freely transferable, provided the shares are registered in a depository (Depository Trust Company (the "DTC") and the Norwegian Central Securities Depository (the "VPS"), as applicable) (each of the DTC and the VPS a "Depository") and listed on the New York Stock Exchange or the Oslo Stock Exchange.

However, the Board of Directors may decline to register the transfer of any share, and may direct the registrar and/or transfer agent of the Company to decline (and the registrar and/or transfer agent shall decline if so requested) to register the transfer of any share, where such transfer is not in accordance with Regulation 13.2 of the Constitution or where such transfer would, in the opinion of the Board of Directors, likely result in 50% or more of the aggregate issued and outstanding shares or votes being held or owned directly or indirectly by individuals or legal persons resident for tax purposes in Norway or, alternatively, such shares being effectively connected a Norwegian business activity, or the Company otherwise being deemed a "Controlled Foreign Company" pursuant to Norwegian tax legislation. The purpose of this provision is to avoid the Company being deemed a Controlled Foreign Company pursuant to Norwegian tax rules. This represents a deviation from section 5 of the Code, but the Company does not expect that the provision will be used as it is anticipated that the Norwegian

shareholding in the Company will be well below 50%.

### **3.6 General meetings**

#### **3.6.1 Exercising rights**

The annual general meeting of the Company will normally take place once a year.

BW LPG encourages all of its shareholders to participate in and to vote at the Company's general meetings, as these are the forums where shareholders have the opportunity to exercise any voting rights such shareholders may have. In order to facilitate shareholder participation:

- the notice and the supporting documents and information on the resolutions to be considered at the general meeting shall be available on the Company's website within the prescribed period stated in the Constitution (where applicable);
- the resolutions and supporting documentation, if any, shall be sufficiently detailed, comprehensive and specific to allow shareholders to understand and form a view on matters that are to be considered at the general meeting;
- the registration deadline, if any, for shareholders to participate at the general meeting shall be set as closely to the date of the general meeting as practically possible and permissible under the provision in the Constitution (where applicable);
- the Board of Directors and the person who chairs the general meeting shall ensure that the shareholders shall have the opportunity to vote on each individual matter, including on each candidate nominated for election to the Board of Directors and committees (if applicable); and
- the members of the Board of Directors and chairman of the nomination committee are recommended to be present at the general meeting. The external auditor should participate in the general meeting if the matters at hand requires such participation.

Pursuant to the Constitution, the Chairman or the president of the Company, if there be one, shall act as chairman of the meeting at all general meetings at which such person is present. Notwithstanding the above, the Chairman or president, as applicable, may appoint a person to act as chairman of the meeting. In the absence of the Chairman, the president and a person appointed to act as chairman of the meeting by the Chairman or president of the Company, the chairman of the general meeting shall be appointed or elected by those present at the meeting and entitled to vote. In this respect, the Company does not deviate from Section 6 of the Code. There will be routines to ensure that an independent person is available to chair the general meeting or a particular agenda with regard to any matters related to the Chairman.

The Company endeavours to publish the minutes of the annual general meeting on the Company's website no later than 15 days after the date of the meeting, and a printed version can be made available upon request.

#### **3.6.2 Participation without being present**

Shareholders who are not able to be present at the general meeting will be given the opportunity to vote by proxy or to participate by using electronic means. The Company shall in this respect:

- provide information on the procedure for attending by proxy;

- nominate a person who will be available to vote on behalf of shareholders as their proxy; and
- prepare a proxy form, which shall, insofar as this is possible, be formulated in such a manner that the shareholder can vote on each item that is to be addressed and vote for each of the candidates that are nominated for election.

### **3.7 Nomination committee**

The Company shall have a nomination committee comprising such number of persons as determined by the general meeting of the Company from time to time. The members of the nomination committee, including the chairman, shall be appointed by a resolution of the general meeting. The general meeting shall determine the remuneration of the nomination committee and shall stipulate guidelines for the duties of the nomination committee.

The nomination committee shall be laid down in the Constitution (as applicable) with guidelines approved at the annual general meeting, if any. The nomination committee guidelines should be made available on the Company's website.

The members of the nomination committee shall be appointed to take into account the interests of shareholders in general. The majority of the nomination committee shall be independent of the Board of Directors and the executive management. The nomination committee shall not include the Company's chief executive officer or any other executive management.

The nomination committee's primary duty is to propose candidates for election as members of the Board of Directors. The nomination committee shall also be responsible for proposing the remuneration to be paid to the members of the Board of Directors. The nomination committee shall also propose candidates for election to the nomination committee and propose the remuneration to be paid to members of the nomination committee. The nomination committee's proposals in this respect shall include an explanation of how the committee has arrived at its proposals, and shall be available for contact with shareholders and maintain contact with the Board of Directors and the Company's executive management. The nomination committee shall also justify its recommendations for each candidate separately and strive to consult with relevant shareholders concerning proposals for appointment of candidates.

Any member of the Board of Directors who is also a member of the nomination committee may offer himself for re-election to the Board of Directors. This represents a deviation from the recommendations in section 7 of the Code and has been implemented to allow for continuity in the Board of Directors and the nomination committee.

The Company shall provide up-to-date information on the nomination committee and any deadlines for submitting proposals to the committee by shareholders on the Company's website.

### **3.8 Board of Directors; Composition and independence**

Pursuant to the Code, the composition of the Board of Directors shall ensure that it can attend to the common interests of all shareholders and meets the Company's need for expertise, capacity, diversity and independence. A majority of the members of the Board of Directors should be independent of the

Company's executive management and material business connections of the Company, and members of the Company's executive management should not be board members. In addition, at least two of the members of the Board of Directors should be independent of the Company's major shareholder(s). A major shareholder means a shareholder that owns 10% or more of the Company's shares or votes.

The members of the Board of Directors serve for such term as the shareholders may determine in general meeting or, in the absence of such determination, until the next annual general meeting or until their successors are elected or appointed or their office is otherwise vacated. Members of the Board of Directors would be re-evaluated before being considered for re-election annually. The value of continuity will be balanced against the need for renewal and independence. Where a member of the Board of Directors has served for a prolonged continuous period, consideration will be given as to whether the individual member of Board of Directors in question is still considered independent of the Company's executive management

The Chairman of the Board of Directors shall be elected by the general meeting so long as the applicable laws do not require that the Chairman must be appointed by the Board of Directors.

The annual report of the Company and the Company's website shall provide information on the Board of Directors including to illustrate the expertise of the members of the Board of Directors, and information on their record of attendance at Board meetings. In addition, the annual report shall identify which members are considered to be independent.

Members of the Board of Directors are welcome to own shares in the Company.

The Company does not deviate from Section 8 of the Code.

### **3.9 The work of the Board of Directors**

#### **3.9.1 General**

The Board of Directors is ultimately responsible for the management of the Company and for supervising its day-to-day management. The duties and tasks of the Board of Directors are detailed in the Company's Singapore Constitution (as applicable).

The Board of Directors may issue instructions for its own work as well as for the executive management with particular emphasis on clear internal allocation of responsibilities and duties. The instructions may take into account the view that all decisions of unusual character or major importance rests with the Board of Directors, and the authority given to the Chief Executive Officer and other executive management is not considered to be of unusual character or major importance by the Company.

The Company and Board of Directors shall also put in place guidelines on the handling of agreements with related parties which require the members of the Board of Directors and officers of the Company and executive management to notify the Board of Directors if they directly or indirectly have a material interest in any transaction carried out by the Company. Members of the Board of Directors and executive management cannot consider items in which they have a special and prominent interest so that such items can be considered in an unbiased and satisfactory way. In cases of transactions between the Company and a shareholder, a shareholder's parent company, director, officer or executive management of the Company or persons closely related to any such parties, or with another company in the same group, which are not immaterial for either the Company or the close associate involved, the Board of Directors may obtain a valuation from an independent third party, unless the Board of Directors is confident based on other relevant information such as benchmarking studies that

it is unnecessary to obtain such valuation to ensure that values are not being transferred from the Company to related parties. Agreements with related parties are to be given account for in the Company's consolidated financial statements.

In order to conduct its work, the Board of Directors, as well as each of the Board committees, will be guided by their respective guidelines which will be reviewed annually for effectiveness. Annually, the Board of Directors fixes in advance a number of regular scheduled Board meetings for the following calendar year, although additional meetings may be called for by the Chairman of the Board of Directors. The members of the Board of Directors shall normally meet in person but if so allowed by the Chairman of the Board of Directors, members of the Board of Directors may participate in any Board meeting by means of electronic communications. When assessing significant matters in which the Chairman of the Board of Directors has been actively involved outside of the role as Chairman of the Board of Directors, another Director should chair the discussions regarding such matters. Minutes regarding the board meetings shall be kept by the Company in Singapore.

The Board of Directors shall provide details in the annual report of any Board committees appointed.

#### 3.9.2 Audit committee

The Board of Directors shall have an audit committee as a preparatory and advisory committee for the Board of Directors. The duties and composition of the audit committee shall be as set out in the audit committee charter prepared by the audit committee members and approved by the Board of Directors.

#### 3.9.3 Remuneration committee

The Board of Directors shall have a remuneration committee as a preparatory and advisory committee for the Board of Directors in order to ensure thorough and independent preparation of matters relating to remuneration of executive management. The duties and composition of the remuneration committee shall be as set out in the remuneration committee charter prepared by the remuneration committee members and approved by the Board of Directors.

#### 3.9.4 Annual evaluations

The Board of Directors shall annually carry out an evaluation exercise of its performance and expertise including of its members in the areas of Board composition and roles both individually and as a group as well as Board process, Board content and oversight. The various Board committees shall also be reviewed for their effectiveness in executing their responsibilities.

This evaluation aims to appraise the Board of Directors' performance over the year and serve as a foundation for improving its functions. The nomination committee takes into consideration the results of the annual self-evaluation when reviewing the composition of the Board of Directors.

Details on the various committees and their respective guidelines approved by the Board of Directors are to be made available on the Company's website.

### **3.10 Risk management and internal control**

The Board of Directors shall ensure that the Company has sound internal controls in place and systems for risk management that are appropriate in relation to the extent and nature of the Company's activities and conduct of business, to support the quality of its financial and non-financial reporting and to ensure compliance with laws and regulations. Such procedures and systems shall contribute to

securing shareholders' investment and the Company's assets and creating value for stakeholders.

Management and internal control will be based on Company-wide policies and internal guidelines, in addition to implementation and the follow-up of a risk assessment process. The Company's risk management system is central to the Company's internal control and shall ensure that the Company's vision, policies, goals and procedures, as well as guidelines for integrating considerations related to stakeholders into its creation of value, are known and adhered to.

The Company has frequent and relevant management reporting of both operational and financial matters in place both to ensure adequate information for decision-making and to respond quickly to changing conditions. The Company has established clear and safe communication channels between the employees and management to ensure effective reporting of any illegal or unethical activities in the Company, as such activities may be detrimental to the Company's reputation and financial well-being, as well as to the Company's various stakeholders.

The Board of Directors shall carry out an annual review of the Company's most important areas of exposure to risk and its internal control arrangements.

An annual supervisory plan for internal audit is to be approved by the audit committee. This audit plan should include an audit for internal control in processes for functions at both group and subsidiary level. The internal auditor is independent from the executive management and reports directly to the audit committee. The audit committee follows up on internal controls and risk management in connection with quarterly reviews of the Group's financial reporting.

The Company is committed to have effective internal controls over financial reporting in accordance with the requirements under Section 404 of the Sarbanes-Oxley Act which the Company is subject to under regulations in the United States.

These measures (and others) ensure that considerations related to the Company's various stakeholders are integrated in the Company's decision-making processes and value-creation.

The Company does not deviate from Section 10 of the Code.

### **3.11 Remuneration of the Board of Directors**

The shareholders of the Company decides the remuneration of the Board of Directors during the annual general meeting. The remuneration of the Board of Directors and its individual members shall reflect its competence, expertise, level of activity, responsibility, use of resources and the complexity of the business activities.

The remuneration of the directors will not be linked to the Company's performance and the directors will not receive profit-related remuneration, share options or retirement benefits from the Company.

Members of the Board of Directors and/or companies with whom the members are associated shall avoid undertaking special tasks for the Company in addition to the role as a member of the Board of Directors. If they do undertake such tasks, the entire Board of Directors shall be informed, and the fees shall be approved by the Board of Directors.

Remuneration of the members of the Board of Directors will be stated in the Company's annual report. This includes a specification of any other remuneration and benefits paid to members of the Board of Directors in addition to their board remuneration.

The Company does not deviate from Section 11 of the Code.

### **3.12 Remuneration of executive management**

The Board of Directors shall establish guidelines for the remuneration of the executive management. These guidelines (and any changes to such guidelines) will be made communicated to the shareholders at the annual general meeting of the Company and will updated on the Company's website. These guidelines should be clear and understandable, and contribute to the Company's business strategy, long-term interests and financial sustainability.

Compensation and other remuneration of the executive management of the Company will be reviewed annually and approved by the Board of Directors based on recommendations of the remuneration committee, which considers the performance of executive management and also gathers information from comparable companies before making its recommendation to the Board of Directors. Such a recommendation aims to ensure convergence of the financial interests of the executive management and the shareholders.

Performance-related remuneration of the executive management in the form of share options, bonus programmes or the like shall be linked to value creation for shareholders, the Company's earnings performance over time or annual performance against such other pre-determined performance targets which includes sustainability objectives. Arrangements which are meant to incentivize performance should be based on quantifiable factors that the employee can influence. The Board of Directors may establish a cap on performance- related remuneration including with reference to the Company's profitability and shareholder value creation.

In order to comply with the listing standards of the NYSE and the rules of the SEC, the Board has adopted a policy concerning recovery of erroneously awarded compensation applicable to certain members of the Company's executive management.

### **3.13 Information and communication**

The Company is committed to provide information in a manner that contributes to establishing and maintaining confidence with important interest groups such as the Oslo Stock Exchange, the New York Stock Exchange and financial markets in general as well as with stakeholders. The information shall be based on transparency, openness and equal treatment of all shareholders. A precondition for the share value to reflect the underlying values in the Company is that all relevant information is disclosed to the market. Based on this and subject to applicable laws and regulations, the Company will keep the shareholders informed about profit developments, prospects and other relevant factors for their analysis of the Company's position and value. It is emphasised that the information be uniform and simultaneous.

The Company may publish an updated financial calendar with dates for important events such as the annual general meeting, interim reports and information relating to the payment of dividends (if applicable) on the Company's website.

Public investor presentations will be arranged in connection with submission of annual and quarterly results for the Company. The presentations will also be available on the Company's website.

Furthermore, continuous dialogue will be held with, and presentations will be given to analysts and investors, ensuring at all times, through advance publication of share price sensitive information, that existing and prospective investors have symmetrical access to share price sensitive news.

Information issued to the Company's shareholders will be published on the Company's website at the same time as it is sent to the shareholders.

### **3.14 Take-overs**

#### **3.14.1 General**

The Company has established key principles for how to act in the event of a take-over offer. In the event of a take-over process, which shall be decided by the general meeting, the Board of Directors shall ensure that the Company's shareholders are treated equally and that the Company's activities are not unnecessarily interrupted. The Board of Directors shall also ensure that the shareholders have sufficient information and time to assess the offer.

#### **3.14.2 Main principles for action in the event of a take-over bid**

In the event of a take-over process, the Board of Directors will abide by the principles of the Code and also ensure that the following take place:

- the Board of Directors will ensure that the offer is made to all shareholders, and on the same terms;
- the Board of Directors will ensure that the shareholders have sufficient information and time to assess the offer;
- the Board of Directors shall not undertake any actions intended to give any shareholder or others an unreasonable advantage at the expense of other shareholders or the Company;
- the Board of Directors shall not enter an agreement with any offeror that limits the Company's ability to entertain other offers for the Company's shares, unless it is obvious that such an agreement is in the common interest of the Company and its shareholders;
- the Board of Directors shall strive to be completely open about the take-over situation. Agreements between the Company and the offeror which is of significance for the market's assessment of the offer shall be made known to the market no later than the time when the market is notified of the offer;
- the Board of Directors shall not institute measures which have the intention of protecting the personal interests of its members at the expense of the interests of the shareholders; and
- the Board of Directors must be aware of the particular duty the Board of Directors carries for ensuring that the values and interests of all shareholders are safeguarded and that the Company's activities are not unnecessarily interrupted.

The Board of Directors shall not attempt to prevent or impede the take-over bid unless this has been decided by the shareholders in a general meeting in accordance with applicable laws. The main underlying principles shall be that the Company's shares shall be kept freely transferable and that the Company shall not establish any mechanisms which can prevent or deter take-over offers unless this has been decided by the shareholders in a general meeting in accordance with applicable law.

If an offer is made for a Company's shares, the Board of Directors shall issue a statement evaluating the offer and making a recommendation as to whether shareholders should or should not accept the offer. If the Board of Directors finds itself unable to give a recommendation to the shareholders on whether or not to accept the offer, it should explain the reasons for this. The Board of Directors' statement on a bid shall make it clear whether the views expressed are unanimous, and if this is not the case, it shall explain the reasons why specific members of the Board of Directors have excluded themselves from the statement.

The Board of Directors shall consider whether to arrange a valuation from an independent expert. If any member of the Board of Directors, or close associates of such member, or anyone who has recently held a position but has ceased to hold such a position as a member of the Board of Directors, is either the bidder or has a particular personal interest in the bid, the Board of Directors shall arrange an independent valuation. This shall also apply if the bidder is a major shareholder (as defined in Section 3.8 herein). Any such valuation should either be enclosed with the Board of Directors' statement, or reproduced or referred to in the statement.

The Company does not deviate from Section 14 of the Code.

### **3.15 Auditor**

The Company's auditor is appointed by the annual general meeting of the Company (and the general meeting shall fix the auditor's remuneration or authorise the Board of Directors or the audit committee to fix the auditor's remuneration) and is responsible for the audit of the consolidated financial statements of the Company.

The auditor participates in the audit committee's review and discussion of the annual accounts and quarterly interim accounts. In these meetings, the audit committee is informed of the annual and quarterly accounts and issues of special interest. Further, the auditor reviews key aspects of the audit, any material changes in the Company's accounting principles, comments on any material estimated accounting figures and reports on all material matters on which there has been disagreement between the auditor and the executive management of the Company.

The auditor shall submit the main features of the plan for the audit of the Company to the Board of Directors or the audit committee annually.

The auditor should participate in Board meetings that deal with the annual accounts, accounting principles, assess any important accounting estimates and matters of importance on which there has been disagreement between the auditor and the executive management of the Company and/or the audit committee.

The Board of Directors and the audit committee, together with the auditor, shall, at least once a year, carry out a review of the Company's internal control procedures relating to its financial reporting process, including identified weaknesses and proposals for improvement.

The Board of Directors should hold a meeting with the auditor at least once a year at which no representative of the executive management is present.

The Board of Directors shall determine the right of the executive management to use the auditor for purposes other than auditing.

The auditor shall annually confirm his independence in writing to the audit committee.

The Board of Directors shall give an account to the shareholders at the annual general meeting of the remuneration paid to the auditor, including details of the fee paid for audit work and any fees paid for other specific assignments.

The Company does not deviate from Section 15 of the Code.