



BELSHIPS

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of Belships ASA will be held at offices of Belships ASA in Lilleakerveien 6D in Oslo on Tuesday 25 May 2021 at 14:00 hours (CET)

Due to restrictions caused by COVID-19, the shareholders are encouraged to exercise their shareholder rights by providing a proxy to the chairman or the CEO. Reference is made to the information below.

The following matters are on the agenda:

1. Opening of the meeting by the chairman of the board Peter Frølich, or a person appointed by him

2. Registration of attending shareholders and proxies

3. Election of a chairman of the meeting and at least one person to co-sign the minutes

4. Approval of the notice and agenda

5. Chief Executive Officer's statement

6. Approval of the annual accounts and the annual report for the financial year 2020 of Belships ASA and the Belships Group

The annual accounts, the annual report, the auditor's report and the statement from the board of directors for the financial year 2020 are available at the company's website www.belships.com.

7. Allocation of results for Belships ASA for the financial year 2020

Further information regarding the allocation of the company's profit is available at www.belships.com and is enclosed to this notice as appendix 1.

8. Authorisation to resolve distribution of dividend

The board of directors proposes that the general meeting gives the board authorization to resolve distribution of dividend on the basis of the company's financial statement of 2020, cf. the Public Limited Liability Companies Act Section 8-2 (2). Reference is made to the board's proposed resolution which is available at www.belships.com and enclosed to this notice as appendix 2.

9. Approval of remuneration to the company's auditor for 2020

The board of directors proposes that the audit fee for the financial year 2020 to the company's external auditor, included in note 11, is approved.

10. Approval of remuneration to the board of directors, the audit committee and the nomination committee for 2021

Further information on remuneration to the board of directors, the audit committee and the nomination committee for 2021 is available at www.belships.com and is enclosed to this notice as appendix 3.

11. The board of directors' report on corporate governance

The board's statement on corporate governance is available at www.belships.com and is enclosed to this notice as appendix 4.

12. The board of directors' guidelines on determination of salary and other remuneration to executive personnel

Pursuant to Section 6-16a of the Norwegian Public Limited Companies Act, the board of directors has prepared guidelines for the salary and other remuneration to the company's executive personnel. The board of directors' proposed guidelines are available at www.belships.com and are enclosed to this notice as appendix 5.

The general meeting shall in accordance with Section 5-6 (3) of the Norwegian Public Limited Companies Act, approve the guidelines.

13. Authorisation to issue shares to employees

The board of directors wishes to extend the company's employee option program and has therefore proposed that the general meeting grants the board an authorisation to increase the company's share capital with up to NOK 800,000 by issuance of up to 400,000 shares in the company. Reference is made to the board's proposal which is available at www.belships.com and enclosed to this notice as appendix 6.



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14. Authorisation to issue shares

The board of directors deems it useful to have an authorisation to increase the company's share capital, and proposes that the general meeting grants the board an authorisation to increase the share capital with up to NOK 240,000,000 by issuance of up to 120,000,000 new shares in the company. Further information on the authorisation's duration and content, including the board's proposed resolution, is available at www.belships.com and enclosed to this notice as appendix 7.

15. Authorisation to acquire own shares

The board proposes that the general meeting grants the Board the right to, on behalf of the company, acquire up to 20,000,000 own shares at the board's discretion. Reference is made to the board's proposed resolution which is available at www.belships.com and enclosed to this notice as appendix 8.

16. Election of board members

All members of the board of directors are up for election. The nomination committee has in its recommendation to the general meeting proposed that six out of seven board members are re-elected for a one year term,

until the annual general meeting in 2022. In addition, the nomination committee has in its recommendation proposed that Marianne Møgster is elected as a new member of the board, replacing Sissel Grefsrud, who is not standing for re-election. In addition, the nomination committee recommends that Jan Erik Sivertsen continues as board observer for one year, until the annual general meeting in 2022. Reference is made to the nomination committee's recommendation which is available at www.belships.com and enclosed to this notice as appendix 3.

17. Election of members to the nomination committee

All members of the nomination committee are up for election. The nomination committee has in its recommendation to the general meeting proposed that all members of the nomination committee are re-elected for a term of two years, until the annual general meeting in 2023. Reference is made to the nomination committee's recommendation which is available at www.belships.com and appendix 3.

Information to the shareholders

Belships ASA is a public limited liability company subject to the provisions of the Norwegian Public Limited Liability Companies Act. There are in total 248,175,404 issued shares in the company. Belships ASA owns 388,000 treasury shares without voting rights. Each share carries one vote at the general meeting, and the shares also rank equal in other respects.

If shares are registered by a nominee in the VPS register, cf. Section 4-10 of the Norwegian Public Limited Liability Companies Act, and the beneficial shareholder wishes to vote for his or her shares, the beneficial shareholder must transfer the shares to an account in his or her own name in order to attend and vote at the general meeting.

The shareholders are entitled to present alternatives to the board's proposals under the various items on the agenda of the general meeting, provided that the alternative proposals are within the scope of the matter under consideration. The shareholders are also entitled to request information from the members of the board and the CEO about matters that may affect the consideration of (i) the approval of the annual accounts and the annual reports, (ii) any matters that have been submitted to the shareholders for decision and (iii) the company's financial position.

Due to the extraordinary situation caused by COVID-19, the board encourages all shareholders to exercise their shareholder rights by providing a proxy to the chairman or the person he authorises. Shareholders who yet intend to participate at the general meeting must register their attendance no later than on Friday 21 May 2021 at 15:00 hours (CET). Due to the extraordinary situation, any failure to register within the deadline will result in the shareholder being denied access to the general meeting. The general meeting must in any case comply with the at all times applicable framework determined by the Norwegian government. Persons who are quarantined may not under any circumstance attend the general meeting. The government may also adopt provisions which entail that only a limited number of people may be allowed to attend the general meeting in person or that the general meeting must be postponed on short notice. Shareholders who are prevented from or chose to desist from participating may



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be represented by a legal representative or by proxy. The proxy must be dated and in writing. If the shareholder is a company, a certificate of registration must be enclosed the proxy. If desired the proxy can be in the name of the chairman of the board Peter Frølich (or the person he authorises), or the company's Chief Executive Officer Lars Christian Skarsgård (or the person he authorises). Enclosed is notice of attendance and proxy from which may be used for these purposes.

This notice, the current articles of association, the annual accounts, the annual report, the auditor's report for the financial year 2020 and other related documents are available on www.belships.com.

Oslo, 29 April 2021

The Board of Directors by Peter Frølich (Chairman)



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NOTICE OF ATTENDANCE

The undersigned owns shares in Belships ASA and will attend the company's annual general meeting on 25 May 2021.

If the shareholder is a company: will represent the company at the annual general meeting.

I will also attend on behalf of the following shareholders (by proxy):

Number of shares:

.....

.....

.....

.....

.....
Date

.....
Signature (please repeat with block letters)

Please send the attendance form to:

Belships ASA
Post box 23 Lilleaker
0216 Oslo
E-mail: edwin.johansen@belships.no

The attendance form must be in Belships ASA's possession no later than on **21 May 2021 at 15:00 hours (CET)**. Remember to bring valid identification by physical attendance at the general meeting.



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FORM BY PROXY

The undersigned owner of shares in Belships ASA hereby appoints

.....
Name

.....
Address

to attend and vote on my behalf at the company's annual general meeting.

.....
Date

.....
Signature (please repeat with block letters)

		In favour	Against	Abstention	At proxy's discretion
1	Opening by the Chairman				
2	Registration of attending shareholders and proxies				
3	Election of a Chairman of the meeting and at least one person to co-sign the minutes				
4	Approval of the notice and agenda				
5	Chief Executive Officer's statement				
6	Approval of the annual accounts and the annual report for the financial year 2020 of Belships ASA and the Belships Group				
7	Allocation of results for Belships ASA for the financial year 2020				
8	Authorisation to resolve distribution of dividend				
9	Approval of remuneration to the company's auditor for 2020				
10	Approval of remuneration to the board, the audit committee and the nomination committee for 2021				
11	The board of directors' report on corporate governance				
12	The board of directors' guidelines on determination of salary and other remuneration to executive personnel				
13	Authorisation to issue shares to employees				
14	Authorisation to issue shares				
15	Authorisation to acquire own shares				
16	Election of board members				
	- Peter Frølich				
	- Frode Teigen				
	- Birthe Cecilie Lepsøe				
	- Carl Erik Steen				
	- Sverre J. Tidemand				
	- Marianne Møgster				
	- Jorunn Seglem				
17	Election of members to the nomination committee				
	- Vegard Gjerde				
	- Olav Kristian Falnes				



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Please send the proxy from to:

Belships ASA, Post box 23 Lilleaker, 0216 Oslo, E-mail: edwin.johansen@belships.no

The proxy form must be in Belships ASA's possession no later than on 21 May 2021 at 15:00 hours (CET). Remember to bring valid identification by physical attendance at the general meeting.

Allocation of results for Belships ASA for the financial year 2020

The board of directors proposes the following allocation of the profit of the year:

Transfer to other retained earnings	USD 28 000
Sum transfers and disposals	USD 28 000

Authorisation to resolve distribution of dividend

Pursuant to Norwegian Public Limited Liability Companies Act Section 8-2 (2) the general meeting may give the board authorisation to resolve distribution of dividend, in addition to or instead of resolving dividend at the annual general meeting. Such authorisation requires that the company has dividend capacity based on the company's last approved financial statements, in this case Belships ASA's financial statements of 2020. Pursuant to the law, such authorisation is only valid until the next ordinary general meeting and the board may not use the authorisation before it is registered with the Norwegian Register of Business Enterprises.

It is considered appropriate that the board of directors in Belships ASA has authorisation to resolve distribution of dividends. Such authorisation will give the company flexibility and enable the company to distribute extraordinary dividends without having to call for an extraordinary general meeting. Apart from that, the company's communicated dividend policy will apply.

As mentioned, pursuant to the Norwegian Public Limited Liability Companies Act the authorisation will only be valid until the next ordinary general meeting. The use of the authorisation is dependent on the dividend capacity based on the company's financial statements of 2020. Further, the board must at the time of its resolution act in accordance with the requirement of adequate equity and liquidity in the Norwegian Public Limited Liability Companies Act Section 3-4. Within the framework set out by the authorisation and the law, the board decides whether or not the authorisation should be used, whether it should be used one or several times and the size of the particular dividend.

The board of directors proposes that the general meeting resolves the following resolution:

- (i) *The board of directors is granted an authorisation to resolve distribution of dividend on the basis of Belships ASA's financial statements of 2020, cf. the Norwegian Public Limited Liability Companies Act Section 8-2 (2).*
- (ii) *In connection with any use of the authorisation the board of directors shall ensure that resolutions are in accordance with the company's resolved dividend policy*
- (iii) *The board of directors shall prior to every resolution regarding distribution of dividends consider whether the company, following the distribution of dividends, will have an adequate equity and liquidity, cf. the Norwegian Public Limited Liability Companies Act Section 8-1 (4) cf. Section 3-4.*
- (iv) *The authorisation is valid until the company's annual general meeting in 2022, but no longer than 30 June 2022.*



TO THE GENERAL MEETING OF BELSHIPS ASA, 25 MAY 2021 RECOMMENDATIONS FROM THE NOMINATION COMMITTEE

To all shareholders,

Belships ASA elected Vegard Gjerde (Chair) and Olav Kristian Falnes to the Nomination Committee at the Annual General Meeting in 2019.

Pursuant to Section 7 of the Articles of Association and the Mandate for the Nomination Committee as approved by the General Meeting of Belships ASA, the Nomination Committee shall submit recommendations to the Annual General Meeting in respect of the following matters:

- Nominees for election of members of the Board of Directors of Belships ASA and the Chair of the Board of Directors
- Nominees for election of members of the Nomination Committee and the Chair of the Nomination Committee
- Proposal for remuneration of the members of the Board of Directors and the Nomination Committee

Composition of the board

All Board members, including Chair of the board, are up for election on the 2021 Annual General Meeting. The following criteria's have been used when working out the recommendation for the composition of new members to the board:

- number of shareholders elected members; keep the number of elected board members to seven (7) persons
- requirements of minimum 40% male and female portion of candidates
- adequate competence, skills, experience, and dedication
- Interviews with the CEO, Chair of the Board and board members
- Dialogue with the largest shareholders

The Nomination Committee has held formal and informal meetings in preparation for the Annual General Meeting to discuss board composition, board remuneration and committee remunerations. The Nomination Committee has also discussed the committee's work.

Belships ASA

Organization number NO 930776793 MVA
Lilleakerveien 6D, N-0283 Oslo, Norway
P.O.Box 23 Lilleaker, N-0216 Oslo, Norway
www.belships.com



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The Nomination Committee has asked the company's major shareholders whether they have any specific proposals or views on the candidates to be proposed by the Committee. In addition, the Committee has held discussions with the Chief Executive Officer (CEO), Chair of the Board and with all the individual members of the Board which principally focused on how the Board functions and whether its members have the expertise required.

6 (six) of 7 (seven) Directors have notified the nomination committee that they will be standing for re-election. Ms. Sissel Grefsrud, currently Independent Director, have notified the nomination committee that she will not be standing for re-election at the 2021 AGM.

The Nomination Committee of Belships ASA has therefore unanimously decided to nominate the following as Chair and board members for the election period 2021-2022:

- Peter Frølich (Chair, proposed for re-election)
- Frode Teigen (board member, proposed for re-election)
- Sverre J. Tidemand (board member, proposed for re-election)
- Carl Erik Steen (board member, proposed for re-election)
- Jorunn Seglem (board member, proposed for re-election)
- Birthe Cecilie Lepsøe (board member, proposed for re-election)
- Marianne Møgster (board member, proposed new member)

Marianne Møgster, Board Member (NEW)

Ms. Møgster currently serves as Senior Vice President of Finance in DOF Subsea AS. Ms. Møgster also serves as a board member in several other companies i.a. DOF ASA, DOF Subsea Norway AS, University of Bergen (UiB), Norwegian Hull Club. She has previously also served as a board member in Lerøy Seafood Group ASA (2012-2017). For additional information please see attached CV.

The Nomination Committee is of the opinion that the Board of Directors represents the necessary competence and continuity required to meet the strategic objectives of the company and at the same time create value for all shareholders going forward.

The Nomination Committee suggests re-election of the nominated Board of Directors up to the 2022 Annual General Meeting (AGM).

In addition, the Nomination Committee recommends that Jan Erik Sivertsen continues as board observer up to the 2022 AGM.

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Board of Directors, remuneration

The Nomination Committee considers that the level of Board remuneration for Belships ASA should be competitive and comparable with similar listed companies in Norway and other international companies operating within the same industry and segments. Further, Belships ASA has also effectively executed on its ambitious growth strategy since the last EGM, resulting in a significantly larger fleet size and balance sheet.

The Nomination Committee therefore proposes that Director's remunerations for the Board for the period from the Annual General Meeting in 2021, and up to the Annual General Meeting in 2022, to be adjusted accordingly:

- Chair: NOK 500,000 (from NOK 400,000 representing a 25% increase)
- Board Members: NOK 250,000 (from NOK 200,000 representing a 25% increase)

Based on the proposal, total remuneration to the board will be NOK 2,0 million.

Nomination Committee, composition

Both members of the Nomination Committee are up for election on the 2021 Annual General Meeting. The Nomination Committee proposes to nominate the following as Chair and member for the period 2021-2023:

- Vegard Gjerde, Chair (proposed for re-election)
- Olav Kristian Falnes (proposed for re-election)

Nomination Committee, remuneration

The Nomination Committee proposes the same level of compensation to its members:

- Nomination committee Chair: NOK 25,000 (no change)
- Nomination committee member: NOK 25,000 (no change)

Stavanger, 19. April 2021

Vegard Gjerde

On behalf of the Nomination Committee

Belships ASA

Organization number NO 930776793 MVA
Lilleakerveien 6D, N-0283 Oslo, Norway
P.O.Box 23 Lilleaker, N-0216 Oslo, Norway
www.belships.com

Corporate governance

Adopted by the Board on 21 April 2021

Good corporate governance is a prerequisite for cooperation based on trust between the company's owners, its board and management, with a view to achieving the objective of long-term growth and the greatest possible value for its shareholders over time.

All relevant parties must be confident that the company is soundly operated and that the corporate governance is well defined, fit for purpose and carried out with integrity and independence.

Belships' competitiveness hinges on stakeholders' and prospective customers' trust in the company's integrity and ethical behavior. Board members, management and employees will therefore always strive to uphold and develop trust in the company. Belships' values and ethical guidelines are intended to safeguard good corporate ethics.

Pursuant to section 3-3 (B) of the Norwegian Accounting Act and the Code (as defined below), the board reviews and updates the company's principles for corporate governance on an annual basis. This report is included in the company's annual report.

Implementation and reporting on corporate governance

Belships' corporate governance policy is based on "The Norwegian Code of Practice for Corporate Governance" (the "Code"), most recently revised on 17 October 2018 and issued by the Norwegian Corporate Governance Policy Board. The policy is designed to establish a basis for good corporate governance to support achievement of the company's core objectives on behalf of its shareholders, including the achievement of sustainable profitability.

By pursuing the principles of corporate governance, the board and management contributes to achieving open communication, equal rights for all shareholders and good control and corporate governance mechanisms. The board assesses and discusses the corporate governance policy on a yearly basis.

Belships aspire to comply with the recommendations of the Code. If the Code is deviated from, the deviation is described and explained in the relevant section of this statement.

The business

The company's business is clearly described in the company's articles of association and is as follows:

"The objective of the company is shipping, charter brokerage and purchase and sale of vessels, offshore operations, participation in the exploration for and the production of petroleum, trade and industry as well as participation in companies of any sort with similar objectives."

Equity and dividend

CAPITAL STRUCTURE

As at 31 December 2020, the company had a total equity of USD 150 million, corresponding to an equity ratio of 32%. The board deems the liquidity position of the company to be satisfactory, with cash and cash equivalents of USD 34 million. The company had mortgage debt of USD 142 million as of 31 December 2020 and a net lease obligation of USD 140 million.

The board is of the view that the capital structure of the company is appropriate to the company's objectives, strategies and risk profile.

DIVIDEND POLICY

Belships aims to maximize the value for the company's share through an efficient and profitable management of the company's resources. A competitive return is to be obtained through growth in the value of the company's shares and the payment of competitive dividends.

The board will ask for an authorization to distribute dividend at the general meeting in 2021.

AUTHORISATIONS TO THE BOARD OF DIRECTORS

At the general meeting in 2020, the board was granted an authorization to increase the share capital with up to NOK 400 000 (corresponding to 200 000 new shares, each with a par value of NOK 2). The authorization can be used in connection with the company's share option program for employees. The authorization is valid until the general meeting in 2021, but not longer than 30 June 2021. At the general meeting in 2020, the board was also granted an authorization to increase the share capital with up to NOK 200 000 000 (corresponding to 100 000 000 new shares, each with a par value of NOK 2). This authorization covers more than one purpose, but the board is of the view that such authorization gives the board a flexibility to increase the share capital either in connection with acquisitions, to raise equity or a combination of the two, depending on the specific needs of the company. The authorization is valid until the general meeting in 2021, but not longer than 30 June 2021. The board was also granted an authorization to, on behalf of the company, acquire up to 15 000 000 treasury shares (corresponding to a total par value of NOK 30 000 000) at the board's discretion. The authorization was not limited to a specific purpose in order to give the board sufficient flexibility.

Equal rights for shareholders and transactions with related parties

When increasing share capital through the issue of new shares for cash payment, the company's shareholders have normally a pre-emptive right to subscribe for the new shares. If the board resolves to carry out an increase in share capital and waive the pre-emptive rights of existing shareholders on the basis of an authorization granted to the board, this will only be done where justified in light of the company's and the shareholders' interests. Such justification will be published in connection with the announcement of the increase in capital. The board has not made any resolutions to increase the share capital based on the authorizations granted at the general meeting in 2020.

The board was given an authorization at the general meeting in 2020 to acquire treasury shares. No such transactions have taken place in 2020.

In the event of any not immaterial transactions between the company and shareholders, a shareholder's parent company, members of the board, executive personnel or close associates of any such parties, the board will arrange for a valuation to be obtained from an independent third party. This will not apply if the transaction requires the approval of the general meeting pursuant to the requirements of the Public Companies Act.

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. No such transactions have taken place in 2020.

Shares and negotiability

The shares in Belships are freely negotiable and there are no restrictions on any party's ability to own, trade or vote for the share in the company.

General Meeting

The board seeks to ensure that as many of the company's shareholders as possible can participate in the general meeting and that the resolutions and any supporting documentation are sufficiently detailed, comprehensive and specific allowing shareholders to understand and form a view on all matters to be considered at the general meeting.

In the notice of the general meeting, it may be decided that shareholders who wish to take part in the general meeting, either in person or by proxy, must notify the company to this effect by a deadline of up to two (2) days before the general meeting.

The members of the board have been present at the general meetings in 2020.

The board has previously considered the need for an independent chairman for the general meeting on a case to case basis. The company's annual general meeting and the extraordinary general meeting in 2019 were chaired by the chairman of the board.

Nomination committee

The company's articles of association state that the company shall have a nomination committee of two or three members. The members of the committee, including the chairman, shall be elected by the general meeting. Unless otherwise resolved by the general meeting, the elections shall be held every two years. The nomination committee shall make recommendations to the general meeting for the election of shareholder elected board members and

members of the nomination committee and the remuneration to the members of the board and the nomination committee. The remuneration to the members of the nomination committee shall be resolved by the general meeting. The general meeting has established guidelines for the nomination committee. The members of the nomination committee are currently Vegard Gjerde and Kristian Falnes, both elected by the annual general meeting in 2019. The nomination committee has held 1 meeting since the 2020 general meeting.

Board – composition and independence

The board consists of seven members and one observer, and the board is made up of directors with broad experience and knowledge of the sector in order to attend to the common interests of all shareholders and meet the company's need for expertise, capacity and diversity. Four directors are independent of day-to-day management, the majority shareholder and major business connections. The board does not include members of the executive management. The chairman of the board is elected by the general meeting. The term of office for the board members is one year, and members may be re-elected. Further information regarding the expertise of the members of the board and information on their record of attendance at board meetings is included in the annual report. Board members are encouraged to own shares in the company, and 6 of 7 directors own shares in the company. Further information regarding the board is included the annual report.

The work of the board of directors

The board has the final responsibility for the management and organization of the company and supervising routine management and business activities. This involves that the board is responsible for establishing control arrangements to secure that the company operates in accordance with the adopted values and Code of Conduct as well as with shareholders' expectations of good corporate governance. The board primarily looks after the interests of all the shareholders, but is also responsible for the company's other stakeholders. The board's main task is to ensure that the company develops and creates value. Furthermore the board shall contribute to the shaping of and implementation of the Group's strategy, ensure appropriate supervision and control of management and in other ways ensure that the Group is well operated and organised. The board sets the objectives for the financial performance and adopts the company's plans and budgets. Items of major strategic or financial importance for the Group are the responsibility of the board. The board hires the CEO, defines his or her work description and authority and sets his or her salary and other compensation. The board each year produces an annual plan for its work as recommended. The board have adopted instructions for its own work and for the executive management. The rules of procedure that apply to the Chief Executive Officer specify his or her responsibilities and the decisions that have to be approved by the board. The board can decide to deviate from instructions in certain cases. The board and executive personnel shall make the company aware of any material interests that they may have in items to be considered by the board. The board will also be chaired by some other member of the board if the board is to consider matters of a material character in which the chairman of the board is, or has been, personally involved. The board receives regular financial reports on the Group's economic and financial status. The board establishes an annual plan for its work and evaluates its performance and expertise annually. The board meets at least 6 times a year and receives a monthly report on the company's operations. In addition, the board is consulted on or informed about matters of special importance.

AUDIT COMMITTEE

The audit committee consists of Birthe Cecilie Lepsøe (chairman) and Peter Frølich. The committee's objective is to act as a preparatory working committee and support in connection with the board's supervisory roles with respect to financial reporting and the effectiveness of the company's internal control system. The members of the audit committee are independent of the company and at least one member of the audit committee is competent in respect of finance and audit. The board has prepared rules of procedure for the audit committee. The committee has held 5 meetings since the annual general meeting in 2020.

REMUNERATION COMMITTEE

A remuneration committee has not been established. Remuneration tasks are handled by the board.

Risk management and internal control

The board is responsible for ensuring that the company has sound internal control and believes that the systems for risk management implemented by the company are appropriate in relation to the extent and nature of the company's activities. The company's systems for internal control are closely linked to the company's guidelines for corporate social responsibility. The board annually reviews the company's most important areas of exposure to risk and its internal control arrangements.

Remuneration to the board

The company endeavors to grant directors a remuneration based on market terms, which reflect the responsibility, expertise, time commitment and the complexity of the company's activities. The remuneration to directors is approved by the company's annual general meeting. The remuneration of the board should not be linked to the company's performance. The company should not grant share options to members of its board. Members of the board and/or companies with which they are associated should not take on specific assignments for the company in addition to their appointment as a member of the board. If they do nonetheless take on such assignments, this should be disclosed to the full board. The remuneration for such additional duties should be approved by the board. Any remuneration in addition to normal directors' fees should be specifically identified in the annual report.

Remuneration to the executive management

The board has prepared guidelines for the remuneration of the executive management, pursuant to the law, which are submitted to the general meeting. Details concerning the remuneration of the company's officers are provided in a separate note to the accounts. The company has a share option scheme that applies to all employees in the head office of Belships ASA, including the executive management. In addition, the Chief Executive Officer has a separate option arrangement. General meeting has voted separately on the approval of the authorization to the board to issue shares to honor the option program.

Information and communication

Belships regards timely and accurate information as essential for obtaining a price for the share that will reflect the company's underlying value and prospects. The company keeps Oslo Stock Exchange, the stock market and shareholders fully updated through interim reports, annual reports and press releases on important events. The company also has a website, which is regularly updated. The company's financial calendar is published on the company's website and through the Oslo Stock Exchange publication system. All shareholders have equal access to financial and other material company information.

Company takeover

The board has established guidelines for how to act in the event of a take-over bid. If such a bid should be made, the board considers it important that shareholders are treated equally and that the company's operations are not unnecessarily disturbed. The board shall ensure that shareholders are given sufficient information and time to form a view of the offer. The board shall not seek to prevent or obstruct take-over bids for the company's business or shares unless there are particular reasons to do so. Any agreement with a bidder for the shares of the company that acts to limit the company's ability to arrange other bids for the company's shares should only be entered into where such an agreement clearly is in the common interest of the company and the shareholders. This provision shall also apply to any agreement on the payment of financial compensation to a bidder if the bid does not proceed. In the event of a take-over bid for the company's shares, the board shall not exercise authorizations or pass any resolutions with the intention of obstructing the take-over bid unless this is approved by the general meeting subsequent to the announcement of the bid. If an offer is made for the shares in the company, the board shall issue a statement making a recommendation as to whether shareholders should or should not accept the offer. The board's 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 basis on which specific members of the board have excluded themselves from the board's statement. Before issuing its final statement the board shall arrange for an evaluation of the financial aspects of the bid from an independent expert. The evaluation shall include an explanation and shall be made public no later than at the time the board's statement is made public.

Auditor

The auditor submits the main features of the company's annual audit plan to the audit committee. The auditor is always invited to be present during the board's discussion of the annual accounts. At this meeting the board is briefed on the annual accounts and any other issues of particular concern to the auditor. Part of the meeting is also executed without the presence of the CEO and other executive management. The board has implemented guidelines in respect of use of the auditor by the executive management for services other than the audit. The board reviews the company's internal control procedures together with the auditor at least annually. The company's auditor is PricewaterhouseCoopers AS. The auditing and counseling fees appear from the notes to the accounts. The board makes a running assessment of whether the audit is performed in a satisfactory manner.

[Office translation]

GUIDELINES FOR DETERMINATION OF SALARY AND OTHER REMUNERATION TO EXECUTIVE PERSONNEL IN BELSHIPS ASA

1 BACKGROUND AND STRATEGY

1.1 Introduction

These guidelines (the "**Guidelines**") govern the determination of salary and other remuneration to the senior executives ¹ (the "**Senior Executives**") in Belships ASA (the "**Company**").

The remuneration payable to the Senior Executives is important for the Company's ability to retain and attract qualified and competent Senior Executives. The main purpose of these Guidelines is to allow shareholders to influence the principles for determination of salary and other remuneration to the Senior Executives, in order to create a remuneration culture that promotes the Company's long-term interests, business strategy and the Company's financial sustainability.

The guidelines have been prepared in accordance with the provisions of section 6-16a of the Norwegian Public Limited Companies Act and the Regulation on guidelines and report on remuneration payable to executive personnel.

1.2 Business strategy, long-term interests and financial sustainability

The Company aims to maximize the value for the Company's share through an efficient and profitable management of the Company's resources and assets. A competitive return is to be obtained through growth in the value of the Company's shares and the payment of competitive dividends.

In order to secure the Company's interests in implementing this strategy and thereby securing financial sustainability, the Company is of the view that it is necessary to be able to recruit and keep highly qualified Senior Executives. The overall ambition with these Guidelines is to ensure that the Company has a remuneration policy that enables it to recruit and retain highly qualified personnel.

1.3 The Company's Senior Executives

The Company's Senior Executives comprise at the date of these Guidelines the following persons:

<i>Position</i>	<i>Name</i>
CEO	Lars Christian Skarsgård
CFO	Osvald Fossholm

2 PRINCIPLES FOR THE STIPULATION OF REMUNERATION TO SENIOR EXECUTIVES

2.1 Main principles for the stipulation of remuneration to executive personnel

The main principle for the Company's determination of remuneration for its Senior Executives is that the terms are to be competitive when considering the overall remuneration, with the terms of positions with similar responsibility, workload and complexity in the same markets.

2.2 Fixed remuneration

The Senior Executives may receive the following fixed remuneration elements from the Company:

Base salary: The base salary shall be determined based on job level, the complexity of the work tasks, and the market remuneration for the job and performance level. The individual's area of responsibility, results and performance determines the remuneration level. The base salary shall constitute the primary component of the Senior Executives' compensation and may be adjusted annually.

Contribution in kind: Senior Executives may be offered contribution in kind such as a company car and telephone.

Pension scheme: Senior Executives participates in a defined contribution pension scheme in accordance with mandatory law.

¹ The guidelines shall pursuant to the Norwegian Public Limited Companies Act section 6-16a also include employees who are members of the board of directors. The Company does not have employee elected board members.

2.3 Variable remuneration

In order to implement the Company's long-term interests and financial sustainability, the Senior Executives may receive the following variable remuneration:

Options: The Company has an option scheme for all employees. Within a total limit of 200,000 shares, the Company's employees are granted a right to acquire shares at 105% of the share price on the date of the general meeting that resolves the relevant option scheme. The options can only be declared after one year from the date of the general meeting that resolved the option scheme until the date of the next ordinary general meeting.

Following the decision of the general meeting, the board decides on the allocation to the CEO and the scope of the scheme. The CEO decides to grant options to the other employees.

The scope of the scheme is very limited with a similar effect for the Company's shareholders.

Options for the Company's CEO: The Company has entered into an option agreement with the CEO on the following main terms:

- The CEO has options to subscribe for up to 5,000,000 shares in the Company at a subscription price of NOK 6.
- The options are considered vested after 36 months from the date the person in question took office as CEO of the Company (15 March 2019).
- The options expire after 60 months from the date the person in question took office as CEO of the Company (15 March 2019).

Vested options can be exercised at any time until the expiration date, but still so that the board can decide that earned options can only be exercised during certain periods of the year. Non-exercised options lapse if the CEO resigns or if he is terminated by the Company on specific grounds.

Bonus: To ensure the Company's long - term interests, financial sustainability and to support the Company's business strategy, Senior Executives are able to receive bonuses based on the Senior Executives' extraordinary work effort. No specific criteria have been developed for such bonus payments. Whether the bonus is awarded, and the size of such a bonus, is based solely on the recipient's work effort.

Bonuses for Senior Executives are initiated and approved by the CEO, and a bonus for the CEO is initiated and approved by the board.

Repayment of variable allowance

The Company cannot demand repayment of any variable remuneration.

2.4 Duration of agreements that provide Senior Executives with remuneration from the Company

The employment agreements of the Senior Executives are permanent employment agreements.

The CEO of the Company has a 12 months' notice period from the last day of the month in which notice is given and is entitled to severance pay equal to 12 months base salary.

The CFO of the Company have a 5 months' notice period from the last day of the month in which notice is given.

3 DECISION MAKING PROCESS AND PROCEDURES FOR DEVIATIONS FROM AND AMENDMENTS TO THE GUIDELINES

3.1 Decision making process

These Guidelines were resolved by the Company's board of directors on 21 April 2021 and where subsequently submitted to the Company's annual general meeting on 25 May 2021 for final approval.

3.2 Deviating from the Guidelines

The board of directors may, at its sole discretion, temporarily deviate from any section of these Guidelines in order to ensure the Company's long term interests, financial sustainability and sustainability in the following circumstances:

- upon changes of the Senior Executives;
- upon changes to the Company's group structure, organization, ownership and or business (e.g. merger, takeover, demerger, acquisition etc.);
- upon material changes to the Company's strategy;

- upon changes in or amendments to relevant laws, rules, or regulations; and
- upon other exceptional circumstance where the deviation may be required to serve the long-term interests and sustainability of the Company as a whole or to assure its viability.

If the board of directors deviates from these Guidelines, a justification shall be given in the relevant board meeting minutes and the deviation shall be reported on in the remuneration report to be presented at the next annual general meeting of the Company. In the event that a deviation is continued so that it cannot be deemed temporary, the board of directors shall update these Guidelines and propose that the updated guidelines are resolved by the general meeting as soon as practically possible.

3.3 Amendment of the Guidelines

These Guidelines shall be presented to and be approved by the general meeting upon any material change and at least every fourth year. Immaterial amendments to the Guidelines may be made by the board of directors, without the general meeting's approval.

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Authorisation to issue shares to employees

The board of directors wishes to continue the option program which is established for the employees in Belships ASA, by providing the employees with a right to acquire additional shares in the company. The board of directors will at a later stage distribute shares and further determine the terms. The company's obligations pursuant to the option program will be fulfilled by issuing new shares or transfer treasury shares.

Since the authorisation shall be used in connection with the issuance of shares to option holders, the board of directors proposes that the board is authorised to deviate from the shareholders' preferential rights to subscribe for and be allotted the new shares.

The board of directors proposes that the general meeting adopt the following resolution:

- (i) Pursuant to Section 10-14 of the Norwegian Limited Liability Companies Act, the board of directors is granted an authorisation to increase the company's share capital with an amount up to NOK 800,000 (corresponding to 400,000 shares, each with a nominal value of NOK 2).*
- (ii) The subscription price per share shall be 105% of the closing price as of 25 May 2021.*
- (iii) The authorisation is valid until the company's annual general meeting in 2022, but no longer than to and including 30 June 2022.*
- (iv) The shares may be subscribed by the employees of the company and the Belships group. The shareholders preferential rights to the new shares pursuant to the Norwegian Public Limited Liability Companies Act may be deviated from in accordance with Section 10-5 cf. Section 10-4.*
- (v) The authorisation does not cover share capital increases against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- (vi) The authorisation does not cover share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.*

Authorisation to issue shares

The board of directors proposes that the general meeting adopt the following resolution:

- (i) *Pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to increase the company's share capital with an amount up to NOK 240,000,000, by issuance of up to 120,000,000 shares, each with a nominal value of NOK 2. The amount corresponds to 48,35% of the share capital.*
- (ii) *The authorisation is valid until the company's annual general meeting in 2022, but no longer than to and including 30 June 2022.*
- (iii) *The shareholders' preferential rights to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from.*
- (iv) *The authorisation covers share capital increase against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- (v) *The authorisation covers capital increase in connection with mergers pursuant to section 13-5 of the Norwegian Public Limited Liability Companies Act.*

Authorisation to acquire own shares

In order to allow the board of directors to utilise the mechanisms permitted by the Norwegian Public Limited Liability Companies Act Section 9-4 to acquire own shares, the board of directors proposes that the general meeting grants the board of directors an authorisation to acquire up to 20,000,000 shares in the company with a total nominal value up to 40,000,000, corresponding to 8,06% of the current share capital.

The board of directors proposes that the general meeting adopt the following resolution:

- (vi) *Pursuant to Section 9-4 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to, on behalf of the company, acquire up to 20,000,000 own shares with a total nominal value up to NOK 40,000,000, corresponding to 8,06% of the current share capital.*
- (vii) *The maximum amount to be paid for each share is NOK 50 and the minimum amount is NOK 2.*
- (viii) *Acquisition and sale of own shares may take place in any way the board of directors finds appropriate.*
- (ix) *The authorisation is valid until the Company's annual general meeting in 2022, but no longer than to and including 30 June 2022.*