

TERMS OF REFERENCE – FINANCE, RISK AND AUDIT COMMITTEE

1. ESTABLISHMENT

- 1.1 In accordance with clause 19.1 of the Rules of Procedure of the Board of Directors and Section 31 of the Danish Act on Approved Auditors and Audit Firms, the Board of Directors has established a Finance, Risk and Audit Committee under the supervision of the Board of Directors (the "**Committee**").

2. PURPOSE / FUNCTION

- 2.1 The Committee will be charged with (i) supervising the Company's audit, financial reporting, risk management and security matters; (ii) checking the external auditor's independence of the Company; and (iii) assessing the internal control and risk management systems. The tasks of the Committee are described in more detail in clause 4 below.
- 2.2 The Committee's function is only preparatory in connection with the transaction of business by the Board of Directors. Accordingly, the setting up of the Committee does not limit or render superfluous any requisite consideration by the Board of Directors, and important information required by all members of the Board of Directors must therefore be provided to all Board members and not only to the Committee.
- 2.3 The Board of Directors carry full responsibility for all resolutions that have been prepared by the Committee.

3. MEMBERS & COMPOSITION

- 3.1 The Committee consists of at least three (3) members who are appointed from among and by the Board of Directors for a one-year term.
- 3.2 The Committee elects a Chairman who must not be the Chairman of the Board of Directors.
- 3.3 A majority of the members of the Committee must be independent. However, at least one member of the Committee must be independent and possess such expertise and experience as to provide an updated insight into and experience in the financial, financial reporting and audit aspects of listed companies such as the Company.

4. DUTIES / TASKS

- 4.1 The duties of the Committee are amongst others to supervise and monitor the following areas:
- a) The financial reporting process
 - b) The external audits and assess the need for an internal audit function
 - c) Currency, investment, counterpart and financing policies
 - d) The internal control and risk management systems
- 4.1.1 Financial reporting
- a) To supervise the basis and correctness of the financial information presented in the Group's annual, biannual and quarterly reports.

- b) To monitor the appropriateness and efficiency of the financial reporting processes.
- c) To assess and if necessary, investigate Management's actions and assessments for the annual, biannual and quarterly financial reporting before they are submitted to the Board of Directors.
- d) Review and assess - prior to the Board of Directors' review of and statement on the annual report - reports on the internal control and risk management systems and draft report of the Board of Directors on the annual report.

4.1.2 External audits

- a) To make a concrete and critical assessment of the independence, objectivity and competence of external auditors.
- b) To maintain particular focus on checking and monitoring the independence of external auditors, including any supplying of additional services to the Company.
- c) To submit recommendations to the Board of Directors for its recommendation to the general meeting on the appointment of external auditors.
- d) Review and assess the draft auditor's records with the external auditors.
- e) The Committee will be informed about and will assess the external auditors' audit plan etc. and about all material comments resulting from the audit.

4.1.3 Currency, investment, counterpart and financing policies

- a) To maintain particular focus on checking and monitoring the internal currency, investment, counterpart and financing policies, including debt financing (interest rate risk, currency risk and refinancing risk) and financial reserves.

4.1.4 Internal control & risk management

- a) To monitor the Company's internal control and risk management culture, including environmental, social and governance matters.

4.1.5 Other duties

- a) To be available to answer questions at the Company's general meetings.
- b) To perform any other tasks as the Committee deems necessary, in its discretion, and perform any other duties that the Board of Directors delegates to it.

5. **MEETINGS / REPORTING TO THE BOARD OF DIRECTORS**

5.1 Meetings will be held as often as the Chairman deems necessary or if requested by a member of the Committee or by the Company's External auditor, subject to a minimum of two meetings per year.

5.2 The Committee only passes resolutions where recommendations are to be made to the Board of Directors. The Committee has no independent decision-making power. All resolutions by the Committee must be passed by a simple majority of votes.

5.3 Minutes of all meetings of the Audit Committee must be prepared as soon as possible after the meeting. The Committee's nominations and recommendations to the Board of Directors must be set out clearly in the minutes, including reasons.