

THE BOARD OF DIRECTORS' REASONING AND PROPOSAL FOR THE RESOLUTIONS TO BE PASSED

Item 4 Approval of the 2021 annual accounts of American Shipping Company ASA, group consolidated accounts and the Board of Director's report.

The annual report which comprises the annual accounts, the Board of Directors' report and the audit opinion for 2021, is available at the Company's website: www.americanshippingco.com.

The Board of Directors proposes that the General Meeting passes the following resolution:

"The General Meeting approves the annual accounts for 2021 for American Shipping Company ASA, group consolidated accounts and the Board of Director's Report."

Item 5 Approval of the report on salary and other remuneration to the executive management of the Company for 2021.

In accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a report on salary and other remuneration to the executive management of the Company for the year 2021. The report is available at the Company's website. The annual report on remuneration will be presented to the general meeting and be subject to the shareholder's advisory vote.

The Board of Directors has prepared a report on salary and other remuneration to executive management for the financial year 2021, in accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act.

The Board of Directors proposes that the General Meeting passes the following resolution with regard to the report:

"The General Meeting approves the report for determining salary and other remuneration to executive management pursuant to the Norwegian Public Limited Liability Companies Act section 6-16b."

Item 7 Stipulation of remuneration to the members of the board of directors.

The recommendations from the Nomination Committee are available at the Company's website.

The Nomination Committee proposes that the General Meeting passes the following resolution:

"In accordance with the proposal from the Nomination Committee, the General Meeting approves that the remuneration rates for members of the Board of Directors for the period from the 2021 Annual General Meeting up to the 2022 Annual General Meeting shall be as follows:

- *NOK 535,000 to the Chairperson of the board*

- NOK 420,000 to each of the other board members.

The above fees include remuneration for audit committee-related work.”

Item 8 Stipulation of remuneration to the members of the Nomination Committee.

The recommendations from the Nomination Committee are available at the Company’s website.

The Nomination Committee proposes that the General Meeting passes the following resolution:

”In accordance with the proposal from the Nomination Committee, the General Meeting approves that the remuneration rate for members of the Nomination Committee for the period from the 2021 Annual General Meeting up to the 2022 Annual General Meeting shall be NOK 25,000 for each member.”

Item 9 Approval of the remuneration to the auditor for 2021.

The Board of Directors proposes that the General Meeting passes the following resolution:

“The remuneration to the auditor of NOK 761,151 ex. VAT for the audit of the Company’s 2021 annual accounts is approved. The Group has not paid any other fees to KPMG for services other than audit during 2021.”

Item 10 Election of new auditor.

The recommendation from the Audit Committee is available at the Company’s website.

The Board of Directors proposes that the General Meeting passes the following resolution:

“In accordance with the proposal from the Board of Directors, the General Meeting elects PricewaterhouseCoopers AS, with registered address at Dronning Eufemias gate 71, 0194 Oslo, and registration number 987 009 713, as its new auditor.”

Item 11 Election of members to the Board of Directors.

The recommendations from the Nomination Committee are available at the Company’s website.

The Nomination Committee proposes that the General Meeting passes the following resolution:

“In accordance with the proposal from the Nomination Committee, Frank O. Reite is elected and Peter Ditlef Knudsen is re-elected as members of the Board of Directors for a period of two years.

The Board of Directors of American Shipping Company ASA will then consist of the following members:

Annette Malm Justad (Chairperson)

Peter Ditlef Knudsen

Frank O. Reite.”

Item 12 Election of members to the Nomination Committee.

The recommendations from the Nomination Committee are available at the Company's website.

The Nomination Committee proposes that the General Meeting passes the following resolution:

“In accordance with the proposal from the Nomination Committee, Charlotte Håkonsen is elected as chair and Ingebret G. Hisdal is re-elected as member of the Nomination Committee, both for a period of two years.

The Nomination Committee of American Shipping Company ASA will then consist of the following members:

Charlotte Håkonsen (Chairperson)

Ingebret G. Hisdal.”

Item 13 Reduction of the share capital

The board of directors proposes that the general meeting approve a reduction in the share capital where the nominal value of each share is reduced from NOK 10 to NOK 1. The reason for the proposal is that the board of directors is of the opinion that the Company has adequate non-distributable equity, and that the transfer from restricted share capital to unrestricted other equity will provide the Company with a more flexible capital structure going forward and allow a more appropriate allocation between restricted share capital and unrestricted other equity.

Attached hereto is a confirmation from KPMG AS that the Company, after the capital reduction, will have full coverage for its non-distributable equity, pursuant to the Norwegian Public Limited Liability Act section 12-2 (2) last sentence.

On this basis, the board of directors proposes that the General Meeting passes the following resolution:

- 1. The share capital is reduced by NOK 606,165,050 to NOK 60,616,505 by reducing the nominal value of each share from NOK 10 to NOK 1. The reduced amount will be transferred to other equity and will constitute unrestricted other deposited equity. When this resolution takes effect, § 4 of the Company's articles of association shall be amended to state the Company's share capital and number of shares following the reduction in the share capital.*
- 2. The CEO is authorized to make such amendments as may be necessary to register this resolution with the Norwegian Register of Business Enterprises (Foretaksregisteret).*

Item 14 Authorization to the Board of Directors for payment of dividends.

To facilitate for payment of dividend on an on-going basis, the Board of Directors proposes that the General Meeting passes the following resolution:

“The General Meeting grants the Board of Directors authorization to resolve payment of dividends based on the Company's annual accounts for 2021. The authorization is valid up to the Annual General Meeting in 2023.”

Item 15 Authorization to the Board of Directors to acquire treasury shares in connection with incentive scheme for employees.

The Board of Directors proposes that the General Meeting passes the following resolution:

1. *The Board of Directors is authorized to acquire treasury shares with a total nominal value of NOK 2,500,000.*
2. *The authorization is valid up to the Annual General Meeting in 2023, but no longer than June 30, 2023.*
3. *Treasury shares shall be acquired for a consideration of minimum NOK 1 and maximum NOK 300 per share.*
4. *The Board of Directors is free to decide the method of acquisition and disposal of treasury shares. The authorization can be used in situations as described in the Securities Trading Act section 6-17.*
5. *The authorization can only be used in connection with the incentive scheme for employees.*

Item 16 Authorization to the Board of Directors to acquire treasury shares for investment purposes or subsequent sale or deletion of such shares.

The Board of Directors proposes that the General Meeting passes the following resolution:

1. *The Board of Directors is authorized to acquire treasury shares with a total nominal value of NOK 60,616,505.*
2. *The authorization is valid up to the Annual General Meeting in 2023, but no longer than June 30, 2023.*
3. *Treasury shares shall be acquired for a consideration of minimum NOK 1 and maximum NOK 300 per share.*
4. *The Board of Directors is free to decide the method of acquisition and disposal of treasury shares. The authorization can be used in situations as described in the Securities Trading Act section 6-17.*

5. *The authorization can only be used for investment purposes or subsequent sale or deletion of such shares.*

Item 17 Authorization to the Board of Directors to acquire treasury shares in connection with acquisitions, mergers, de-mergers or other transactions.

The Board of Directors proposes that the General Meeting passes the following resolution:

1. *The Board of Directors is authorized to acquire treasury shares with a total nominal value of NOK 60,616,505.*
2. *The authorization is valid up to the Annual General Meeting in 2023, but no longer than June 30, 2023.*
3. *Treasury shares shall be acquired for a consideration of minimum NOK 1 and maximum NOK 300 per share.*
4. *The Board of Directors is free to decide the method of acquisition and disposal of treasury shares. The authorization can be used in situations as described in the Securities Trading Act section 6-17.*
5. *The authorization can only be used for the purpose of utilising the company's shares as transaction currency in acquisitions, mergers, de-mergers or other transactions.*

Item 18 Authorization to the Board of Directors to increase the share capital in connection with future investments etc.

The Board of Directors proposes that the General Meeting passes the following resolution:

1. *The Board of Directors is authorized to increase the share capital by up to NOK 60,616,505.*
2. *The authorization is valid up to the Annual General Meeting in 2023, but no longer than June 30, 2023.*
3. *The pre-emptive rights of the existing shareholders pursuant to section 10-4 of the Public Limited Liability Company's Act may be derogated from.*
4. *The authorization includes share capital increase against non-cash contributions, rights to assume special obligations on the Company in addition to resolution of merger and demerger, cf. the Public Limited Liability Company's Act section 13-5 and 14-6 (2). The authorization can be used in situations as described in the Securities Trading Act section 6-17.*
5. *The authorization can only be used in connection with strengthening of the Company's equity capital, or to raise equity capital for future investments within the Company's scope of operations.*