

STATEMENT ON CORPORATE GOVERNANCE IN PETRONOR E&P ASA

PetroNor E&P ASA (“PetroNor” or “the Company”, and with its subsidiaries; the “Group”) aspires to ensure confidence in the Company and the greatest possible value creation over time through efficient decision making, clear division of roles between shareholders, management and the Board of Directors (“the Board”) as well as adequate communication.

PetroNor seeks to comply with all the requirements covered in The Norwegian Code of Practice for Corporate Governance (the “Code”). The latest version of the Code of 14 October 2021 is available on the website of the Norwegian Corporate Governance Board, www.nues.no. The Code is based on the “comply or explain” principle, in that companies should explain alternative approaches to any specific recommendation. The Company also seeks to comply with the Oslo Børs Code of Practice for Investor Relation (IR) of 1 July 2019.

1: Implementation and reporting on corporate governance

The main objective for PetroNor’s Corporate Governance is to develop a strong, sustainable and competitive company in the best interest of the shareholders, employees and society at large, within the laws and regulations of the respective country. The Board of Directors (the Board) and management aim for a controlled and profitable development and long-term creation of growth through well-founded governance principles and risk management.

The Board will give high priority to finding the most appropriate working procedures to achieve, inter alia, the aims covered by these Corporate Governance guidelines and principles.

The Code comprises 15 points. The Corporate Governance report is available on the Company’s website www.petronorep.com.

2: Business

PetroNor is a full cycle oil and gas exploration and production company listed on Oslo Stock Exchange with the ticker PNOR. PetroNor holds exploration and production assets in Africa.

The Company’s business is defined in the Articles of Association §3, which states:

“The company’s business is to invest in companies and entities that are involved in the energy industry and the oil and gas industry worldwide, as well as investment activities and other related activities”

The Company is focused on growing production and reserves by leveraging existing assets to capitalise on new venture opportunities combined with targeted high impact exploration. With strategic and long-term large shareholders from Abu Dhabi and Norway, PetroNor will look to capitalize on the industry experience and government relations in these jurisdictions.

PetroNor’s vision is to:

- Become a leading full-cycle E&P company.
- Use our experience and competence in enhancing value in projects in Africa to the benefit of the countries we operate in and the shareholders of the Company.
- Create values for the shareholders in a sustainable manner where due regards are given to economical, social and environmental issues.

The Board will evaluate the Group's vision and strategy at least on a yearly basis, also including input from shareholders not directly represented in the Board of Directors.

The oil and gas exploration and production industry is a high-risk-high-reward industry where PetroNor is exposed to the fluctuations in the oil price as well as the risks involved in petroleum production as well as drilling of production, appraisal and exploration wells. The company will seek opportunities across its core region but may opportunistically invest outside of its core area.

PetroNor will aim to steadily build and increase its reserve base while using free cash flow to pursue defined exploration targets in selected and highly prospective basins with a view to delivering significant value to its shareholders from high impact wells whilst being a good corporate citizen and promoting excellence in operations and innovation.

PetroNor has implemented corporate values, ethical guidelines and guidelines for corporate social responsibility. These values and guidelines are described in PetroNor's Code of Conduct with further details in internal policies. In accordance with the Norwegian Accounting Act, the Company annually reports on matters relating to environmental and social issues, labour environment, equality and non-discrimination, the compliance with human rights and the combat of corruption and bribery.

3: Equity and dividends

The oil and gas E&P business is highly capital dependent, requiring PetroNor to be sufficiently capitalised. PetroNor's Board of Directors will ensure that the Company at all times has an equity capital at a level appropriate to its objectives, strategy and risk profile. The Board needs to be proactive in order for PetroNor to be prepared for changes in the market.

Mandates granted to the Board to increase the Company's share capital or to purchase own shares will normally be restricted to defined purposes and are normally limited in time to the following year's Annual General Meeting. Any acquisition of PetroNor-shares will be carried out through a regulated marketplace at market price, and the Company will not deviate from the principle of equal treatment of all shareholders. If there is limited liquidity in the Company's shares at the time of such transaction, the Company will consider other ways to ensure equal treatment of all shareholders.

Mandates granted to the Board for issue of shares for different purposes will each be considered separately by the General Meeting.

Payment of dividends will be considered in the future, based on the Company's capital structure and dividend capacity as well as the availability of alternative investments.

4: Equal treatment of shareholders

PetroNor has one class of shares representing one vote at the Annual General Meeting. The Articles of Association contains no restriction regarding the right to vote.

Any decision to deviate from the principle of equal treatment by waiving the pre-emption rights of existing shareholders to subscribe for shares in the event of an increase in share capital will be justified and disclosed in the stock exchange announcement of the increase in share capital. Such deviation will be made only in the common interest of the shareholders of the Company.

Transactions in PetroNor shares will be made over the stock exchange or by other means at market prices. If there is a limited liquidity in the PetroNor shares, the Board will consider other ways of dealing with equal treatment of shareholders when making transactions in the PetroNor shares.

5: Shares and negotiability

Shares of PetroNor are listed on the Oslo Stock Exchange. There are no restrictions on ownership, trading or voting of shares in PetroNor's Articles of Association.

6: General meetings

PetroNor's Annual General Meeting is to be held by the end of June each year.

The Board will take necessary steps to ensure that as many shareholders as possible may exercise their rights by participating in General Meetings of the Company, and to ensure that General Meetings are an effective forum for the views of shareholders and the Board. The company shall arrange the General Meetings so that the shareholders can attend by electronic means, unless there is a reason to refuse.

An invitation and agenda (including proxy) will be sent out no later than 21 days prior to the meeting to all shareholders in the Company. The invitation will also be distributed as a stock exchange notification. The invitation and support information on the resolutions to be considered at the General Meeting will furthermore normally be posted on the Company's website www.petronorep.com no later than 21 days prior to the date of the General Meeting.

The recommendation of the Nomination Committee will normally be available on the Company's website at the same time as the notice.

PetroNor will ensure that the resolutions and supporting information distributed are sufficiently detailed and comprehensive to allow shareholders to form a view on all matters to be considered at the meeting.

According to Article 7 of the Company's Articles of Association, registrations for the Company's General Meetings must be received at least five calendar days before the meeting is held.

The Chairperson of the Board, as well as the Company auditor and CEO of the Company, shall be present at the General Meetings, unless the circumstances preclude such. The chairperson of the Nomination Committee as well as other Board members should attend the General Meetings. An independent person to chair the General Meeting will, to the extent possible, be appointed. Normally the General Meetings will be chaired by the Company's external corporate lawyer.

Shareholders who are unable to attend in person will be given the opportunity to vote by proxy. The Company will nominate a person who will be available to vote on behalf of shareholders as their proxy. Information on the procedure for representation at the meeting through proxy will be set out in the notice for the General Meeting. A form for the appointment of a proxy, which allows separate voting instructions for each matter to be considered by the meeting and for each of the candidates nominated for elections will be prepared. Dividend, remuneration to the Board and the election of the auditor, are among the matters that will be decided at the Annual General Meeting. After the meeting, the minutes are released on the Company's website.

7: Nomination committee

The company shall have a nomination committee of up to three members, to be elected by the general meeting. The nomination committee shall present proposals to the general meeting regarding (i) election of the chair of the Board, board members and any deputy members, and (ii) election of members of the nomination committee. The nomination committee shall also present proposals to the general meeting for remuneration of the Board and the nomination committee, which is to be determined by the general meeting. The general meeting shall adopt instructions for the nomination

committee. Due to the Company's current shareholder composition, the Nomination Committee will not necessarily be independent of the major shareholders and the company will continuously consider this matter and whether to later propose a more independent appointment of the Nomination Committee.

8: Board of directors – composition and independence

The composition of the Board ensures that the Board represents the common interests of all shareholders and meets the Company's need for expertise, capacity and diversity. The members of the Board represent a wide range of experience including upstream E&P industry, oil service, energy politics and finance. The composition of the Board ensures that it can operate independently of any special interests. Members of the Board are normally elected for a period of two years. Recruitment of members of the Board may be phased so that the entire Board is not replaced at the same time. The General Meeting elects the Chairperson and deputy chairperson (if any). The Company's website and annual report provide detailed information about the Board members expertise and independence. The Company has a policy whereby the members of the Board are encouraged to own shares in the Company, but to dissuade from a short-term approach which is not in the best interests of the Company and its shareholders over the longer term.

The Board is to be composed of at least 2 members who are independent of the Company's major shareholders, and more than half of the members are to be independent of the Company's management and material business relations.

9: The work of the Board and sub-committees

The Board has the overall responsibility for the management and supervision of the activities in general. The CEO is responsible for the Company's daily operations and ensures that all necessary information is presented to the Board.

The Board decides the strategy of the Company and is the final decision in new projects and/or investments. The Board's instructions for its own work as well as for the executive management have particular emphasis on clear internal allocation of responsibilities and duties. The Chairperson of the Board ensures that the Board's duties are undertaken in efficient and correct manner. The Board has established separate rules of procedures for its work. Such rules of procedure also address how the Board and management shall deal with agreements with related parties, and in particular whether independent valuations of such agreements should be obtained. In addition, the Board will report on such agreements in its annual report.

The Board shall stay informed of the Company's financial position and ensure adequate control of activities, accounts and asset management. The Board member's experience and skills are crucial to the Company both from a financial as well as an operational perspective.

An annual schedule for the Board meetings is prepared and discussed together with a yearly plan for the work of the Board. The Board will consider evaluating its performance and expertise annually.

The Company has guidelines to ensure that members of the Board and executive personnel notify the Board if they have any material direct or indirect interest in any transaction entered into by the Company. Should the Board need to address matters of a material character in which the Chairperson is or has been personally involved, the matter will be chaired by an independent member of the Board to ensure a more independent consideration.

The Board has established an Audit & Risk Committee and a Remuneration Committee as sub-committees of the Board.

The Audit & Risk Committee shall consist of at least three members appointed by and among the Board. All members of the Audit & Risk Committee must be non-executive directors, a majority of the members should be independent of the management and the Company, and there must be adequate accounting and finance competence among the members of the committee. The Audit & Risk Committee's role is to supervise the Group's accounting and financial performance, as well as ensuring that adequate internal control and reporting requirements exist. The role is further detailed in a separate Audit & Risk Committee Charter.

The Remuneration Committee shall consist of up to three members appointed by and among the Board. All members shall be independent of the management. The Remuneration Committee's role is to assist and advise the Board on matters relating to the remuneration of the Board and management, as well as salary, bonus and benefit policies for the employees in general. The role is further detailed in a separate Remuneration Committee Charter.

10: Risk management and internal control

Financial and internal control, as well as short- and long-term strategic planning and business development, all according to PetroNor's business idea and vision and applicable laws and regulations, are the Board's responsibilities and the essence of its work. This emphasises the focus on ensuring proper financial and internal control, including risk control systems.

The Board approves the Company's strategy and level of acceptable risk, as documented in the guiding tool "Risk Management" described in the relevant note in the consolidated financial statements in the Annual Report.

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

For further details on the use of financial instruments, refer to relevant note in the consolidated financial statements in the Annual Report and the Company's guiding tool "Financial Risk Management" described in relevant note in the consolidated financial statements in the Annual Report.

11: Remuneration of the board of directors

The remuneration to the Board will be decided by the Annual General Meeting each year.

PetroNor is a diversified company, and the remuneration will reflect the Board's responsibility, expertise, the complexity and scope of work as well as time commitment.

The remuneration to the Board is not linked to the Company's performance and share options shall not be granted to Board members. Remuneration in addition to normal director's fee will be specifically identified in the Annual Report.

Members of the Board normally do not take on specific assignments for the Company in addition to their appointment as a member of the Board. Any exemptions shall be clarified with the full board.

12: Remuneration of the executive personnel

The Board has established guidelines for the remuneration of the executive personnel. The guidelines will be presented to the Annual General Meeting each year and shall set out the main principles applied

in determining the salary and other remuneration of the executive personnel. The guidelines ensure convergence of the financial interests of the executive personnel and the shareholders. The guidelines shall be clear and transparent and contribute to the Company's strategy, long term interests and financial viability.

The remuneration shall, both with respect to the chosen kind of remuneration and the amount, encourage addition of values to the Company and contribute to the Company's common interests – both for management as well as the owners.

Remuneration based on performance will normally be capped upwards.

13: Information and communications

The Company has established guidelines for the Company's reporting of financial and other information. The Chairperson and CEO are authorised by the Board to speak to, or be in contact with the press.

The Company publishes an annual financial calendar including the dates the Company plans to publish the quarterly and interim updates and the date for the Annual General Meeting. The calendar can be found on the Company's website and will also be distributed as a stock exchange notification and updated on Oslo Stock Exchange's website. The calendar is published at the end of a fiscal year, according to the continuing obligations for companies listed on the Oslo Stock Exchange. The calendar is also included in the Company's interim reports.

All information to shareholders is published simultaneously on the Company's website and to appropriate financial news media.

PetroNor normally makes four quarterly presentations per year to shareholders, potential investors and analysts in connection with quarterly earnings reports or trading updates. The quarterly presentations are held through webinars to facilitate participation by all interested shareholders, analysts, potential investors and members of the financial community. A question-and-answer session is held at the end of each presentation to allow management to answer the questions of attendees. A recording of the webinar presentation is retained on the Company's website www.petrnorep.com for a limited number of days.

The Company also makes investor presentations at conferences in Norway and internationally. The information packages presented at such meetings are published simultaneously on the Company's website.

14: Take-overs

PetroNor has established the following guiding principles for how the Board will act in the event of a take-over bid. In a bid situation, the Board shall help to ensure that shareholders are treated equally, and that the company's business activities are not disrupted unnecessarily. The Board shall ensure that shareholders are given sufficient information and time to form a view of relevant offers.

As of today, the Board does not hold any authorisations as set forth in Section 6-17 of the Securities Trading Act, to effectuate defence measures if a takeover bid is launched on PetroNor.

The Board may be authorised by the General Meeting to acquire its own shares but will not be able to utilise this in order to obstruct a takeover bid, unless approved by the General Meeting following the announcement of a takeover bid.

As a rule, the Company will not enter into agreements with the purpose to limit the Company's ability to arrange other bids for the Company's shares unless it is clear that such an agreement is in the common interest of the Company and its shareholders. As a starting point the same applies to any agreement on the payment of financial compensation to the bidder if the bid does not proceed. Any financial compensation will as a rule be limited to the costs the bidder has incurred in making the bid. The Company will generally seek to disclose agreements entered into with the bidder that are material to the market's evaluation of the bid no later than at the same time as the announcement that the bid will be made is published.

In the event of a take-over bid for the Company's shares, the Board will not exercise mandates or pass any resolutions with the intention of obstructing the take-over bid unless this is approved by the General Meeting following announcement of the bid.

If an offer is made for the Company's shares, the Board will issue a statement evaluating the offer and making a recommendation as to whether shareholders should or should not accept the offer. The Board will also arrange a valuation with an explanation from an independent expert. The valuation will be made public no later than at the time of the public disclosure of the Board's statement. Any transactions that are in effect a disposal of the Company's activities will be decided by a General Meeting.

15: Auditor

The auditor will be appointed by the General Meeting.

The Board has appointed an Audit & Risk Committee as a sub-committee of the Board, which will meet with the auditor regularly. The auditor shall on an annual basis submit an additional report to the audit committee in which it declares its independence and explains the results of the statutory audit carried out by providing a range of information about the audit.

The auditor will send a complete Management Letter/Report to the Board – which is a summary report of risks faced by the business. The auditor participates in meetings of the Board that deal with the annual accounts, where the auditor reviews any material changes in the Company's accounting principles, comments on any material estimated accounting figures and reports all material matters on which there has been disagreement between the auditor and the executive management of the Company.

In view of the auditor's independence of the Company's executive management, the auditor is also present in at least one Board meeting each year at which neither the CEO nor other members of the executive management are present. The Board shall on an annual basis review the internal control procedures jointly with the auditor, including weaknesses identified by the auditor and assess proposals for improvement.

PetroNor places importance on independence and has established guidelines in respect of retaining the Company's external auditor by the Company's executive management for services other than the audit.

The Board reports the remuneration paid to the auditor at the Annual General Meeting, including details of the fee paid for audit work and any fees paid for other specific assignments.