



## HAFNIA LIMITED

MINUTES OF THE 2020 ANNUAL GENERAL MEETING OF THE COMPANY HELD AT WASHINGTON MALL PHASE 2, 4TH FLOOR, SUITE 400, 22 CHURCH STREET, HM 1189, HAMILTON HM EX, BERMUDA ON FRIDAY, 22 MAY 2020 AT 11.00 A.M. (BERMUDA TIME)

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### PRESENT:

Mr. Michael Gerard Smyth  
(as proxy holder representing 273,034,611 shares)

Ms. Susan Elizabeth Reedy  
(as proxy holder representing 40,285 shares)

Mr. Shawn Gregory Angiers  
(as proxy holder representing 210,859 shares)

### 1. CHAIRMAN

In the absence of the Chairman of the Company, Mr. Michael Gerard Smyth chaired the meeting and Ms. Susan Elizabeth Reedy acted as Secretary to the meeting.

### 2. CONFIRMATION OF NOTICE AND QUORUM

The Secretary confirmed that notice of the meeting had been given to all Members of the Company and that a quorum as required under the Bye-laws of the Company was present.

### 3. AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE AUDITOR'S REPORT

The audited consolidated financial statements of the Company for the financial year ended 31 December 2019, together with the Auditor's report thereon, were received at the meeting.

### 4. NUMBER OF DIRECTORS

RESOLVED THAT the number of Directors for the forthcoming year shall be up to eight.

FOR	AGAINST	ABSTAIN
273,285,755	0	0

### 5. RE-ELECTION OF DIRECTORS

RESOLVED THAT the following persons be and are hereby re-elected as Directors for the following terms:

	<u>Period</u>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Mr. John Ridgway	2 years	273,285,755	0	0
Ms. Ouma Sananikone	2 years	273,285,755	0	0

**6. ADOPTION OF NEW BYE-LAWS**

RESOLVED THAT the Bye-laws of the Company be and are hereby amended in the manner as set out in Appendix A of the Notice of Annual General Meeting dated 30 April 2020 and the amended Bye-laws be and are hereby approved and adopted as the Bye-laws of the Company in substitution for and to the exclusion of all the existing Bye-laws thereof.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
273,285,755	0	0

**7. RE-APPOINTMENT OF CHAIRMAN**

RESOLVED THAT Mr. Andreas Sohmen-Pao be and is hereby re-appointed as Chairman of the Company to hold office until the next Annual General Meeting of the Company.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
273,285,755	0	0

**8. ESTABLISHMENT OF NOMINATION COMMITTEE**

RESOLVED THAT a Nomination Committee be established comprising the following members:

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Mr. Andreas Sohmen-Pao (Chairman)	273,285,755	0	0
Mr. Bjarte Bøe	273,285,755	0	0
Ms. Elaine Yew Wen Suen	273,285,755	0	0

**9. GUIDELINES FOR NOMINATION COMMITTEE**

RESOLVED THAT the Guidelines of the Nomination Committee be and are hereby approved and adopted.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
273,285,755	0	0

**10. DIRECTORS' FEES**

RESOLVED THAT the annual fees payable for the period from the 2020 Annual General Meeting to the 2021 Annual General Meeting to the Directors and Committee Members be approved as follow:

<b>Role</b>	<b>Fees</b>
Chairman	USD 80,000
Board Members	USD 65,000
Audit Committee Chair	USD 10,000
Audit Committee Member	USD 5,000
Remuneration Committee Chair	USD 10,000
Remuneration Committee Member	USD 5,000
Nomination Committee Chair and Member	USD 2,500

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
273,285,755	0	0

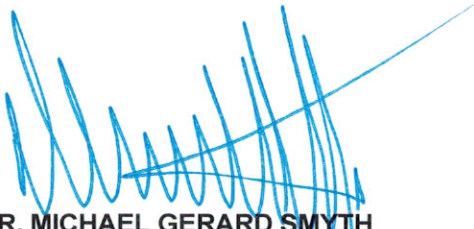
**11. RE-APPOINTMENT OF AUDITOR**

RESOLVED THAT KPMG LLP be re-appointed as Auditor to hold office until the conclusion of the next annual general meeting at a fee to be determined by the Board of Directors.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
271,049,512	2,236,243	0

**12. CLOSE**

There being no other business, the meeting terminated.



**MR. MICHAEL GERARD SMYTH**  
Chairman of the Meeting