5th September 2019

## Charter of the Audit Committee

**§1 Appointment and composition of the Audit Committee**

The Audit Committee shall have at least three members. The Board of Directors shall appoint from among the directors the members and the chairman of the Audit Committee for one year at a time. The members of the Audit Committee shall have the qualifications necessary to perform the responsibilities of the Audit Committee, and at least one member shall have expertise specifically in accounting, bookkeeping or auditing. The members of the Audit Committee shall be independent of the company and at least one of the members shall be independent of significant shareholders.

The CFO of the company acts as the secretary of the Audit Committee. The secretary's task is to participate in the preparations for the meetings and to prepare the minutes.

**§2 Duties of the Audit Committee**

The Audit Committee’s duty to assist the company’s Board of Directors in ensuring that the company has sufficient internal control system encompassing all of its operations. In addition, the Committee assists the Board of Directors in ensuring that the monitoring of the company’s accounting and asset management have been organised in an appropriate manner. It is also the Audit Committee’s duty to monitor that the operations and internal control of the company have been arranged in a manner required by legislation, valid regulations and a good management and administration system, and to monitor the activities of internal auditing.

To execute its duties, the Audit Committee shall:

* monitor the reporting process of financial statements
* supervise the financial reporting process
* monitor the efficiency of the company’s internal control, internal audit, if applicable, and risk management systems
* review the description of the main features of the internal control and risk management systems in relation to the financial reporting process, which is included in the company’s Corporate Governance Statement
* monitor the statutory audit of the financial statements and consolidated financial statements
* evaluate the independence of the statutory auditing or audit firm, particularly the provision of related services to the company
* prepare the proposal for resolution on the election of the auditor
* monitor the financial position of the company and
* contact with the auditor and revision of the reports that the auditor prepares for the Audit Committee.
* make recommendations to the Board in matters requiring a Board resolution

**§3 Working of the Audit Committee**The Audit Committee shall convene at least four times a year invited by the chairman of the Committee. In addition to the meeting participants, the invitation and the agenda are also sent to other members of the Board of Directors for information.

The Committee shall be considered to have quorum when the chairman of the Committee and at least one Committee member are present.

In addition to the members of the Committee and the secretary, Committee meetings are also attended by the company’s President and CEO and, depending on the matters being discussed, the member of the Board of Directors responsible for the company’s finance and risk management and the company’s auditor.

The Committee shall have the authority to request reports relating to any of the duties within the scope of its responsibility.

Minutes shall be prepared of the meetings of the Committee, which are signed by the chairman and the secretary of the Committee. The minutes are distributed to the Board of Directors. The Committee reports on its activities also otherwise to the Board of Directors on a regular basis.