

Complaints Procedure

(Whistleblowing)

1. Purpose

Northern Ocean Ltd., (including all its subsidiaries, collectively referred to as the “Company”) is committed to provide a control environment in which internal controls can be exercised effectively to promote efficiency, reduce the risk of asset loss and help ensure the reliability of financial reporting and compliance with applicable laws and regulation. This Policy establishes the procedures under which good faith complaints regarding business and accounting matters are lodged to the Company and dealt with efficiently.

2. Scope

In order to facilitate the whistle blowing, as defined in Section 3.3 below, the Company has established the following procedures for: (i) the confidential, anonymous submission of concerns by employees, and (ii) the receipt, retention and treatment of complaints received by the Company.

3. Statement of Policy

3.1 Employees are encouraged to submit reports of concerns

All employees are notified of the Complaints Procedure through the Corporate Code of Business Ethics and Conduct. The Corporate Code of Business Ethics and Conduct is stated on the Company’s web site.

Employees are also advised that the Company seeks to ensure that any employee of the Company wishing to submit reports of concerns under this Policy shall be free to do so without fear of either dismissal without due cause or of retaliation.

3.2 Lodgment of complaints

Any person with, or who receives from outside the Company, relevant complaints should lodge such complaints either:

- Directly to their manager, or
- Using a telephone and web based compliance hotline which is provided and managed by a third party service provider. This can be used by employees, officers, directors and business partners of the Company to report concerns pursuant to this Policy.
- Any person wishing to submit a complaint may do so via the compliance hotline or by calling a number as per Appendix 1 or visiting <https://report.whistleb.com/northern> and follow the instructions provided.
- Any complaints submitted through the compliance hotline will be received by the service providers and forwarded in a secure manner to the following individuals:
 - CEO

➤ A Director of the Board

The complaints will be provided directly to the above individuals, but will not be discussed by the third party service provider with or reported to any other person at any time. If a complaint involves any of the above referenced persons the complaint will be reported to the non-involved person, notwithstanding the subject matter of the complaint.

3.3 Matters covered by these policies

These procedures relate to complaints or concerns including, without limitation, the following:

- Fraud or deliberate error in the preparation, review and presentation of the financial statements of the Company.
- Fraud or deliberate error in the recording and maintenance of financial records of the Company, including errors which may result in the loss of the Company's assets.
- Misrepresentation or false statement by a senior officer or accountant regarding matters contained in financial records and financial reports of the Company.
- Suspected intentional deviation from full and fair reporting of the Company's financial results or condition.
- Deficiencies in or noncompliance with the Company's internal accounting control procedures.
- Non-compliance with the Company's Financial Crime Policy
- Suspected intentional deviation from other key business controls that are subject to external regulation such as Health & Safety legislation, employment legislation, financial legislation etc.
- Suspected intentional deviation from any other business control that may have a major impact on the Company's operations.

3.4 Treatment of complaints

Upon receipt of a complaint by an employee or a manager of the Company, the recipient will (i) when possible, acknowledge receipt of the complaints to sender and (ii) notify the a Director of the complaint.

Complaints will normally be reviewed internally by Board of Directors if it is deemed appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and with any applicable legal requirements.

If the complaint is deemed relevant and it requires further action, the Board of Directors will involve others in addressing the issue, including, but not limited to, the Chief Executive Officer, Chief Financial Officer or Chief Accounting Officer.

Prompt and appropriate corrective action will be taken when and as warranted by the Company. Should the complaint not be upheld, the complainant has right of appeal directly to

the Board of Directors.

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employees with respect to good faith reporting of complaints or otherwise as specified in the Norwegian Working Environment Act Chapter 2A. The Company will not tolerate any action by its employees or any other persons which have a similar effect.

3.5 Reporting and retention of complaints and investigation

The CEO and a designated Director will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Board of Directors. Copies of complaints and such log will be maintained for up to seven (7) years.

4 Statement of Policy

The Policy shall be subject to periodic review and revision by the Board as necessary and appropriate at least once a year. The Board, in consultation with an outside counsel, if appropriate, shall have the authority to make any interpretations regarding the operation of this Policy.