

Remuneration Committee Charter

1 Establishment and purpose

- 1.1 Pursuant to the Rules of Procedure of the Board of Directors of The Drilling Company of 1972 A/S, CVR no. 40404716 (the "Company"), the Board of Directors has resolved to establish a remuneration committee (the "Remuneration Committee").
- 1.2 The overall purpose of the Remuneration Committee shall be to provide recommendations to assist the Board of Directors to:
 - a. Adopt, maintain and oversee a remuneration policy for the members of the Board of Directors and the Executive Management, including overall guidelines on incentive pay to the Board of Directors and Executive Management of the Company which supports the strategy of the Company and create value for the shareholders;
 - b. Evaluate and make recommendations for the remuneration of Executive Management;
 - c. Evaluate and make recommendations for the remuneration of the members of the Board of Directors and its committees;
 - d. Annually review the compensation level for the Senior Management Team ("SMT") based on the recommendation presented by the CEO;
 - e. Maintain the general incentive framework for all employees; and
 - f. Carry out certain general assignments.

The remuneration policy and any changes thereto shall be approved by the Board of Directors as well as the general meeting.

2 Members

- 2.1 The Remuneration Committee shall consist of no less than three members. The members shall be appointed by and among the members of the Board of Directors.
- 2.2 A member of the Remuneration Committee shall be designated by the Board of Directors as Chairman of the Remuneration Committee.
- 2.3 The members of the Remuneration Committee shall be appointed for a one-year term. The Board of Directors can at any time and without notice decide to change the composition of the Remuneration Committee.
- 2.4 Any member of the Remuneration Committee who resigns from the Board must also resign from the Remuneration Committee.

3 Assignments

- 3.1 Policies and guidelines
 - 3.1.1 The overall assignments of the Remuneration Committee in respect of the supervision of the Company's policies are to:

- a. Make recommendations to the Board of Directors for a clear and transparent remuneration policy, which shall take into consideration the Danish Recommendations on Corporate Governance issued by the Committee on Corporate Governance (as amended from time to time). The remuneration policy should include a detailed description of the remuneration components for the members of the Board of Directors and the Executive Management, the overall guidelines on incentive pay to the Board of Directors and the Executive Management in accordance with the Danish Companies Act section 139;
- b. Continuously review the remuneration of the members of the Board of Directors and the Executive Management to confirm that such remuneration is in accordance with the Company's remuneration policy, including the overall guidelines on incentive pay to the Board of Directors and Executive Management, and is consistent with the performance of the relevant member;
- c. Annually review and, if relevant, make recommendations for amendment of the remuneration policy for the members of the Board of Directors and the Executive Management; and
- d. Annually review and, if relevant, make recommendations for amendment of the general incentive framework for all other employees in the organization, including the SMT, to be implemented by the CEO.

3.2 Remuneration of Executive Management

3.2.1 The overall assignments of the Remuneration Committee in respect of the supervision of the remuneration of the Executive Management are to:

- a. Annually review the compensation level of the Executive Management and compare it to the market level of management compensation among comparable companies;
- b. Ensure that agreements with the members of the Executive Management (including the remuneration terms thereof) adhere to the principles set out in the remuneration policy as approved by the Board of Directors and general meeting of the Company;
- c. Review adherence to share ownership or shareholding guidelines;
- d. Review any proposals and make recommendations to the Board of Directors regarding any change to the remuneration or contract terms of the Executive Management;
- e. Review any proposals and make recommendations to the Board of Directors regarding any severance payment to the Executive Management; and

- f. Assist the Board of Directors to monitor the administration of remuneration to the Executive Management (i.e. that the remuneration actually paid is in accordance with the applicable Remuneration Policy).

3.3 Remuneration of the Board of Directors

3.3.1 The overall assignments of the Remuneration Committee in respect of the supervision of the remuneration of the Board of Directors are to:

- a. Make recommendations to the Board of Directors regarding the remuneration of the members of the Board of Directors (including the board committees); and
- b. Assist the Board of Directors to monitor the administration of remuneration to the Board of Directors (i.e. that the remuneration actually paid is in accordance with the applicable Remuneration Policy).

3.4 Remuneration of the SMT

3.4.1 The overall assignments of the Remuneration Committee in respect of the supervision of the remuneration of the senior management are to:

- a. Annually review the compensation level for senior management based on the recommendation presented by the CEO.

3.5 The general incentive framework for all employees

3.5.1 The overall assignments of the Remuneration Committee in respect of the maintenance of the general incentive framework are to:

- a. Make recommendations to the Board of Directors at the start of each financial year regarding the criteria for determining the size of the Company's incentive pay for all employees for the present year to be set out in the general incentive framework for the Group as reviewed by the Remuneration Committee. At the conclusion of each financial year, review and make recommendations to the Board of Directors regarding the size and allocation of the incentive pay against the criteria agreed at the start of the financial year.
- b. Review any proposals presented by management as regards the general incentive framework applicable for all employees.

3.6 General assignments

3.6.1 The general assignments of the Remuneration Committee are to:

- a. Monitor that the information in the annual report regarding the remuneration of the Board of Directors and the Executive Management is correct, sufficient, and gives a true and fair view;

- b. Obtain information about the aggregate remuneration that each member of the Board of Directors and the Executive Management receives from companies in the Group other than the Company;
- c. Make recommendations regarding the criteria for assessing the annual incentive and performance pay for the Executive Management of the Company;
- d. Assist the Board of Directors with the preparation and review of the documents relevant to the general meetings of the Company; and
- e. Assist the Board of Directors with the preparation and review of the annual remuneration report.

4 Meetings

- 4.1 Meetings shall be held when deemed necessary by the Chairman of the Remuneration Committee, subject to a minimum of three meetings a year.
- 4.2 The Executive Management and a member of the Remuneration Committee may request a meeting of the Remuneration Committee to be held.
- 4.3 The Chairman of the Remuneration Committee shall convene the meetings with not less than seven calendar days' notice and determine the agenda which shall be sent to the members in advance of each meeting.
- 4.4 Minutes of the meetings of the Remuneration Committee shall be prepared for each meeting by the Board Secretariat and section [3.8] of the Rules of Procedure of the Board of Directors shall apply equally to such minutes. When the minutes have been approved, copies of the minutes shall be forwarded to the members of the Board of Directors, the Head of HR and Head of Legal.
- 4.5 The work of the Remuneration Committee is subject to the same confidentiality as the work of the Board of Directors.
- 4.6 Members of the Board of Directors, the Executive Management, the Head of HR, Head of Reward, other relevant employees and external parties (e.g. advisers) may participate in the open sessions of meetings of the Remuneration Committee upon invitation. Such participants will not be entitled to vote on resolutions to be passed by the Remuneration Committee.

5 Resolutions at the Remuneration Committee

- 5.1 Resolutions are passed by simple majority. The Chairman of the Remuneration Committee shall have a casting vote.

6 Authorisation

- 6.1 The Remuneration Committee shall report and make recommendations to the Board of Directors.
- 6.2 The Remuneration Committee is authorised to examine all matters within the scope of its Charter.

6.3 To the extent the Remuneration Committee deems it relevant or appropriate, it is authorised to appoint external advisors to assist them in carrying out their assignments within the scope of this Charter. Such external advisors shall not be the same as those retained by Executive Management in this regard. The fees of the Remuneration Committee's external advisers shall be paid by the Company.

7 Review of Charter

7.1 The Remuneration Committee shall review this Remuneration Committee Charter once every year. Amendments shall be approved by the Board of Directors.

Approved by the Board of Directors on 2 April 2019.