

Corporate Governance Statement

This corporate governance statement for The Drilling Company of 1972 A/S, company registration no. 40404716 (the "Company", and together with its subsidiaries and affiliates, "Maersk Drilling") has been prepared pursuant to Section 107b of the Danish Financial Statements Act and Nasdaq's "Nordic Main Market Rulebook for Issuers of Shares" for the financial year 2021.

This statement includes a description of the Company's management structure and a review of how the Company considers the Danish Recommendations on Corporate Governance issued by the Committee on Corporate Governance in December 2020.

1 Management structure

The Company has a two-tier management structure consisting of the Board of Directors and the Executive Management. The Board of Directors supervises the work of the Executive Management and is responsible for the overall and strategic management and proper organisation of Maersk Drilling's business. The Executive Management handles the day-to-day management of Maersk Drilling. No person will serve as a member of both corporate bodies.

Board of Directors

Pursuant to the Company's Articles of Association, the Board of Directors shall consist of four to eight members elected by the general meeting. In 2021, the Board of Directors consisted of six members elected by the general meeting and two members elected among the employees of Maersk Drilling A/S, company registration no. 32673821, pursuant to a voluntary agreement for group employee representation. The members of the Board of Directors elected by the general meeting are elected for a term of one year. Re-election of board members may take place.

The Board of Directors holds at least five regular meetings annually, including a strategy review, and ad hoc meetings as required. In 2021, the Board of Directors held 12 meetings.

The general meeting elects a Chairman of the Board of Directors and the Board of Directors elects a Vice Chairman among its members. The Chairman and the Vice Chairman together constitute the Chairmanship. The Chairmanship performs certain preparations and planning ahead of board meetings, evaluation of the Board of Directors and coordination with the Executive Management.

In 2021, the composition of the Board of Directors and its permanent committees was as follows:

Board of Directors	Chairmanship	Audit & Risk Committee	Remuneration Committee	Nomination Committee	Safety & Sustainability Committee
Claus V. Hemmingsen (Chairman of the Board)					
Robert Maersk Ugglå					
Alastair Maxwell					
Ann-Christin G. Andersen					
Kristin H. Holth					
Martin Larsen					
Caroline Alting					
Glenn Gormsen					

 Chair

 Member

Audit & Risk Committee

The Audit & Risk Committee consists of three members chosen by and among members of the Board of Directors. The overall purpose of the Audit & Risk Committee is to monitor and review Maersk Drilling's financial reporting and related procedures, including the effectiveness thereof, and evaluate the accounting policies, estimates and judgments as well as transactions with related parties. Further, the Audit & Risk Committee is to check and monitor Maersk Drilling's external audit, including review of the audit process; the independence of the external audit; the procedures for election of the external auditor; and provision on non-audit services and auditor remuneration. Moreover, the Audit & Risk Committee assists the Company's internal controls and risk management, including the ethics hotline (whistleblower scheme). Additionally, the Audit & Risk Committee is to supervise and review Maersk Drilling's internal control and risk procedures, including legal, regulatory and IT risks that support financial reporting and related activities. In addition, the Audit & Risk Committee shall be responsible for overseeing the overall Enterprise Risk Management framework.

The Audit & Risk Committee holds at least five meetings annually, and in 2021 five meetings were held.

The majority of the members of the Audit & Risk Committee are considered independent.

Remuneration Committee

The Remuneration Committee consists of three members of the Board of Directors. The overall purpose of the Remuneration Committee is to assist in maintaining and overseeing the Remuneration Policy for the members of the Board of Directors and the Executive Management. Further, the Remuneration Committee evaluates and makes recommendations for the remuneration of the members of the Board of Directors and the Executive Management. Additionally, the Remuneration Committee annually reviews the compensation level for the Executive Leadership Team and the general incentive framework for other employees of Maersk Drilling.

The Remuneration Committee holds at least three meetings annually, and in 2021 four meetings were held.

The majority of the members of the Remuneration Committee are not considered independent.

Nomination Committee

The Nomination Committee consists of two members of the Board of Directors. The overall purpose of the Nomination Committee is to assist the Board of Directors with ensuring that appropriate plans and processes are in place for nomination of candidates to the Board of Directors (including the Chairmanship), the Executive Management and the board committees. The Nomination Committee annually evaluates the composition of the Executive Management and, if requested by the Chairmanship, assists with the annual evaluation of the Board of Directors. This includes making recommendations for nomination or appointment of members of (a) the Board of Directors, (b) the Executive Management and (c) the board committees established by the Board of Directors.

The Nomination Committee holds at least two meetings annually, and in 2021 two meetings were held.

The members of the Nomination Committee are not considered independent.

Safety & Sustainability Committee

The Safety & Sustainability Committee consists of three members of the Board of Directors. The overall purpose of the Safety & Sustainability Committee is to assist the Board of Directors with overseeing Maersk Drilling's identification, management and mitigation of risks associated with matters of health, safety, security, environment and sustainability, including the annual Sustainability Report.

The Safety & Sustainability Committee holds at least two meetings annually, and in 2021 one meeting was held, while the second meeting was deferred and held in January 2022.

The majority of the members of the Safety & Sustainability Committee are considered independent.

Executive Management

Pursuant to the Company's Articles of Association, the Executive Management shall consist of one to three members appointed by the Board of Directors. In 2021, the Executive Management consisted of two members, the Chief Executive Officer and the Chief Financial Officer, who are responsible for the day-to-day management and compliance with the procedures, instructions, guidelines and recommendations issued by the Board of Directors.

In 2021, the Executive Management consisted of Jørn Madsen, CEO, and Christine Morris, CFO.

The Executive Management's main responsibilities include the organisation of the Company as well as allocation of resources, determination, implementation and execution of strategies and policies and ensuring timely reporting to the Board of Directors. The Executive Management also presents and recommends proposals on the overall strategy and objectives to the Board of Directors.

2 The main elements of the Company's internal control and risk management systems in connection with financial reporting

Control environment

The Board of Directors is ultimately responsible for Maersk Drilling's internal controls and risk management in relation to financial reporting. The Audit & Risk Committee assists the Board of Directors in overseeing the financial reporting and financial risk management process. Executive Management is responsible for the implementation of effective internal controls over financial reporting.

Executive Management has implemented a clear overview of responsibilities and authority structure in the financial reporting process, with segregation of duties between the teams preparing financial reporting and the team controlling the reporting. Policies have been established outlining accounting treatment of significant business flows and transactions. The same policies and systems are applied globally.

Executive Management reviews internal financial reporting and supporting business documentation on a monthly basis and quarterly, semi-annual and annual external financial reporting prior to their release.

Risk Assessment

On an annual basis, the Executive Management performs a risk assessment of financial reporting processes focusing on identifying significant risk of error or fraud. New risks are added based on materiality of underlying transactions and likelihood of error or fraud resulting from the accounting processes applied. At the same time, all previously implemented controls are assessed to ensure efficiency of the controlling process.

Internal control activities

Control activities mitigating significant risks have been defined as part of the financial reporting processes. Internal controls include both manual and system controls. The same control requirements apply for all entities and are performed using standard global systems.

Monthly senior management review sessions are carried out, where significant financial items are discussed and additional need-basis reviews or controls are added based on the financial reporting for the period.

Information and communication

Financial policies are documented in manuals and process maps. They are available to all users performing accounting and consolidation tasks. Classroom and desktop training sessions are arranged to increase the awareness of processes and controls.

Global ERP and consolidation systems ensure use of standard chart of accounts and increase the transparency and reliability of the reported numbers.

Monitoring

An assessment of the design and operating effectiveness of all controls implemented to mitigate significant risks identified through the risk assessment process is carried out by a team independent of those responsible for performing controls. All risks and mitigating controls are assessed minimum once a year. The assessment

results are presented to those responsible for performing controls, to the Executive Management and to the Audit & Risk Committee.

The external auditors elected by the Annual General Meeting evaluate internal controls within their scope and report significant weaknesses to the Executive Management and the Audit & Risk Committee.

Maersk Drilling does not currently have an internal audit function. The Audit & Risk Committee annually reviews the need for establishing an independent assurance function.

3 Recommendations on good corporate governance

The Recommendations on Corporate Governance from December 2020, which are available on the Committee on Corporate Governance's website (www.corporategovernance.dk), apply to the Company as its shares are admitted to trading and official listing on Nasdaq Copenhagen A/S. The Company is required to report on its compliance with these recommendations according to the "comply or explain" principle. For purposes of transparency, the Company's position on each recommendation is described in the following and reflects the situation at the time of the reporting.

The Company complies with 38 out of the 40 Recommendations on Corporate Governance. In regard to recommendation 1.1.3 (quarterly financial reports), and 3.4.2 (majority independence of all board committees), the Company has chosen not to comply with the recommended approach. The Company believes that the deviations are well-founded and explanations for the Company's alternative approach are set out below.

Adopted by the Board of Directors of Maersk Drilling.

Recommendation	Explanation and comments
<p>1. Interaction with the company's shareholders, investors and other stakeholders</p>	
<p>1.1. Communication with the company's shareholders, investors and other stakeholders</p>	
<p>1.1.1. The Committee recommends that the management through ongoing dialogue and interaction ensures that shareholders, investors and other stakeholders gain the relevant insight into the company's affairs, and that the board of directors obtains the possibility of hearing and including their views in its work.</p>	<p style="text-align: center; vertical-align: middle;">We comply</p> <p>The Investor Relations function aims to actively ensure an ongoing dialogue between the Company and the investor community, analysts, and other capital market stakeholders.</p> <p>The Company's Investor Relations website is designed to be easily accessible, user-friendly and provide stakeholders with relevant materials and information, including stock exchange announcements; annual and half-yearly financial statements; quarterly trading statements; fleet status reports; investor presentations; and historical financial figures. Additionally, it is possible to subscribe to company announcements, press releases and other news under the Investor Relations section on the Company's website.</p> <p>Investor Relations regularly interact with investors and analysts at roadshows and equity conferences. Additionally, open-access teleconferences are held in connection with publication of the Annual Report, half-yearly interim report and quarterly trading statements. Learnings from such interactions are shared with the Board of Directors to the extent relevant.</p>
<p>1.1.2. The Committee recommends that the company adopts policies on the company's relationships with its shareholders, investors and if relevant other stakeholders in order to ensure that the various interests are included in the company's considerations and that such policies are made available on the company's website.</p>	<p style="text-align: center; vertical-align: middle;">We comply</p> <p>The Company acknowledges the importance of a good and constructive relationship with all the Company's stakeholders. With a view to ensure that the stakeholders' interests are properly taken into account, Executive Management has adopted an Investor Relations Policy concerning the Company's communication with relevant stakeholders, which is available on the Company's website.</p>

	<p>In addition to this specific policy, Maersk Drilling and its employees conduct business according to the Maersk Drilling Values (Constant Care; Humbleness; Uprightness; Our Employees; and Our Name) and our Code of Conduct, which is available on the Company's website..</p>
<p>1.1.3. The Committee recommends that the company publishes quarterly reports.</p>	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">We do not comply</p> <p>The Company publishes quarterly trading statements in the form of company announcements instead of quarterly financial reports for Q1 and Q3.</p> <p>Quarterly trading statements enable shareholders, analysts and other stakeholders to assess Maersk Drilling's financial and business performance by providing a reporting overview of certain financial metrics and key performance indicators, including relevant comparative figures.</p> <p>Additionally, the quarterly trading statements contain management's view on e.g. operating highlights, recent market developments and commercial outlook, fleet status as well as relevant non-revenue items.</p> <p>The Company believes this is an appropriate level of disclosure based on its focus on creation of long-term shareholder value and the characteristics of the industry.</p>

1.2. The general meeting

1.2.1. The Committee recommends that the board of directors organises the company’s general meeting in a manner that allows shareholders, who are unable to attend the meeting in person or are represented by proxy at the general meeting, to vote and raise questions to the management prior to or at the general meeting. The Committee recommends that the board of directors ensures that shareholders can observe the general meeting via webcast or other digital transmission.

We comply

In planning general meetings, the Company strives to promote active ownership and dialogue with its shareholders and the investor community at large, e.g. by announcing the date of the general meeting well in advance.

Notices convening general meetings are published and available on the Company’s website together with any other information pertaining to the general meeting. Shareholders may also request to receive such information directly.

Shareholders can record their voting instructions via the Company’s Investor Portal or by postal vote. Shareholders also have the option of giving a proxy to the Board of Directors or a named third party to represent them at a general meeting.

General meetings are webcasted on the Company’s website. If deemed appropriate and relevant, the Board of Directors can decide to conduct the general meeting electronically without the possibility of physical attendance.

1.2.2. The Committee recommends that proxies and postal votes to be used at the general meeting enable the shareholders to consider each individual item on the agenda.

We comply

The proxy and postal vote form provided for the general meeting is available on the Company’s website and allows shareholders to consider each individual agenda item.

1.3. Takeover bids

1.3.1. The Committee recommends that the company has a procedure in place in the event of takeover bids, containing a “road map” covering matters for the board of directors to consider in the event of a takeover bid, or if the board of directors obtains reasonable grounds to suspect that a takeover bid may be submitted. In addition, it is recommended that it appears from the procedure that the board of directors abstains from countering any takeover bids by taking actions that seek to prevent the shareholders from deciding on the takeover bid, without the approval of the general meeting.

We comply

The Company has set up contingency procedures regarding takeover bids outlining a road map on key considerations and responsibilities, according to which the Board of Directors shall not - without the acceptance of the general meeting - attempt to counter a takeover bid by making decisions preventing shareholders from deciding on the takeover bid themselves.

1.4. Corporate Social Responsibility

1.4.1. The Committee recommends that the board of directors adopts a policy for the company's corporate social responsibility, including social responsibility and sustainability, and that the policy is available in the management commentary and/or on the company's website. The Committee recommends that the board of directors ensures compliance with the policy.

We comply

The Company has adopted a Sustainability Policy governing the Company's approach to societal impact and confirms the Company's commitment to the 10 principles of the UN Global Compact, the UNFCCC 2015 Paris declaration, the 2030 Agenda and the UN Sustainable Development Goals, the Universal Declaration on Human Rights, the International Maritime Organisation's Hong Kong convention, and the Fundamental Labour Conventions of the International Labour Organization (ILO). The UN Sustainable Development Goals inform the way we work with sustainability, and the Company's Sustainability Policy is supported by a number of subject-specific policies, which guide the Company's daily operations.

The Company annually publishes a Sustainability Report, which is available on the Company's website together with the Sustainability Policy.

Furthermore, the Company's commitment to sustainability and the Company's compliance with the Sustainability Policy is supported by the permanent Safety & Sustainability Committee consisting of members of the Board of Directors.

1.4.2. The Committee recommends that the board of directors adopts a tax policy to be made available on the company's website.

We comply

The Board of Directors has adopted a Tax Policy outlining the Company's approach to maintain good corporate citizenship in the tax area.

The Tax Policy is available on the Company's website.

2. The duties and responsibilities of the board of directors

2.1. Overall tasks and responsibilities

2.1.1. The Committee recommends that the board of directors in support of the company's statutory objects according to its articles of association and the long-term value creation considers the company's purpose and ensures and promotes a good culture and sound values in the company. The company should provide an account thereof in the management commentary and/or on the company's website.

We comply

The Board of Directors acknowledges the importance of promoting and ensuring a good culture and sound values in the Company.

The Company's core values are Constant Care; Humbleness; Uprightness; Our Employees; Our Name. These core values have been engrained in our way of conducting business for 50 years and drive our culture and the way we do business.

A further account of the Company's purpose is included in the Annual Report.

2.1.2. The Committee recommends that the board of directors at least once a year discusses and on a regular basis follows up on the company's overall strategic targets in order to ensure the value creation in the company.

We comply

Maersk Drilling's strategy and continued development hereof is an essential management task.

In addition to considering material strategic questions and following up on overall strategic targets on an on-going basis, the Board of Directors holds an annual strategy seminar to consider and decide on strategic goals and priorities with a view to ensuring long-term value creation for the Company and its shareholders.

2.1.3. The Committee recommends that the board of directors on a continuously basis takes steps to examine whether the company's share and capital structure supports the strategy and the long-term value creation in the interest of the company as well as the shareholders. The Committee recommends that the company gives an account thereof in the management commentary.

We comply

The Company has adopted a Financial Policy with the objective to define the financial risks of the Company and outline the framework for managing these risks, ensuring a strong capital structure and a solid liquidity profile in order to sustain and enhance equity value. This objective is achieved by reducing the cost of capital, optimising the capital structure, by efficiently and effectively managing financial risks and by ensuring access to long-term funding and credit facilities.

The Board of Directors regularly and at least once a year considers the capital and share structure of the Company to ensure that it is appropriate and supports the strategy and long-term value creation of the Company. The

	<p>Annual Report will account for decisions made regarding capital and share structure.</p>
<p>2.1.4. The Committee recommends that the board of directors prepares and on an annual basis reviews guidelines for the executive management, including requirements in respect of the reporting to the board of directors.</p>	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">We comply</p> <p>At least once a year, the Board of Directors reviews the management instructions for Executive Management that set out the tasks and responsibilities of the Executive Management, including the day-to-day management of the Company.</p> <p>Timely reporting by Executive Management is ensured through the annual wheel for the Board of Directors and regular interactions between the Chairmanship and Executive Management.</p>

2.2. Members of the board of directors

2.2.1. The Committee recommends that the board of directors, in addition to a chairperson, appoints a vice chairperson, who can step in if the chairperson is absent and who can generally act as the chairperson's close sparring partner.

We comply

The Board of Directors has a Chairman and Vice Chairman, who constitute the Chairmanship.

The Chairmanship meets regularly.

2.2.2. The Committee recommends that the chairperson in cooperation with the individual members of the board of directors ensures that the members up-date and supplement their knowledge of relevant matters, and that the members' special knowledge and qualifications are applied in the best possible manner.

We comply

As part of the annual evaluation of the Board of Directors, the competencies, qualifications, and performance of the individual members of the Board of Directors are evaluated to ensure long-term value creation for the Company, shareholders, investors, and other stakeholders, and to ensure that members' knowledge and qualifications are applied in the best possible manner.

2.2.3. The Committee recommends that if the board of directors, in exceptional cases, requests a member of the board of directors to take on special duties for the company, for instance, for a short period to take part in the daily management of the company, the board of directors should approve this in order to ensure that the board of directors maintains its independent overall management and control function. It is recommended that the company publishes any decision on allowing a member of the board of directors to take part in the daily management, including the expected duration thereof.

We comply

Members of the Board of Directors, including the Chairman and the Vice Chairman, will only perform special tasks for the Company, if asked to by the Board of Directors. In such cases, the Company will publicly disclose relevant details.

3. The composition, organisation and evaluation of the board of directors

3.1. Composition

3.1.1. The Committee recommends that the board of directors on an annual basis reviews and in the management commentary and/or on the company's website states

- which qualifications the board of directors should possess, collectively and individually, in order to perform its duties in the best possible manner, and
- the composition of and diversity on the board of directors.

We comply

On an annual basis, the Board of Directors evaluates its composition in light of diversity and the qualifications needed to perform its tasks on a collective and individual basis.

The Board of Directors has prepared and adopted a competence profile outlining the key competencies and qualifications needed. The key competencies of the Board of Directors must be ensured by the combined knowledge and expertise of the members elected by the shareholders at the general meeting. The competence profile is reviewed on an ongoing basis and at least annually.

This evaluation will also be accounted for in the Annual Report and each board member's CV is available on the Company's website in addition to being included in the notice convening the annual general meeting.

3.1.2. The Committee recommends that the board of directors on an annual basis discusses the company's activities in order to ensure relevant diversity at the different management levels of the company and adopts a diversity policy, which is included in the management commentary and/or available on the company's website.

We comply

The Board of Directors annually reviews the Diversity & Inclusion Policy and discusses specific efforts to ensure relevant diversity at management levels.

Maersk Drilling's progress in this regard is described in the Annual Report and the annual Sustainability Report.

The Diversity & Inclusion Policy, Annual Report and annual Sustainability Report are available on the Company's website.

3.1.3. The committee recommends that candidates for the board of directors are recruited based on a thorough process approved by the board of directors. The Committee recommends that in assessing candidates for the board of directors – in addition to individual competencies and qualifications – the need for continuity, renewal and diversity is also considered.

We comply

The Board of Directors has established a thorough and transparent process for the selection and nomination of candidates to the Board of Directors.

This process is anchored in the Nomination Committee, who makes recommendations for nomination of new candidates to the Board of Directors. In doing so, the Nomination Committee (and ultimately the Board of Directors) take into consideration the need for diversity, renewal and continuity, in addition to competencies and qualifications.

3.1.4. The Committee recommends that the notice convening general meetings, where election of members to the board of directors is on the agenda - in addition to the statutory items - also includes a description of the proposed candidates'

- qualifications,
- other managerial duties in commercial undertakings, including board committees,
- demanding organisational assignments and
- independence.

We comply

The recommended information is provided in the notice convening the general meeting at which election of members of the Board of Directors is on the agenda.

3.1.5. The Committee recommends that members to the board of directors elected by the general meeting stand for election every year at the annual general meeting, and that the members are nominated and elected individually.

We comply

Members of the Board of Directors elected by the general meeting serve for a one-year term and can be re-elected at the annual general meeting. Members are nominated and elected individually.

3.2. The board of director's independence

3.2.1. The Committee recommends that at least half of the members of the board of directors elected in general meeting are independent in order for the board of directors to be able to act independently avoiding conflicts of interests.

In order to be independent, the member in question may not:

- be or within the past five years have been a member of the executive management or an executive employee in the company, a subsidiary or a group company,
- within the past five years have received large emoluments from the company/group, a subsidiary or a group company in another capacity than as member of the board of directors,
- represent or be associated with a controlling shareholder,
- within the past year have had a business relationship (e.g. personally or indirectly as a partner or an employee, shareholder, customer, supplier or member of a governing body in companies with similar relations) with the company, a subsidiary or a group company, which is significant for the company and/or the business relationship,
- be or within the past three years have been employed with or a partner in the same company as the company's auditor elected in general meeting,
- be a CEO in a company with cross-memberships in the company's management,
- have been a member of the board of directors for more than twelve years, or
- be closely related to persons, who are not independent, cf. the above-stated criteria.

Even if a member of the board of directors does not fall within the above-stated criteria, the board of directors may for other reasons decide that the member in question is not independent.

We comply

The Company complies with the recommendation as three out of six members of the Board of Directors elected by the general meeting are considered independent.

It is common and widely recognized that larger shareholders are represented on the Board of Directors. Three of the members of the Board of Directors, including the Chairman and Vice Chairman, are associated with the major shareholder of the Company, A.P. Møller Holding A/S.

Board candidates have been elected based on their skills, professional experience, competencies within the offshore oil & gas industry and ability to actively contribute their knowledge and experience to the continued development of the Company.

Information regarding the board members' independence is included in the Company's latest Annual Report and is also included in each board members' CV available on the Company's website.

3.2.2. The Committee recommends that members of the executive management are not members of the board of directors and that members retiring from the executive management does not join the board of directors immediately thereafter.

We comply

From November 2012 to November 2016, the Chairman of the Board of Directors served as Chief Executive Officer of certain companies within Maersk Drilling (including Maersk Drilling Holding A/S and Maersk Drilling A/S) subsequent to which he took up the position as Chairman of the Board of Directors.

As the Company was not publicly listed at that time, this decision was made to ensure continuity in the management of Maersk Drilling.

Several years have since passed and following the demerger from A.P. Møller - Mærsk and the public listing of the Company in 2019, the Company believes that it has a proper division of responsibilities in place between Executive Management and the Board of Directors.

3.3. Members of the board of directors and the number of other managerial duties

3.3.1. The Committee recommends that the board of directors and each of the members on the board of directors, in connection with the annual evaluation, cf. recommendation 3.5.1., assesses how much time is required to perform the board duties. The aim is for the individual member of the board of directors not to take on more managerial duties than the board member in question is able to perform in a satisfactory manner.

We comply

Members of the Board of Directors regularly, and at least as part of the annual board evaluation, assess the expected time commitment for the relevant board work and strive to perform their work for the Company in a satisfactory manner.

Further, the Board of Directors has prepared and adopted a competence profile outlining the key competencies and qualifications needed, including a guideline for what is considered "overboarding".

3.3.2. The Committee recommends that the management commentary, in addition to the statutory requirements, contains the following information on the individual members of the board of directors:

- position, age and gender,
- competencies and qualifications relevant to the company,
- independence,
- year of joining the board of directors,
- year of expiry of the current election period,
- participation in meetings of the board of directors and committee meetings,
- managerial duties in other commercial undertakings, including board committees, and demanding organisational assignments, and
- the number of shares, options, warrants, etc. that the member holds in the company and its group companies and any changes in such holdings during the financial year.

We comply

The Annual Report and the Annual Remuneration Report contain the recommended information.

3.4. Board committees

3.4.1. The Committee recommends that the management describes in the management commentary:

- the board committees' most significant activities and number of meetings in the past year, and
- the members on the individual board committees, including the chairperson and the independence of the members of the committee in question.

In addition, it is recommended that the board committees' terms of reference are published on the company's website.

We comply

A summary of the Charters of the Company's four permanent board committees; their overall objectives and most important activities; information regarding the members of the board committees, and their independence; the number of meetings held in the past year are accounted for in the Annual Report.

The Charters of the board committees are available on the Company's website.

3.4.2. The Committee recommends that board committees solely consist of members of the board of directors and that the majority of the members of the board committees are independent.

We do not comply

Board committees consist solely of members of the Board of Directors.

The majority of the members of the Audit & Risk Committee and Safety & Sustainability Committee are considered independent.

The majority of the members of the Remuneration Committee and both members of the Nomination Committee, respectively, are not considered independent.

The composition of the board committees is determined by the Board of Directors based on a number of criteria and considerations, including in particular qualifications, experience, market and company insight as well as the Company's shareholder composition. Independence is also part of that assessment, but the Board of Directors does not believe that it should be a decisive factor when assessing the optimal composition of its committees.

3.4.3. The Committee recommends that the board of directors establishes an audit committee and appoints a chairperson of the audit committee, who is not the chairperson of the board of directors. The Committee recommends that the audit committee, in addition to its statutory duties, assists the board of directors in:

We comply

- supervising the correctness of the published financial information, including

An Audit & Risk Committee has been established and the chairman thereof is not the Chairman of the Board of Directors.

The Audit & Risk Committee is responsible for oversight of and reporting to the Board of Directors on the elements described in the recommendation.

<p>accounting practices in significant areas, significant accounting estimates and related party transactions,</p> <ul style="list-style-type: none"> • reviewing internal control and risk areas in order to ensure management of significant risks, including in relation to the announced financial outlook, • assessing the need for internal audit, • performing the evaluation of the auditor elected by the general meeting, • reviewing the auditor fee for the auditor elected by the general meeting, • supervising the scope of the non-audit services performed by the auditor elected by the general meeting, and • ensuring regular interaction between the auditor elected by the general meeting and the board of directors, for instance, that the board of directors and the audit committee at least once a year meet with the auditor without the executive management being present. <p>If the board of directors, based on a recommendation from the audit committee, decides to set up an internal audit function, the audit committee must:</p> <ul style="list-style-type: none"> • prepare terms of reference and recommendations on the nomination, employment and dismissal of the head of the internal audit function and on the budget for the department, • ensure that the internal audit function has sufficient resources and competencies to perform its role, and • supervise the executive management's follow-up on the conclusions and recommendations of the internal audit function. 	<p>The overall tasks of the Audit & Risk Committee are to monitor and review Maersk Drilling's financial reporting and related procedures; process with external auditors; and internal control and financial risk procedures, including legal, regulatory and IT risks that support financial reporting and related activities.</p> <p>The Audit & Risk Committee operates under a Charter approved by the Board of Directors.</p> <p>For the time being, the Board of Directors has decided not to establish an internal audit function. The Audit & Risk Committee will at least once a year reassess the need for such a function and should such need arise, the Audit & Risk Committee will provide the Board of Directors with a recommendation to establish an internal audit function.</p> <p>The task of monitoring and reviewing the effectiveness of Maersk Drilling's internal control systems and procedures is carried out by the Audit & Risk Committee and Maersk Drilling's finance functions.</p> <p>Further, the Audit & Risk Committee ensures that adequate resources and competencies are allocated to carry out the work otherwise performed by an internal audit function.</p> <p>The Audit & Risk Committee will also monitor Executive Management's follow-up on the conclusions and recommendations of the Company's external auditors.</p>
--	---

<p>3.4.4. The Committee recommends that the board of directors establishes a nomination committee to perform at least the following preparatory tasks:</p> <ul style="list-style-type: none"> • describing the required qualifications for a given member of the board of directors and the executive management, the estimated time required for performing the duties of this member of the board of directors and the competencies, knowledge and experience that is or should be represented in the two management bodies, 	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">We comply</p> <p>A Nomination Committee has been established.</p> <p>The Nomination Committee is responsible for the preparatory tasks described in the recommendation except for supervising the preparation of the Diversity and Inclusion Policy for the board of directors' approval which lies with the Safety & Sustainability Committee.</p> <p>The overall tasks of the Nomination Committee are to assist the Board of Directors with ensuring that appropriate plans and processes are in place for nomination of candidates to the Board of Directors (including the Chairmanship), the</p>
--	---

<ul style="list-style-type: none"> • on an annual basis evaluating the board of directors and the executive management's structure, size, composition and results and preparing recommendations for the board of directors for any changes, • in cooperation with the chairperson handling the annual evaluation of the board of directors and assessing the individual management members' competencies, knowledge, experience and succession as well as reporting on it to the board of directors, • handling the recruitment of new members to the board of directors and the executive management and nominating candidates for the board of directors' approval, • ensuring that a succession plan for the executive management is in place, • supervising executive managements' policy for the engagement of executive employees, and • supervising the preparation of a diversity policy for the board of directors' approval. 	<p>Executive Management and the board committees.</p> <p>The Nomination Committee operates under a Charter approved by the Board of Directors.</p>
--	--

3.4.5. The Committee recommends that the board of directors establishes a remuneration committee to perform at least the following preparatory tasks:

- preparing a draft remuneration policy for the board of directors' approval prior to the presentation at the general meeting,
- providing a proposal to the board of directors on the remuneration of the members of the executive management,
- providing a proposal to the board of directors on the remuneration of the board of directors prior to the presentation at the general meeting,
- ensuring that the management's actual remuneration complies with the company's remuneration policy and the evaluation of the individual member's performance, and
- assisting in the preparation of the annual remuneration report for the board of directors' approval prior to the presentation for the general meeting's advisory vote.

We comply

A Remuneration Committee has been established.

The overall tasks of the Remuneration Committee are to assist in maintaining and overseeing the Remuneration Policy for the members of the Board of Directors and the Executive Management, and to evaluate and make recommendations for the remuneration of the members of the Board of Directors and the Executive Management.

The Remuneration Committee assists with the preparation and review of the Annual Remuneration Report.

The Remuneration Committee is assisted by an external, independent advisor.

The Remuneration Committee operates under a Charter approved by the Board of Directors.

3.5. Evaluation of the board of directors and the executive management

3.5.1. The Committee recommends that the board of directors once a year evaluates the board of directors and at least every three years engages external assistance in the evaluation. The Committee recommends that the evaluation focuses on the recommendations on the board of directors' work, efficiency, composition and organisation, cf. recommendations 3.1.-3.4. above, and that the evaluation as a minimum always includes the following topics:

- the composition of the board of directors with focus on competencies and diversity
- the board of directors and the individual member's contribution and results,
- the cooperation on the board of directors and between the board of directors and the executive management,
- the chairperson's leadership of the board of directors,
- the committee structure and the work in the committees,
- the organisation of the work of the board of directors and the quality of the material provided to the board of directors, and
- the board members' preparation for and active participation in the meetings of the board of directors.

We comply

The Chairmanship is in charge of the annual evaluation of the Board of Directors covering the elements described in the recommendation. External assistance for the evaluation will be obtained at least every third year.

3.5.2. The Committee recommends that the entire board of directors discusses the result of the evaluation of the board of directors and that the procedure for the evaluation and the general conclusions of the evaluation are described in the management commentary, on the company's website and at the company's general meeting.

We comply

The result of the evaluation is presented to the Board of Directors for review and discussion.

The procedure for the evaluation and the general conclusions are accounted for at the annual general meeting and in the Annual Report.

3.5.3. The Committee recommends that the board of directors at least once a year evaluates the work and results of the executive management according to pre-established criteria, and that the chairperson reviews the evaluation together with the executive management. In addition, the board of directors should on a continuous basis assess the need for changes in the

We comply

The Board of Directors regularly and at least once a year evaluates the work and performance of Executive Management in accordance with pre-defined criteria in addition to any other relevant criteria. The conclusions are reviewed and discussed between the Chairman and the Executive Management.

structure and composition of the executive management, including in respect of diversity, succession planning and risks, in light of the company's strategy.

As part of this evaluation, the Board of Directors will also assess the need for changes to the structure and composition of Executive Management in light of the Company's strategy.

4. Remuneration of management

4.1. Remuneration of the board of directors and the executive management

4.1.1. The Committee recommends that the remuneration for the board of directors and the executive management and the other terms of employment/service is considered competitive and consistent with the company's long-term shareholder interests.

We comply

Remuneration to the Board of Directors and Executive Management is composed to ensure alignment of the interests of the Board of Directors, Executive Management, and shareholders. This is achieved by ensuring that the Company attracts and retains qualified members of the Board of Directors and Executive Management, and constantly maintaining the motivation of both the Board of Directors and Executive Management to achieve the Company's strategic long-term and short-term targets while promoting sustainable value creation for the benefit of the shareholders.

4.1.2. The Committee recommends that share-based incentive schemes are revolving, i.e. that they are periodically granted, and that they primarily consist of long-term schemes with a vesting or maturity period of at least three years.

We comply

All share-based incentives are granted periodically and have a vesting or maturity period of at least three years from the relevant date of grant until the time they vest or mature. In the case of grants of Company restricted share units replacing restricted shares and options held in A.P. Møller - Mærsk A/S, such vesting period refers back to the time of the original grant of A.P. Møller - Mærsk A/S instruments.

4.1.3. The Committee recommends that the variable part of the remuneration has a cap at the time of grant, and that there is transparency in respect of the potential value at the time of exercise under pessimistic, expected and optimistic scenarios.

We comply

Executive Management's remuneration includes variable components, the value of which is limited as a percentage of fixed base salary in accordance with the Company's Remuneration Policy.

The Remuneration Policy together with the Company's annual Remuneration Report provide a relatively high level of detail and transparency around the Company's remuneration practices for the Executive Management and Board of Directors, including the potential value of the variable part of the remuneration.

<p>4.1.4. The Committee recommends that the overall value of the remuneration for the notice period, including severance payment, in connection with a member of the executive management's departure, does not exceed two years' remuneration including all remuneration elements.</p>	<p>We comply</p>	<p>The period of notice applicable to Executive Management is 12 months for the employer and 6 months for the executive. Executive Management is entitled to a severance payment of up to 6 months' fixed pay at the time of termination.</p>
<p>4.1.5. The Committee recommends that members of the board of directors are not remunerated with share options and warrants.</p>	<p>We comply</p>	<p>As set out in the Remuneration Policy, the remuneration of the Board of Directors only includes fixed fees and thereby no share options, warrants or other incentive or performance-based remuneration.</p>
<p>4.1.6. The Committee recommends that the company has the option to reclaim, in whole or in part, variable remuneration from the board of directors and the executive management if the remuneration granted, earned or paid was based on information, which subsequently proves to be incorrect, or if the recipient acted in bad faith in respect of other matters, which implied payment of a too large variable remuneration.</p>	<p>We comply</p>	<p>The Company has the option of reclaiming, in full or in part, granted incentive remuneration in certain situations (claw-back or malus), including where incentive remuneration was awarded or paid out on the basis of information subsequently proved to be incorrect.</p>

5. Risk management

5.1. Identification of risks and openness in respect of additional information

5.1.1. The Committee recommends that the board of directors based on the company's strategy and business model considers, for instance, the most significant strategic, business, accounting and liquidity risks. The company should in the management commentary give an account of these risks and the company's risk management.

We comply

The Board of Directors reviews and accounts for such risks in the Annual Report.

This review and account are enabled by e.g. the Board of Directors' annual discussion of the most important strategic and business risks. Furthermore, the Company's risk profile is regularly discussed with the Board of Directors, e.g. when strategy planning and upon considering material investments. Additionally, the Audit & Risk Committee is tasked with assignments related to monitoring and reviewing internal control and financial risk procedures (including those related to financial reporting) and overseeing the overall Enterprise Risk Management framework.

5.1.2. The Committee recommends that the board of directors establishes a whistleblower scheme, giving the employees and other stakeholders the opportunity to report serious violations or suspicion thereof in an expedient and confidential manner, and that a procedure is in place for handling such whistleblower cases.

We comply

The Board of Directors has established an Ethics Hotline scheme for expedient and confidential notification of serious wrongdoing or suspicions thereof, and procedures and principles for handling such cases are in place.