

CORPORATE GOVERNANCE POLICY CADELER A/S

(Adopted by the board of directors on 5 April 2021 as part of the management report of the 2020 Annual Report)

Cadeler A/S (the "Company") has made a strong commitment to ensure trust in the Company and to enhance shareholder value through efficient decision-making and improved communication between the management, the board of directors and the shareholders. The Company's framework for corporate governance is intended to decrease business risk, maximise value and utilise the Company's resources in an efficient, sustainable manner, to the benefit of shareholders, employees and society at large.

The Company will seek to comply with the Norwegian Code of Practice for Corporate Governance (the "Corporate Governance Code"), last revised on 17 October 2018, which is available at the Norwegian Corporate Governance Committee's website www.nues.no.

The principal purpose of the Corporate Governance Code is to ensure (i) that listed companies implement corporate governance that clarifies the respective roles of shareholders, the board of directors and executive management more comprehensively than what is required by legislation and (ii) effective management and control over activities with the aim of securing the greatest possible value creation over time in the best interest of companies, shareholders, employees and other parties concerned.

The Company will, from the time of the contemplated listing of its shares on Oslo Børs, be subject to reporting requirements for corporate governance under the Danish Financial Statements Act section 107 (b) as well as Oslo Børs' "Continuing obligations of stock exchange listed companies" section 7. The board of directors will include a report on the Company's corporate governance in each annual report, including an explanation of any deviations from the Corporate Governance Code. The corporate governance framework of the Company is subject to annual reviews and discussions by the board of directors.

The following provides a discussion of the Company's corporate governance in relation to each section of the Corporate Governance Code. According to the Company's own evaluation, the Company deviates from the Corporate Governance Code on the following points:

- (a) **Section 3 "Equity and dividends"**: The Board of Directors of the Company has been, and is expected to be, provided with authorisations to issue new shares. Not all of such authorisations have separate and specific purposes for each authorisation, as set out in section 3 of the Corporate Governance Code, as the purposes of the authorisations shall be explained in the notices to the general meetings adopting the authorisations.
- (b) **Section 3 "Equity and dividends"**: Given that the Company is currently in a fleet expansion phase where it is considering to invest in new vessels to facilitate future growth, the Company does not expect to make dividend payments in the medium

term. The Company does not currently have a formal dividend policy and may revise its dividend policy from time to time.

(c) Section 4 “Equal treatment of shareholders and transactions with related parties”:

The Board of Directors will consider and determine on a case-by-case basis whether independent third-party evaluations are required when/if the Company enters into agreements with close associates which do not require approval by the general meeting pursuant to applicable law. The Board of Directors may decide, however, due to the specific agreement or transaction, to deviate from the recommendation in the Norwegian Code of Practice section 4, if the interests of the shareholders in general are believed to be maintained in a satisfactory manner through other measures.

(d) Section 7 “Nomination committee”: The Company’s nomination committee consist of two members, of which one is considered independent of the Company and the other is a member of the Company’s Board of Directors. Further, the Company believe that the relevant board member should be able to offer himself/herself for re-election to the Board of Directors. The Company is of the opinion that this will not raise any material concerns regarding conflict of interest, nor the nomination committee’s independency and its capability to attend to the interest of the shareholders.

(e) Section 14 “Take-overs”: There are no defence mechanisms against take-over bids in the Articles of Association, nor have other measures been implemented to specifically hinder acquisitions of Shares. The Board of Directors has not established written guiding principles for how it will act in the event of a take-over bid, as set out in section 14 of the Corporate Governance Code, as such situations are normally characterized by concrete and one-off situations which make a guideline challenging to prepare. In the event a take-over was to occur, the Board of Directors will consider the relevant recommendations in the Corporate Governance Code and whether the concrete situation entails that the recommendations in the Corporate Governance Code can be complied with or not.

1. IMPLEMENTATION AND REPORTING ON CORPORATE GOVERNANCE

The board of directors adopted the Company's the updated corporate governance guidelines on [●] April 2021, including inter alia rules of procedure for the board of directors, instructions for the audit committee, instructions for the remuneration committee, insider manuals, manual on disclosure of information, ethical guidelines and guidelines for corporate social responsibility.

The Company will seek to comply with the Corporate Governance Code. The board of directors will include a report on the Company's corporate governance in its annual report in accordance with section 107 (b) (3 & 4) of the Danish Financial Statements Act, including an explanation of any deviations from the Corporate Governance Code.

The Company's mission statement reads: *"The global offshore wind, construction, and decommissioning partner. Delivering the promise through superior vessels, and committed and competent employees."*

2. BUSINESS

The Company is an offshore windfarm transportation and installation specialist. The Company owns and operates jack-up vessels capable of installing and maintaining offshore wind turbine generators and foundations, and carrying out other forms of maritime heavy lift operations. The Company has offices in Copenhagen and Taipei.

The Company's business is defined in the following manner in the Company's articles of association (the "**Articles of Association**") section 1.2:

“The objects of the Company are to carry on business in the area of shipping and to develop ship projects.”

The Company's principal strategies are further described in the Company's annual reports and on the Company's website www.cadeler.com.

3. EQUITY AND DIVIDENDS

3.1 *Equity*

The Company's equity level and financial strength shall be considered in light of its objectives, strategy and risk profile.

3.2 *Dividend policy*

Given that the Company is currently in a fleet expansion phase where it is investing heavily in new vessels to facilitate future growth, the Company does not expect to make dividend payments in the medium term. The Company may revise its dividend policy from time to time.

3.3 *Share capital increases and issuance of shares*

At the general meeting held on 26 October 2020, the board of directors was granted an authorisation to increase the share capital of the Company in connection with the issue of new shares without pre-emption rights for the Company's existing shareholders at market price or to members of the Board, Executive Management and/or employees of the Company and/or of the Company's subsidiaries at a subscription price to be determined by the Board, which may be below market price as is customary for listed companies on Oslo Børs.

3.4 *Purchase of own shares*

At the general meeting held on 26 October 2020, the board of directors was granted an authorisation in the period until 30 September 2025 to purchase own shares of the Company. The Company does not plan to repurchase any own shares for the time being other than for the purpose of satisfying its obligations under the Company's share based incentive programmes.

4. EQUAL TREATMENT OF SHAREHOLDERS AND TRANSACTIONS WITH RELATED PARTIES

4.1 *Class of shares*

The Company has one class of shares. All shares carry equal rights in the Company, and the Articles of Association do not contain any provisions restricting the exercise of voting rights.

4.2 *Pre-emption rights to subscribe*

According to the Danish Companies Act, the Company's shareholders generally have pre-emption rights in share capital increases. Such pre-emption rights may, however, be derogated from for example by a majority comprising at least two-

thirds of the votes cast and of the share capital represented at the general meeting, provided the share capital increase is made at market price and by a further qualified majority if made at a discount. Any resolution to set aside pre-emption rights will be justified by the common interests of the Company and the shareholders, and such justification is expected to be publicly disclosed through a stock exchange notice from the Company.

4.3 *Trading in own shares*

In the event of a future exercise of the authorisation to the board of directors to purchase own shares through a share buy-back program or otherwise buying back own shares, the board of directors will aim to ensure that all transactions pursuant to such program will be carried out either through the trading system at Oslo Børs or at prevailing prices at Oslo Børs and in accordance with the Market Abuse Regulation ("MAR"). In the event of such program, the board of directors will take the Company's and shareholders' interests into consideration and aim to maintain transparency and equal treatment of all shareholders in accordance with the principles and provisions in the Danish Companies Act. If there is limited liquidity in the Company's shares, the Company shall consider other ways to ensure equal treatment of all shareholders.

4.4 *Transactions with related parties*

The board of directors aims to ensure that any not immaterial future transactions between the Company and shareholders, a shareholder's parent company, members of the board of directors, executive personnel or close associates of any such parties are entered into on arm's length terms. Any material transaction with related parties entered into outside the ordinary course of business requires the prior approval by the board of directors and must comply with Danish Companies Act including disclosure obligations set out herein. The board of directors will on a case-by-case basis assess whether a fairness opinion from an independent third party should be obtained.

4.5 *Guidelines for directors and executive management*

The board of directors has adopted rules of procedures for the board of directors in accordance with the Danish Companies Act which inter alia includes guidelines for notification by members of the board of directors and executive management if they have any material direct or indirect interest in any transaction entered into by the Company.

5. FREELY NEGOTIABLE SHARES

The shares of the Company are freely transferable. There are no restrictions on transferability of shares pursuant to the Articles of Association.

6. GENERAL MEETINGS

The board of directors will make its best efforts with respect to the timing and facilitation of general meetings to ensure that as many shareholders as possible may exercise their rights by participating in general meetings, thereby making the

general meeting an effective forum for the views of shareholders and the board of directors.

6.1 *Notice*

General meetings shall be convened by the board of directors with at least three weeks' and not more than five weeks' notice by publishing a notice on the Company's website. A notice of the general meeting shall furthermore be sent to all shareholders recorded in the Company's register of shareholders who have so requested. The board of directors will seek to ensure that the resolutions and supporting information are sufficiently detailed and comprehensive to allow shareholders to form a view on all matters to be considered at the meeting. For a period of at least three weeks prior to the general meeting, including the date of the general meeting, the following information shall be made available on the Company's website:

- The notice convening the general meeting
- The aggregate number of shares and voting rights of the Company at the date of the notice
- The documents to be presented at the general meeting
- The agenda and the complete proposals and in connection with annual general meetings the annual report
- The forms to be used for voting by proxy or by postal vote

6.2 *Participation and execution*

The board of directors will arrange for the general meeting to vote separately on each candidate nominated for election to the Company's corporate bodies.

The Company will aim to facilitate that the board of directors and the nomination committee are, as a general rule, present at general meetings to the extent deemed necessary also in light of the matters to be dealt with at the general meeting. The auditor shall attend the annual general meeting and should normally attend any extraordinary general meetings to the extent required by the agenda items or other relevant circumstances.

The general meeting shall be presided over by a chairman elected by the general meeting.

The Company will prepare and facilitate the use of forms to be used for voting by proxy or by postal vote, which allow separate voting instructions to be given for each item on the agenda. Further, it will be possible for shareholders to nominate a person who will be available to vote on behalf of shareholders as their proxy.

7. NOMINATION COMMITTEE

The nomination committee is governed by the Articles of Association, in addition to instructions for the nomination committee. The nomination committee shall consist of two or three members who shall be shareholders or shareholder representatives. The members shall be elected by the general meeting for an initial term of two years.

The members of the nomination committee should be selected to take into account the interests of shareholders in general. At least one member of the committee should be independent of the board of directors and the executive personnel and no more than one member of the nomination committee should be a member of the board of directors.

The nomination committee shall give its recommendation to the general meeting on election of members of the board of directors, in addition to election of members of the nomination committee, and give its recommendation to the board of directors on remuneration of the members of the nomination committee as well as remuneration of the members of the board of directors. The recommendations shall be justified.

The Company should provide information on the membership of the committee and provide suitable arrangements for shareholders to submit proposals to the committee for candidates for election.

8. BOARD OF DIRECTORS: COMPOSITION AND INDEPENDENCE

Pursuant to the Articles of Association section 9.1, the Company's board of directors shall consist of three to seven members.

The composition of the board of directors should ensure that the board can attend to the common interests of all shareholders and meet the Company's need for expertise, capacity and diversity. Attention should be paid to ensuring that the board can function effectively as a collegiate body.

The composition of the board of directors should ensure that it can operate independently of any special interests. The majority of the shareholder-elected members of the board shall be independent of the Company's executive personnel. At least two of the members of the Board elected by shareholders should be independent of the Company's main shareholder(s) and material business contacts.

The board of directors should not include executive personnel. If the board does include executive personnel, the Company should provide an explanation for this and implement consequential adjustments to the organisation of the work of the board, including the use of board committees to help ensure more independent preparation of matters for discussion by the board. Executive personnel may not be elected as chairman of the board of directors.

The chairman of the board of directors should be elected by the general meeting.

The initial term of office for members of the board of directors should not be longer than two years at a time. The annual report should provide information to illustrate the expertise of the members of the board of directors, information on their record of attendance at board meetings, information on their positions and management duties in other entities as well as any other information required by applicable laws and regulations. In addition, the annual report should identify which members are considered to be independent.

9. THE WORK OF THE BOARD OF DIRECTORS

9.1 *The rules of procedure for the board of directors*

The board of directors is responsible for the overall strategy of the Company, and shall supervise the Company's business and the Company's activities in general.

The Danish Companies Act regulates the duties and procedures of the board of directors. In addition, the board of directors has adopted supplementary rules of procedures, which provides further regulation on inter alia the duties of the board of directors and the executive management, the division of work between the board of directors and the executive management, the annual plan for the board of directors, notices of board proceedings, administrative procedures, minutes, board committees, transactions between the Company and related parties and matters or confidentiality.

The board of directors' consideration of material matters in which the chairman of the board is, or has been, personally involved, shall be chaired by some other member of the board.

The board of directors shall evaluate its performance and expertise annually, and make the evaluation available to the nomination committee.

9.2 *The audit committee*

The Company's audit committee is governed by the Danish Auditor Act as well as a separate instruction adopted by the board of directors. The members of the audit committee are appointed by and among the members of the board of directors. To the extent required by applicable law, at least one member of the audit committee shall be independent and have qualifications within accounting or auditing. Board members who are also members of the executive management cannot be members of the audit committee. The principal tasks of the audit committee includes the following:

- (a) informing the board of directors of the result of the statutory audit, including the financial reporting process;
- (b) preparing the board of directors' supervision and monitoring of the Company's financial reporting process and presenting recommendations or proposals to ensure integrity;

- (c) monitoring whether the Company's systems for internal control and risk management internal control systems function efficiently with regard to the financial reporting process in the Company without compromising its independence;
- (d) monitoring the statutory audit of financial statements, taking into account the result of the latest quality assurance review of the audit firm;
- (e) having continuous contact with the Company's auditor regarding the audit of the annual accounts;
- (f) being responsible for the procedure for selection and proposal of auditor(s); and
- (g) reviewing and monitoring the independence of the Company's auditor, including in particular the extent to which the services other than auditing provided by the auditor or the audit firm represent a threat to the independence of the auditor.

9.3 *The remuneration committee*

The Company's remuneration committee is governed by a separate instruction adopted by the board of directors. The members of the remuneration committee are appointed by and among the members of the board of directors, and shall be independent of the Company's executive management. The principal tasks of the remuneration committee are to prepare:

- (a) the board of directors' statement/view on of salaries and other remuneration for executive management and the board of directors; and
- (b) other matters relating to remuneration and other material employment issues in respect of the executive management.

10. RISK MANAGEMENT AND INTERNAL CONTROL

Risk management and internal control are given high priority by the board of directors ensuring that adequate systems for risk management and internal control are in place. The control system consists of interdependent areas which include risk management, control environment, control activities, information and communication and monitoring.

The Company's management is responsible for establishing and maintaining sufficient internal control over financial reporting. Company specific policies, standards and accounting principles have been developed for the annual and half-year financial reporting of the group. The Chief Executive Officer and Chief Financial Officer supervise and oversee the external reporting and the internal reporting processes. This includes assessing financial reporting risks and internal controls over financial reporting within the group. The consolidated external financial statements are prepared in accordance with International Financial

Reporting Standards (IFRS) and International Accounting Standards as adopted by the EU.

The board of directors shall ensure that the Company has sound internal control and systems for risk management, including compliance to the Company's corporate values, ethical guidelines and guidelines for corporate social responsibility. The Company's Code of Conduct describes the Company's ethical commitments and requirements related to business practice and personal conduct. If employees experience situations or matters that may be contrary to rules and regulations or the Company's Code of Conduct, they are urged to raise their concern with their immediate superior or another manager in the Company. The Company expects to establish a whistle-blowing function that will enable employees to alert the Company's governing bodies about possible breaches of the Code of Conduct.

The board of directors shall conduct an annual organisational risk review in order to identify real and potential risks, and remedy any incidents that have occurred. The board of directors should analyze the most important areas of exposure to risk and its internal control arrangements, and evaluate the Company's performance and expertise. The board of directors shall undertake a complete annual review of the risk situation, to be carried out together with the review of the annual accounts. The board of directors shall present an in-depth report of the Company's financial statement in the annual report. The audit committee shall assist the board of directors on an ongoing basis in monitoring the Company's system for risk management and internal control. In connection with the financial statements, the audit committee shall present to the board of directors reviews and information regarding the Company's current business performance and risks.

11. REMUNERATION OF THE BOARD OF DIRECTORS

The board of directors shall prepare a remuneration policy in accordance with section 139 and 139 (a) of the Danish Companies Act setting out, inter alia, separate guidelines for the stipulation of salary and other remuneration to members of the board of directors. The guidelines shall include the main principles applied in determining the salary and other remuneration of members of the board of directors, and shall ensure convergence of the financial interests of the members of the board of directors and the shareholders. The remuneration policy shall be approved by the general meeting of the Company at least every fourth year and upon any material amendments.

The remuneration of the board of directors shall be approved by the Company's general meeting, and should reflect the board of directors' responsibility, expertise, time commitment and the complexity of the Company's activities. The remuneration should not be linked to the Company's performance.

The nomination committee shall give a recommendation to the board of directors as to the size of the remuneration to the board of directors.

Share options should not be granted to board members, unless there are justifiable reasons for this.

The remuneration report shall provide details of all elements of the remuneration and benefits of the board of directors both in an aggregate form and on an individual level, which includes a specification of any remuneration in addition to normal fees to the members of the board.

Members of the board of directors and/or companies with which they are associated should not take on specific assignments for the Company in addition to their appointment as a member of the board. If they do nonetheless take on such assignments this should be disclosed to the full board. The remuneration for such additional duties should be approved by the board of directors. The chairman of the board of directors is under Danish law as a general rule not allowed to take on specific assignments for the Company which is not part of his/her assignments as chairman.

12. REMUNERATION OF THE EXECUTIVE MANAGEMENT

The board of directors shall prepare a remuneration policy in accordance with section 139 and 139 (a) of the Danish Companies Act setting out, inter alia, separate guidelines for the stipulation of salary and other remuneration to key management personnel. The guidelines shall include the main principles applied in determining the salary and other remuneration of the executive management, and shall ensure convergence of the financial interests of the executive management and the shareholders. The remuneration policy shall be approved by the general meeting of the Company at least every fourth year and upon any material amendments.

The board of directors aims to ensure that performance-related remuneration of the executive management in the form of share options, annual bonus programs or the like, if used, are linked to value creation for shareholders or the Company's earnings performance over time. Performance-related remuneration should be subject to an absolute limit. Furthermore, the Company aims to ensure that such arrangements are based on quantifiable factors that the employee in question can influence.

The remuneration report shall provide details of all elements of the remuneration and benefits of the executive management both in an aggregate form and on an individual level.

13. INFORMATION AND COMMUNICATIONS

13.1 *General*

The board of directors has adopted a separate manual on disclosure of information, which sets forth the Company's disclosure obligations and procedures. The board of directors will seek to ensure that market participants receive correct, clear, relevant and up-to-date information in a timely manner,

taking into account the requirement for equal treatment of all participants in the securities market.

The Company will each year publish a financial calendar, providing an overview of the dates for major events such as its annual general meeting and publication of financial reports.

13.2 *Information to shareholders*

The Company shall have procedures for establishing discussions with important shareholders to enable the Board to develop a balanced understanding of the circumstances and focus of such shareholders. Such discussions shall be done in compliance with the provisions of applicable laws and regulations.

All information distributed to the Company's shareholders will be published on the Company's website at the latest at the same time as it is sent to shareholders.

14. TAKEOVERS

In the event the Company becomes the subject of a takeover bid, the board of directors shall seek to ensure that the Company's shareholders are treated equally and that the Company's activities are not unnecessarily interrupted. The board of directors shall also ensure that the shareholders have sufficient information and time to assess the offer.

There are no defense mechanisms against takeover bids in the Company's Articles of Association, nor have other measures been implemented to specifically hinder acquisitions of shares in the Company. The board of directors has not established written guiding principles for how it will act in the event of a takeover bid, as such situations are normally characterized by concrete and one-off situations which make a guideline challenging to prepare. In the event a takeover were to occur, the board of directors will consider the relevant recommendations in the Corporate Governance Code and whether the concrete situation entails that the recommendations in the Corporate Governance Code can be complied with or not.

15. AUDITOR

The board of directors will require the Company's auditor to annually present to the audit committee a review of the Company's internal control procedures, including identified weaknesses and proposals for improvement, as well as the main features of the plan for the audit of the Company.

Furthermore, the board of directors will require the auditor to participate in meetings of the board of directors that deal with the annual accounts. At least one board meeting with the auditor shall be held each year in which no member of the executive management is present.

The board of directors' audit committee shall review and monitor the independence of the Company's auditor, including in particular the extent to which

services other than auditing provided by the auditor or the audit firm represents a threat to the independence of the auditor.

The remuneration to the auditor for statutory audit will be approved by the annual general meeting in connection with the adoption of annual reports. The board of directors should report to the general meeting on details of fees for audit work and any fees for other specific assignments.

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