

Audit Committee Terms of Reference

1. Establishment and purpose

- 1.1. ATP established an Audit Committee at the ATP Supervisory Board meeting on 18 June 2009.
- 1.2. The Audit Committee was established in accordance with the Rules of Procedure of the ATP Supervisory Board.
- 1.3. The Audit Committee has been appointed to assist the Supervisory Board in fulfilling its oversight responsibilities relating to the financial reporting process with a view to ensuring reliability, integrity and transparency in financial reports.
- 1.4. The Audit Committee reviews accounting and auditing matters, issues relating to internal controls and principles of risk management as well as performing any other duties assigned to the Audit Committee by the ATP Supervisory Board, see section 5.

2. Membership

- 2.1. Members of the Audit Committee are the members of the ATP Executive Committee. The Chairman of the Audit Committee is appointed by the ATP Supervisory Board.
- 2.2. A quorum exists when at least two members are present.
- 2.3. The CEO, the Internal Chief Auditor and ATP's external auditor are available to the Audit Committee.

3. Structure and frequency of meetings

- 3.1. Meetings are held as often as deemed necessary by the Chairman and at least four times a year. Insofar as possible, meetings are scheduled so that accounting records etc. to be considered by the Supervisory Board have been considered by the Audit Committee in advance.
- 3.2. The Audit Committee prepares a year wheel for its tasks. The year wheel is aligned with the Supervisory Board's year wheel.
- 3.3. The Group's legal department acts as secretariat to the Audit Committee.

4. Remit and resources

- 4.1. The Audit Committee has the power to
 - I. Review all matters within its Terms of Reference.
 - II. Obtain the necessary information and assistance from ATP's CEO and employees in the ATP Group.
 - III. Pay the required costs.
- 4.2. If summoned by the Audit Committee, relevant employees must attend meetings.

5. Duties

- 5.1. The duties of the Audit Committee are to:
 - I. Review the financial reporting process.
 - II. Review that ATP's internal control system, internal audit and risk management systems are effective.
 - III. Review the statutory auditing of annual reports etc.
 - IV. Review and monitor the auditor's independence, including, in particular, the provision of non-audit services to the company.
 - V. Submit proposals for the appointment of auditor candidates.
 - VI. Discuss with the auditors, the CEO and the internal auditor whether the audit process is effective.
 - VII. Meet at least once a year with the auditors with particular focus on:
 - a) Assessing whether ATP's financial reporting, internal control environment and risk management are effective
 - b) Assessing the collaboration between the auditors, the internal auditor and the Supervisory and Executive Boards
 - c) Assessing the independence and objectivity of the auditors
 - d) Assessing whether the audit processes and the internal audit are effective
 - VIII. Perform duties assigned to the Audit Committee by the ATP Supervisory Board prior to consideration by the Supervisory Board, including:
 - a) Annual report: Review of financial reporting, including annual and interim financial statements, as well as drafting company announcements, management's review for the annual report, the actuary's report and long-form audit reports.
 - b) Annual review of assets, including the principles governing the valuation of major assets, calculation of pension liabilities and other liabilities and exposures.
 - c) Strategy and budgets: Risk policy and frameworks, budgets for the ATP Group, Risk & Pensions, the internal auditor and Labour Market Insur-

- ance Claims Review
- d) Assessment of ATP's Internal Model and review of:
 - i. Reporting from the ORSA Committee
 - ii. Reporting on operational risks
 - e) Reporting on whistleblower cases and assessment of their treatment

6. Reporting

- 6.1. Minutes of the meetings of the Audit Committee are numbered in chronological order and approved by the Audit Committee members.
- 6.2. The Audit Committee informs the Supervisory Board of work performed and significant conclusions at the first Supervisory Board meeting after each Audit Committee meeting. Minutes of the meetings of the Audit Committee are sent to the members of the Supervisory Board along with other Supervisory Board materials.

7. Evaluation

- 7.1. The Audit Committee annually reviews and assesses its Terms of Reference and recommends amendments to ATP's Supervisory Board.

Adopted at the Supervisory Board meeting on 21 June 2016.

Jørgen Søndergaard
Chairman of the Supervisory Board