



OCTO Trading Solutions AG

Board of Directors Principles and Rules

1 Purpose

This document forms an integral part of the OCTO LNG's corporate governance system and is intended to lay down the fundamental principles of vetting candidates for election to the Board of Directors.

2 Nomination and Election of Directors

2.1 Only physical persons can be nominated and elected as members of the Board of Directors.

2.2 Directors shall be elected individually by the general meeting of OCTO LNG's shareholders in accordance with the following principles:

- (a) To ensure that the Board of Directors represents the balanced interests of all groups of shareholders as a whole, relevant candidates shall be nominated for election as Directors by OCTO LNG's shareholders in accordance with the rules established by the Shareholders' Agreement and allocating nominating power by taking proper account of (i) categories and classes of equity interest held by relevant groups of shareholders in the company, and (ii) size of shareholding; and
- (b) Each candidate for election as a Director shall be previously approved by the Board's Nominating & Corporate Governance Committee; in performing its candidate vetting function the Board's Nominating & Corporate Governance Committee shall, among other things, take proper account of the following candidates qualification requirements:
 - (i) With respect to election of Non-Executive Director(s), the relevant candidate(s) shall possess adequately high degree of personal qualifications, experience and skills to be able to support the Board in performing in general its duties under the company's bylaws (*statuten*), the Shareholders' Agreement and applicable law; and
 - (ii) With respect to election of Independent Director(s), the relevant candidate(s) shall possess exceptional level of expert knowledge with respect to the relevant critical aspects of OCTO LNG's business, adequately high degree of professional experience, skills and goodwill to be capable of making significant and active contribution to the promotion of the company's business, as well as have and be able to maintain reasonably high availability to support OCTO LNG in pursuing its objectives and strategic goals; and
 - (iii) With respect to election of the Managing Director, the relevant candidate shall possess deep understanding of OCTO LNG's business, sound managerial and communications experience, proven negotiation skills and ability to build consensus, strategic vision in combination with entrepreneurial mindset and analytical abilities to be capable of properly performing executive management



functions assigned and delegated to him (her) by the Board, as well as demonstrate high degree of long-term commitment to OCTO LNG's objectives and strategic goals;

- (c) A relevant candidate for election as a Director shall not, if elected, meet the criteria of a Disqualified Director immediately after such election.

3 Disqualified Directors

A Director shall be deemed disqualified if it is established by the Board's Nominating & Corporate Governance Committee with respect to the relevant person that his (her) election as Director would result in OCTO LNG violating or failing to be in compliance with any applicable law, rule or regulation to which it is subject, and/or who:

- (a) is or becomes a PEP (as defined in the Glossary of the FATF Recommendations and as further explained in the FATF Guidance: Politically Exposed Persons (Recommendations 12 and 22)); or
- (b) is or becomes engaged directly or indirectly in, or is or becomes directly or indirectly associated with, any competing business; or
- (c) is or has been previously (i) suspended from membership or participation in, or barred from being associated with a member of, any exchange, trading venue/facility, contract market or any equivalent thereof, or (ii) barred or suspended from directorship in, or performance of other managerial functions for, any exchange, trading venue/facility, contract market or any equivalent thereof, or (iii) denied trading privileges on any such exchange, trading venue/facility, contract market or any equivalent thereof; or
- (d) is or has been previously subject to an order by any financial regulatory authority or a court of competent jurisdiction (i) placing limitations on the activities, functions or operations of such person, or (ii) denying, suspending or revoking that person's authority to engage in transactions involving contracts of sale and purchase of any security or commodity (whether for prompt or future delivery, conditional or unconditional, allowing physical or financial settlement or both) or similar instruments traded on or subject to the rules of any exchange, trading venue/facility, contract market or any equivalent thereof, or (iii) barring or suspending such person from directorship in, or performance of other managerial functions for, any other person engaged in transactions involving contracts of sale and purchase of any security or commodity (whether for prompt or future delivery, conditional or unconditional, allowing physical or financial settlement or both) or similar instruments traded on or subject to the rules of any exchange, trading venue/facility, contract market or any equivalent thereof, or (iv) barring or suspending the right of such person to be associated with any investment adviser, commodity trading advisor, underwriter, broker, dealer, investment company, investment bank, commercial bank, insurance company, mutual fund, hedge fund or similar collective investments vehicle, clearing/central counterparty organization, fiduciary, transfer agent, recognized rating organization, or any equivalent of either of the foregoing in any jurisdiction; or
- (e) is or has been previously found to be a cause of any order by any financial regulatory authority or a court of competent jurisdiction, or an operator or an administrator of any exchange, trading venue/facility, contract market or any equivalent thereof resulting in



effective suspension or revocation of authority of any other person to engage in transactions involving contracts of sale and purchase of any security or commodity (whether for prompt or future delivery, conditional or unconditional, allowing physical or financial settlement or both) or similar instruments traded on or subject to the rules of any exchange, trading venue/facility, contract market or any equivalent thereof; or

- (f) is or has been previously barred from (i) acting as an investment adviser, commodity trading advisor, underwriter, broker, dealer, transfer agent, fiduciary, or any equivalent of either of the foregoing in any jurisdiction, or as an affiliated person, a director, officer or an employee of any investment company, investment bank, commercial bank, insurance company, mutual fund, hedge fund or similar collective investments vehicle, exchange, trading venue/facility or contract market, clearing/central counterparty organization, recognized rating organization, or any equivalent of either of the foregoing in any jurisdiction, or from (ii) engaging in, or continuing any conduct or practice in connection with, any such activity, or in connection with the purchase or sale of any security or commodity; or
- (g) is or becomes associated with any person who is known, or in the exercise of reasonable diligence should be known, to him (her) to be a person described by subparagraphs (a) - (e) of this definition; or
- (h) is or has been previously found by any financial regulatory authority to have committed violation, pleads or has pleaded previously guilty to, or is or has been previously convicted by a court of competent jurisdiction of, any felony or misdemeanour or a substantially equivalent crime or offense, which -
 - (i) involves any transaction or advice concerning the purchase or sale of any security or commodity; the taking of a false oath; the falsifying, concealing, or covering up by any artifice, scheme, or device a material fact; the making of any materially false, fictitious, or fraudulent report, statement or representation; the making or use of any false writing or document knowing the same to contain any materially false, fictitious, or fraudulent statement or entry; devising any scheme or artifice to defraud, or to obtain money, funds, credits, assets, securities, or other property owned by, or under the custody or control of, any other person by means of false or fraudulent pretences, representations, or promises; bribery; perjury; burglary; any other fraudulent, manipulative, or deceptive conduct, or substantially equivalent activity however described by the laws of the relevant jurisdiction, or conspiracy to commit any such violation, felony, misdemeanour or offense; or
 - (ii) arises out of the conduct of the business of an investment adviser, commodity trading advisor, underwriter, broker, dealer, investment company, investment bank, commercial bank, insurance company, mutual fund, hedge fund or similar collective investments vehicle, exchange, trading venue/facility or contract market, clearing/central counterparty organization, fiduciary, transfer agent, recognized rating organization, or any equivalent of either of the foregoing in any jurisdiction; or
 - (iii) involves the larceny, theft, robbery, extortion, forgery, counterfeiting, fraudulent concealment, embezzlement, fraudulent conversion, or misappropriation of any funds, securities or property, or substantially equivalent activity however described by the laws of the relevant jurisdiction; or



- (iv) involves the violation, or aiding, supporting, counselling, inducing, or procuring the violation by any other person, or failure reasonably to supervise, with a view to preventing violations by another person, who is subject to such person's supervision, of:
- any insolvency (bankruptcy) law; or
 - any law governing transactions in securities, commodities, engagement in investment activities, or any equivalent of either of the foregoing in any jurisdiction;
 - any law governing performance of financial and/or investment services, investor protection or any equivalent of either of the foregoing in any jurisdiction;

and for the purposes of this document, a “**trading venue/facility**” shall be interpreted in accordance with Clause 1(24) of Article 4 of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 On Markets in Financial Instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (MiFID II) and shall include any foreign equivalent thereof.