

Terms of Reference of the Audit Committee

The Terms of Reference of the Audit Committee have been prepared in Danish and English. The Danish text shall be the governing text for all purposes, and in case of any discrepancy the Danish wording shall be applicable.

1. Purpose and role

The Audit Committee was set up for the purpose of presenting the Board of Directors with recommendations on accounting, reporting and audit-related matters.

The purpose of the Audit Committee is of a preparatory nature only; the committee prepares resolutions to be considered by the full Board of Directors. In such matters, the committee must provide a detailed account of its considerations to form the basis of the Board's consideration. Accordingly, the members of the Audit Committee are accountable to the same extent as the other members of the Board of Directors in such matters.

These Terms of Reference lay down the composition, powers and duties of the Audit Committee.

2. Composition and qualifications

The Audit Committee is composed of three members of the Board of Directors of North Media.

The members are appointed by the Board of Directors of North Media for a term running from the date of an annual general meeting until the date of the next annual general meeting of North Media. Committee members are eligible for re-election.

The Board of Directors appoints the chairman of the Audit Committee. In the event of an equality of votes, the election will be decided by the drawing of lots. The chairman of the Board of Directors cannot be elected chairman of the Audit Committee.

Between them, the committee members must possess such knowledge of principles, requirements, recommendations, standards and trends in the areas of accounting and auditing as are relevant to listed companies and must possess such competencies as are relevant to the industries in which the Group operates as well as experience in the affairs and conditions of listed companies.

3. Resources and secretariat function

The committee members are supplemented by a working group which participates in the meetings of the committee and assists the committee in its work. The working group is headed by the Group CFO of North Media.

North Media's Company Secretariat acts as secretariat to the Audit Committee.

4. Meetings

Meetings of the Audit Committee are convened by the chairman of the committee or a person appointed by the chairman.

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The Audit Committee convenes at least twice a year in connection with the auditors' preparation of the auditors' records for the interim audit and year-end audit (annual report), respectively, and otherwise as necessary.

The independent auditors may convene meetings of the Audit Committee if deemed necessary.

The Audit Committee and the other members of the Board of Directors meet with the auditors at least once every year without the attendance of the members of the Executive Board of North Media.

Other members of the Board of Directors and any employee of the Group must participate in meetings of the committee if the committee so requests.

The Company Secretariat prepares and keeps minutes of business transacted and resolutions passed at the meetings of the Audit Committee. The minutes must be signed by the committee members.

The minutes of committee meetings are presented to all members of the Board of Directors of North Media at the next board meeting. If it is deemed necessary for the Board of Directors to receive the reporting at an earlier date, the minutes must be submitted to the Board of Directors once they have been signed by the committee members.

5. Powers

The Audit Committee is authorised by the Board of Directors to:

- examine any matters that are within the scope of these Terms of Reference
- obtain any necessary information from the Group's employees
- seek advice, guidance and assistance from external advisers when considered necessary in order to perform the duties of the committee
- prepare cooperation agreements with qualified external advisers appointed to carry out major assignments for the Group

6. Duties

The duties of the Audit Committee are as follows:

Financial reporting

- Supervise the financial information contained in annual reports, interim reports and other financial reporting of significance.

- Supervise the correctness of published financial information, including accounting policies in main areas, significant accounting estimates and related party transactions.
- Prepare proposals for reporting in the annual report and financial reporting on the work of the Audit Committee.
- Assess compliance with applicable law, standards and other reporting requirements as well as compliance with company law, stock exchange requirements and other requirements.
- Submit recommendations or proposals to preserve the integrity of the financial reporting process.
- Assess the adequacy and effectiveness of the organisation and distribution of responsibilities in the accounting functions.

Internal control system and risk management systems

- Monitor the effectiveness of the company's internal controls and risk management systems in the financial reporting process.
- Review and assess, at least once a year, the internal control procedures in order to evaluate the adequacy and effectiveness of controls.
- Review internal control and risk areas in order to ensure the management of main risks, including in relation to the announced financial outlook.
- Assess every year whether internal audit is required.

Statutory independent audit

- Monitor and verify the independent auditors' provision of non-audit services, including to monitor the scope of the non-audit services performed by the auditors.
- Consider and approve the independent auditors' audit plan and similar documents.
- Consider and make proposals for audit engagement letters and related fees.
- Consider the draft auditors' records and prepare proposals in this respect to the Board of Directors – for both interim audits and year-end audits.

- Review the statutory annual report or parts of the report together with the auditors.
- Follow up on the auditors' recommendations concerning both financial audit and IT audit and to ensure progression in the implementation of solutions.
- Initiate analyses of an audit-related nature as deemed necessary by the Audit Committee after having reviewed the auditors' material or as the Audit Committee may deem necessary to elucidate the Company's affairs and conditions.
- Submit recommendations to the Board of Directors for use in its recommendation to the shareholders at the annual general meeting concerning the appointment of independent auditors.

Reporting to the Board of Directors

- Report to the Board of Directors in connection with the consideration of the annual report, interim reports or other financial reporting of significance.
- Report to the Board of Directors on the outcome of statutory audits and the financial reporting process.
- Report to the Board of Directors on the number, nature and basis of concerns reported under the whistle-blower scheme.

Other duties

- Oversee other matters which the Audit Committee may deem necessary at its discretion and to perform other tasks which the Board of Directors may request the Audit Committee to prepare or assess.
- Evaluate the work of the Audit Committee and these Terms of Reference and report on such evaluation to the Board of Directors.

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These Terms of Reference are subject to review, amendment and updating in connection with legislative amendments and otherwise as necessary.

Approved by the Board of Directors of North Media on 01 December 2022.