

INSTRUCTIONS FOR THE AUDIT COMMITTEE

KITRON ASA

(Adopted by the board of directors on 10 February 2022)

1 OBJECTIVE

- 1.1 The Audit Committee (the "Committee") acts as a preparatory body in connection with the Board of Directors' (the "Board") supervisory roles in financial control, external audit, internal audit, compliance and risk management systems. The Committee is appointed by and shall report regularly to the Board.
- 1.2 The Committee supports the Board in the administration and exercise of its responsibility for supervisions in accordance with:
 - the Norwegian Public Limited Companies Act (allmennaksjeloven)
 - the Norwegian Accounting Act (regnskapsloven), applicable accounting regulations and other legislation implementing Directive 2006/43/EC (the "Audit Directive"), and
 - the Norwegian Securities Trading Act (verdipapirhandelloven) and applicable listing standards of the securities exchanges on which the company's securities are listed.
- 1.3 The primary function of the Committee is to assist the Board in exercising its oversight responsibility, with respect to:
 - the integrity of the company's financial statements;
 - the company's financial reporting processes;
 - the internal controls and the company's risk assessment and risk management policies;
 - the qualifications, independence of the external auditor;
 - the company's compliance with laws and regulations affecting the financial reporting and the company's code of conduct

2 ORGANIZATION

- 2.1 The Board appoints the committee members and chairman. Only members of the Board are eligible to be selected to the Committee. The audit committee should consist of at least three members. The committee has a quorum when the majority of the members are present. The members shall be selected so that the audit committee as a whole has the necessary qualifications and experience to carry out its duties. All members should have a solid financial understanding. At least one of the members should have significant IFRS experience and must be able to make own assessments of the Company's financial reporting, established internal control and applied accounting principles. The audit committee members are appointed for a two-year term.

3 MEETINGS

- 3.1 Only the committee members are entitled to participate at the meetings. The CFO will be the company's main representative in relation to the audit committee and will be available at the audit committee meetings. The CFO will in addition serve as the secretary of the Committee. The committee members can invite other people to the meetings if it considers it necessary. External auditor should be invited to present relevant agenda points for the Committee. The Committee should meet quarterly as a minimum and the meetings should be coordinated with the company's reporting cycle and the Board meeting schedule. Extraordinary meetings can be held if necessary. The agenda and the meeting documents shall be sent the committee members in due time before each meeting. The committees' secretary shall send out the minutes of the meetings to the Board members and to the external auditor. The chairman of the committee or at least one of the other members must participate at the board meeting where the financial statements are approved.

4 COMMITTEE TASKS

- 4.1 The Committee shall develop a yearly plan for the audit and the Committee's work and shall annually evaluate the performance of own activities.
- 4.2 The Committee's tasks shall encompass:
- 4.2.1 *Oversight of the Integrity of the Company's Financial Statements, Financial Reporting Process and Internal Controls*

The Committee shall:

- discuss with management and the external auditor (a) the company's financial reporting practices and requirements, (b) the quality, adequacy and effectiveness of the company's disclosure controls and procedures, and (c) the company's internal controls over financial reporting, including any significant weakness that have been identified in the Company's internal control related to financial reporting;
- discuss with management and the external auditor the annual audited financial statements and half-year financial statements, including disclosures made in the Directors' Report and in management's discussion and analysis;
- ensure that the Board has sufficient knowledge of relevant accounting and auditing standards;
- review with the external auditor (a) critical accounting policies and practices to be used by the company, and (b) alternative accounting treatments;
- review the results of the annual audit carried out by the external auditor;
- discuss with management and the external auditor significant financial reporting issues and judgment made in connection with the preparation of the company's annual and quarterly financial statements;

- resolve significant disagreements between management and the external auditor on financial reporting; and
- assess the need for internal control in the company.

4.2.2 *Oversight of the Relationship with the External Auditor*

The Committee shall:

- support the Board and the Annual General Meeting in their roles related to election of external auditors for Kitron ASA at the Annual General Meeting of Shareholders;
- discuss with the external auditor their audit process, audit plan and key audit findings and make sure that orders or recommendations from the auditor are followed up by the management;
- review the external auditor's reports to the Board, including making an assessment of the audit in light of the Norwegian Financial Supervisory Authority's findings in the auditor supervision directed at the auditing company;
- review that the external auditor is independent in relation to services rendered and relationships that may impact objectivity and independence between the external auditor and the Company, including review and pre-approval of non-audit services provided by the external auditor. The Committee shall inform the Board of the assessment of the auditor's independence, including explain and document to the Board the audit committee's process in order to monitor the auditor's independence. The authority to grant pre-approvals of permitted non-audit services below certain thresholds may be delegated to one or more designated members of management, whose decisions will be presented to the full committee at its next regularly scheduled meeting. A memo describing the authority and process for management approval of such services needs to be approved by the Audit Committee;
- monitor external auditor's fees for non-audit services, and make sure that they do not exceed 70% of the audit fee based on a 3-year period for the period for this requirement will be applied (accumulated assessment and first time 3 year accumulated measurement will apply in 2025);
- evaluate the qualifications and independence of the external auditor;
- oversee the external auditor's compliance with the audit engagement team rotation requirements as well as requirements related to Mandatory Firm Rotation;
- overlook the external auditor's remuneration for the audit of Kitron ASA, including subsidiaries; and
- oversee that the services (other than regular audit) provided by the external auditor is modest, within laws and regulations and do not conflict with the independency of the external auditor.

4.2.3 *Handling Complaints*

The Committee shall

- ensure that the company has procedures in place for the proper handling of complaints relating to accounting, internal controls and auditing matters, including that employees can send confidential and/or anonymous (where not prohibited by local legislation) submissions of concern relating to accounting and auditing as well as other matters regarded as breach of the company's code of conduct, steering documents or other statutory provisions (documents / procedures / policies) or breach of applicable law or regulations.

4.2.4 *Supervision of the Compliance function*

The Committee shall

- discuss and monitor the company's overall risk management and compliance risk
- be informed of material breaches of conduct regarding accounting and auditing matters;
- be informed of any alleged matter of material non-compliance, including any alleged matter of fraud, having an appreciable financial impact and/or a reputational risk.

5 AUTHORITY

- 5.1 The Committee may examine all activities and circumstances connected with the operations of the company in the execution of its tasks. In this connection, the Committee may request the CEO to provide access to information, facilities and personnel.
- 5.2 The Committee may carry out the surveys it deems necessary to fulfil its tasks and may use external audit and external advisors in this connection.

6 REPORTING

- 6.1 The Committee should inform the Board of the result of the statutory audit and explain how the audit has contributed to the financial reporting with integrity and the Committee's role in this process.
- 6.2 Minutes from the Committee meetings shall be distributed to the members of the Board at the subsequent meeting. The Committee may give an oral report from the meetings to the Board through the Committee chairperson.
- 6.3 The Board may at any time require more detailed oral or written reports from the Committee.

7 LIMITATION ON THE AUDIT COMMITTEE'S ROLE

- 7.1 The Committee shall base its work on the assumption that the administration and the internal auditor have brought to the Committee's attention any issue that they, in their best judgment, regard as important for the exercise of the Committee's responsibilities.
- 7.2 The Committee members are answerable only to the Board in connection with the fulfilment of their tasks. The Board retains full responsibility for the Committee's tasks.

- 7.3 The CEO is responsible for the company's annual and quarterly financial statements and for presenting the same to the Board. The external auditor is responsible for auditing the annual report. While the Committee is entrusted with the tasks set out in this Mandate, it is not the responsibility of the Committee to plan or conduct audits or to determine whether the company's financial statements, the results of operations and cash flows are a fair presentation of the company's financial position in compliance with generally accepted accounting principles. In carrying out its tasks, the Committee does not provide any expert or particular confirmation of the company's financial statements or any professional certification of the external auditor's work.

8 REMUNERATION

- 8.1 The ordinary general meeting of the Company shall determine the remuneration of the members of the Committee. The board of directors assumes that the remuneration in a reasonable manner reflects the time spent on the committee's work each year. [The fee is paid after the holding of the Company's annual general meeting.]

9 CONFIDENTIALITY

- 9.1 Information and documentation disclosed to members of the Committee in their capacity as representatives of the Company shall be kept confidential, unless otherwise decided by the Board or required pursuant to applicable laws or regulations.
- 9.2 Upon resignation, a member of the Committee shall return or destroy all confidential material concerning the Company which is in his/her possession.
