

Audit Committee Charter

1. Overall Purpose

Nordic Semiconductor ASA is required to have an Audit Committee according to paragraphs 6-41 to 6-43 of the Norwegian Public Limited Companies Act. The Audit Committee will act as a preparatory body that supports the Board of Directors (the Board) in fulfilling its responsibilities with respect to financial reporting, auditing and control, cf. paragraphs 6-12 and 6-13 of the Norwegian Public Limited Companies Act. The Audit Committee will not make decisions on behalf of the Board, and the establishment of the Audit Committee does not alter the Board's legal responsibilities or tasks.

2. Organization

a. Composition

- i. The Audit Committee will comprise of at least two and maximum three members elected by the Board.
- ii. The Board will elect the chairperson of the Audit Committee.
- iii. Senior management, the Chairman of the Board or leading employees of Nordic Semiconductor ("Nordic") cannot be elected to the Audit Committee.
- iv. At least one of the members of the Audit Committee shall be qualified in accounting or auditing. This member cannot be elected from the Board's employee representatives. None of the members shall have any other relation to the business other than participation in the Board or being an employee.
- v. Members will be appointed for a one-year period.

b. Quorum

- i. A quorum for any meeting will be the members present in person or by phone.

c. Meetings

- i. Meetings shall be held normally six times per year. Additional meetings may be called upon, either by the audit committee or by the company.
- ii. The Audit Committee shall adopt an annual meeting plan. This plan should involve key standard topics to be covered during the upcoming year ("annual AC wheel". The meeting plan will be approved by the Board.
- iii. Minutes shall be prepared from all Audit Committee meetings. If the Committee discuss any matter that will be decided by the Board, the minutes shall include the Committee's proposal to the Board.

d. Information to the Board

- i. The Audit Committee shall following each meeting, give the Board updates on its activities in the first upcoming Board meeting.
- ii. The Board shall receive minutes from the Committee's meeting for information purposes. The minutes is prepared by the administration and shall be approved by the Chairman of the Audit Committee prior to submission of all papers to the Board.
- iii. The Committee shall make sure that the Board is made aware of issues or matters that may have significant influence on the company's financial results, significant weaknesses in the internal control and other material issues within the mandate of the Audit Committee.

e. Organization of the Committee's work

- i. The Administration of the company shall make available a secretary for the Committee. The CFO of the company will appoint the secretary.
- ii. The Audit Committee shall obtain all information required for performing its duties according to this charter, including:
 1. Make sure that satisfactory attendance from the management participates in the Committee's meetings, hereunder that the CFO always participates, and that the Compliance Officer attends if and when required for adequate updates.
 2. Arrange for adequate preparatory documents from the management.
 3. Request that the management seek external legal or other professional advice when necessary.
- iii. The company's auditor should be invited for participation on topics that are considered relevant based on an evaluation by the Administration and Chair of the Committee

f. The Committee's evaluation of its work

- i. The Committee shall evaluate its own performance and competence at an annual basis. No formal documentation is required for fulfilling this responsibility.

3. The Committee's responsibilities

The Audit Committee will:

- a. 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
- b. Prepare the Board's follow-up of the process with reporting of the monthly, quarterly and annual accounts and provide suggestions to ensure its integrity. Prior to presenting quarterly results to the Board for approval, the audit committee will

- also complete a more comprehensive review of the closing process, accounting principles, special issues and reporting together with the Administration.
- c. Supervise the company's system and procedures for accounting, internal control and risk management, that involves the entity's financial reporting, without violating the Committee's independency
 - d. Ensure that the company has adequate policies, procedures, systems and measures in place to prevent violation of relevant rules and regulations in particular, but not limited to: anti-corruption and bribery, data privacy and human rights
 - e. Supervise the company's external reporting, including the integrated annual report, and its alignment with relevant regulations and international guidance to ensure transparent and reliable data
 - f. Ensure that the Committee is sufficiently updated on the audit of the annual accounts directly from the company's auditor.
 - g. Supervise and review the auditor's independence, with reference to the Auditors' Act chapter 8, and
 - i. ensure that any other services than the audit of the accounts does not in any way pose a threat to the auditor's independence
 - ii. Approve all non-audit services provided by the company's auditor. Approval authority delegated to the Chair with information to the rest of the Committee in the following AC Meeting
 - iii. Monitor that the auditor's fee for non-audit services (NASCAP) does not exceed 70% of the audit fee for three consecutive years
 - h. Attend to the following responsibilities:
 - i. Ensure that offers from several audit firms are obtained on a regular basis for evaluation of the position as the company's auditor
 - ii. Prepare recommendation for election of auditor to the Board and prepare the proposal for election of auditor to be presented to the company's general assembly
 - iii. Perform other supervising functions as requested by the Board
 - iv. Review and update this Charter and propose any changes to the Board
 - v. Shall be informed and evaluate material risks and issues related to tax
 - vi. Support the Board in the evaluation of the IT and cyber security risks in the Company.
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