

**RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS  
OF  
EQUINOR ASA**

*(Adopted by the board of directors on 9 February 2021)*

**1 INTRODUCTION**

**1.1 Purpose and applicability**

1.1.1 The purpose of these instructions for the board of directors of Equinor ASA is to provide rules for the board's work and administrative procedures, pursuant to the Norwegian Public Limited Liability Companies Act section 6-23.

1.1.2 The instructions are binding on the members of the board of directors and the chief executive officer. They apply correspondingly to observers and deputy members as appropriate.

1.1.3 The chief executive officer shall make sure that each member of the board of directors familiarises him/herself with and accepts these instructions when taking up office. In confirmation, each member of the board of directors shall sign a copy of these instructions. The chief executive officer shall establish a file for signed instructions.

1.1.4 In order to ensure that these instructions are adapted to the company's activities, they will be reviewed once a year or as required.

**1.2.1 Regulatory framework for the board**

The rights and obligations of the board of directors are inter alia listed in the Norwegian companies' legislation, the Norwegian Accounting Act and the Norwegian Stock Exchange Act, the company's articles of association, the decisions of the annual general meeting, these instructions for the board and decisions otherwise adopted at the board meetings.

**2 THE DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

**2.1 Management of the company**

Pursuant to section 6-12 of the Public Limited Companies Act, the board of directors is responsible for the management of the company. This article 2 provides an overview of key duties and responsibilities for the board in connection with the management role.

**2.2 General duties**

2.2.1 The board of directors shall overall manage Equinor, including deciding the company's strategy and overriding objective, the adoption of the company's "ambition to action", ensuring adequate control of the company's internal control and overall risk management, including climate and safety, and ensuring the proper organisation of its activities in accordance with the company's articles of association. The board may also adopt guidelines for the business and issue orders in individual cases.

2.2.2 The board shall supervise and control the management and the company's day-to-day activities in general, pursuant to the Norwegian Public Limited Liability Companies Act section 6-13.

2.2.3 The board shall consider matters that in relation to the company's affairs are of an extraordinary nature or of major importance.

2.2.4 As necessary, the board shall issue instructions and authorisations to the chief executive officer.

### **2.3 Oversight and control**

2.3.1 The board shall keep informed about the company's financial position and ensuring adequate control of the company's activities, accounts and asset management, including consideration of its monthly financial and operational reporting, pursuant to the Norwegian Public Limited Liability Companies Act section 6-12.

2.3.2 The board shall ensure that the company has a sound equity and liquidity base in relation to the risks associated with and the extent of its activities, and compliance with the requirements laid down in or provided for pursuant to Norwegian legislation relating to equity.

2.3.3 The board shall review the draft annual accounts and annual report as presented by the chief executive officer and prepare the drafts for approval by the annual general meeting. The annual accounts and the annual report shall be adopted by the board of directors and signed by the board and the chief executive officer.

2.3.4 The board shall make such inquiries as it deems necessary for the performance of its duties. The board of directors shall make inquiries if requested to do so by one or more of its members.

2.3.5 The board shall submit proposals to the corporate assembly in accordance with Norwegian legislation and the company's articles of association.

2.3.6 The board shall prepare a statement to the general meeting regarding remuneration to the corporate executive committee pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a.

2.3.7 The board shall ensure proper management development and succession planning.

### **2.4 Strategy, investments and divestments**

2.4.1 The board shall approve new oil and gas investment projects or divestments which exceed USD 400 million (Equinor share) and approve aggregated strategic rig exposure exceeding USD 1.25 billion at time of award. The board shall also approve new investment projects or divestments within the area of renewables and low carbon solutions exceeding USD 200 million (Equinor share).

2.4.2 The board shall approve a decision to enter into a medium or high risk country.

### **2.5 Other duties of the board**

2.5.1 The board shall appoint and, if applicable, dismiss with or without notice the chief executive officer.

2.5.2 The board shall establish such committees and sub-committees of the board of directors as may be required.

2.5.3 The board shall evaluate its own work and competence on an annual basis.

### 3 THE CHIEF EXECUTIVE OFFICER'S DUTIES TOWARDS THE BOARD OF DIRECTORS

#### 3.1 General duties

3.1.1 The chief executive officer shall comply with the guidelines and orders issued by the board of directors for the day-to-day management of the company's activities.

3.1.2 Day-to-day management does not cover matters which in relation to the company's affairs are of an extraordinary nature or of major importance. However, such matters may be decided by power of attorney from the board of directors or if the board of directors' decision cannot be awaited without this being of serious detriment to the company. The board of directors must be informed about the decision as soon as possible.

3.1.3 The chief executive officer shall ensure that the company has a values based and performance driven organisation, with high focus on ethics, integrity and SSU.

3.1.4 The chief executive officer shall otherwise carry out and be responsible for the duties assigned to him/her by law, regulations, the articles of association, the general instructions adopted by the board of directors and guidelines and orders issued by the board of directors.

#### 3.2 Periodic reporting

3.2.1 The chief executive officer shall present the draft annual accounts and annual report, as well as a proposal for allocation of profit or covering of loss, to the board of directors.

3.2.2 The chief executive officer shall also ensure that the annual accounts and annual report are prepared in accordance with applicable legislation, regulations and accounting standards, and that the assets of the company are managed in a sound manner.

#### 3.3. Mandate and reporting procedures for the chief executive officer for strategy, investments and divestments

##### 3.3.1 *The chief executive officer's general mandate*

Pursuant to established strategy and applicable capital value decision procedure for Equinor, the chief executive officer is authorised to approve new oil and gas investment projects and divestments up to USD 400 million (Equinor share), however within the area of renewables and low carbon solutions, the authorisation is limited to USD 200 million (Equinor share). This item also covers establishment of firm commitments for example booking of new pipeline capacity for transportation of oil and gas which is not already sold.

The board shall be informed if there are substantial changes in an already approved investment project's profitability, progress or cost frame including currency changes.

##### 3.3.2 *Matters of extraordinary nature or major importance*

Matters that in relation to the company's affairs are of an extraordinary nature or of major importance shall be forwarded to the board of directors for approval. Reference is made to articles 2.2.3 and 3.1.2 above.

##### 3.3.3 *Strategic rig capacity mandate*

With respect to rig procurement, the chief executive officer is authorised to enter into single drilling contracts with full Equinor exposure (strategic capacity) provided that the Equinor aggregated exposure in total is not exceeding 1.25 billion USD at time of award.

3.3.4 *Long-term gas sales agreements mandate*  
 The chief executive officer is authorised to enter into long term gas sales agreements with expected annual off-take of up to 3 billion Sm<sup>3</sup> per contract (Equinor share). The board shall be informed if re-negotiation of the material long term gas sales agreements results in substantial change of values.

3.3.5 *Reporting at each board meeting*  
 At each board meeting, at the meeting or in writing, the chief executive officer shall report on the company's activities, position and operational and financial development. The report shall include information about new investment projects and divestments between USD 200 million and USD 400 million (Equinor share), approved by the chief executive officer. The board of directors may at any time demand that the chief executive officer report to the board of directors on specific matters pursuant to the Norwegian Public Limited Liability Companies Act section 6-15.

## 4 THE BOARD OF DIRECTORS' PROCEEDINGS

### 4.1 Notice of board meetings

4.1.1 The chair of the board of directors is responsible for preparing and giving notice of meetings, and for technical implementation and follow-up of the board of directors' work. Matters to be considered by the board shall be prepared by the chief executive officer in consultation with the chair of the board of directors.

4.1.2 Notices of meetings must be in writing and state the matters to be considered, and the period of notice must be reasonable. In the event of absence of a member of the board of directors and where there is a deputy member, the deputy member must be given notice to attend.

### 4.2 Documentation to board meetings

4.2.1 As far as possible, the documents relating to matters to be discussed shall be distributed to each member of the board of directors no later than one week before the meeting of the board of directors is scheduled to take place.

An exception may be made where it is of particular importance that the information contained in such documents is not disclosed to unauthorised parties and there is a danger that this may happen if the documents are distributed beforehand, or for other material reasons.

4.2.2 The documents relating to the matters to be discussed must be prepared and presented in a manner that provides the board of directors with a sound basis for its decisions.

4.2.3 Normally, matters for the board's consideration will be prepared by the chief executive officer and a person authorised by him/her, see 4.1.1 above.

If deemed expedient by the chair of the board of directors, he/she may nevertheless propose that the board of directors delegate the exploratory and preparatory work relating to a specific matter to a select committee of board members.

It is a precondition that all members of the board of directors are given access to the same information relating to the result of the work, and that the committee is not authorised to make a decision in the matter.

### **4.3 Holding of board meetings**

- 4.3.1 The chair of the board of directors shall ensure that a meeting of the board of directors is held at least once every three months or as often as warranted by the company's activities, or when requested by the chief executive officer or one of the board members, pursuant to the Norwegian Public Limited Liability Companies Act section 6-20. The chair of the board of directors shall propose a meeting schedule for each calendar year.
- 4.3.2 The board of directors shall consider matters at a meeting unless the chair of the board of directors finds that the matter can be submitted in writing or dealt with in some other adequate manner pursuant to the Norwegian Public Limited Liability Companies Act section 6-19. The annual accounts and directors' report must be discussed at a meeting.
- 4.3.3 As far as possible, the chair of the board of directors shall ensure that the board members are able to participate in a joint discussion of matters which are considered without a meeting being held. The board members and chief executive officer may, individually or collectively, demand that a meeting be held.
- 4.3.4 The meetings shall be held on the company's premises unless otherwise decided by the chair of the board.
- 4.3.5 The meetings of the board of directors shall be chaired by the chair of the board of directors, or by the deputy chair of the board of directors in his/her absence. If both the chair and the deputy chair are absent, the board of directors shall elect a person to chair the meeting.
- 4.3.6 The chief executive officer has a right and an obligation to participate in the board of directors' discussion of matters and to address the board, unless otherwise decided by the board of directors on a case-to-case basis, pursuant to the Norwegian Public Limited Liability Companies Act section 6-19.

### **4.4 Decision-making**

- 4.4.1 The board of directors forms a quorum when at least half of its members are present or otherwise participate in the board's discussion of the matter in question. The board of directors may not, however, decide a matter unless all board members, as far as possible, have had an opportunity to participate in the discussion of the matter.
- 4.4.2 A decision by the board of directors requires that the majority of the members of the board of directors who have participated in the discussion of a matter have voted in favour of the motion, pursuant to the Norwegian Public Limited Liability Companies Act section 6-25.
- 4.4.3 In the event of a parity of votes, the chair of the board of directors shall have the casting vote.
- 4.4.4 More than one third of all the members of the board of directors must vote in favour of a motion involving a change for the company pursuant to the Norwegian Public Limited Liability Companies Act section 6-25.
- 4.4.5 Special rules apply in the case of elections and appointments, pursuant to the Norwegian Public Limited Liability Companies Act section 6-26.

### **4.6 Minutes from board meetings**

- 4.6.1 Minutes must be kept of the proceedings at board meetings, pursuant to the Norwegian Public Limited Liability Companies Act section 6-29.

4.6.2 The chair of the board of directors, or the person chairing the board's discussions in his/her place, is responsible for the minutes being kept.

4.6.3 The minutes shall state the following:

- Time and venue of the board meeting;
- List of persons attending the meeting;
- That all members of the board of directors have been given an opportunity to participate;
- Method of consideration;
- Reference to the case documents presented to the board;
- Whether the board of directors formed a quorum;
- The business transacted at the meeting, including minutes of the board's discussions and the resolutions adopted, stating the number of votes in each case;
- If the board of directors' resolution is not unanimous, it must be stated who voted for and who against. In the event that a member of the board of directors or the chief executive officer disagrees with a decision, he/she may demand that his/her view be entered in the minutes; and
- A list of follow-up issues from the board meeting.

4.6.4 The draft minutes of the board of directors' meeting shall be distributed to all members of the board of directors within two weeks of the meeting having taken place, at the latest.

4.6.5 The minutes of board meetings shall be signed at the next meeting. The minutes shall be signed by all members who participated in the board of directors' deliberations.

4.6.6 A copy of the signed minutes shall be distributed to all members of the board of directors as soon as possible once they have been signed.

## **5 DISQUALIFICATION**

### **5.1 Introduction**

5.1.1 As set forth in section 6-27 in the Public Limited Liability Companies Act, members of the board of directors and the chief executive officer may not participate in the discussion or decision of issues which are of special personal importance to them, or to any closely-related party of the member in question, so that the board member must be regarded as having a major personal or special financial interest in the matter.

5.1.2 Each board member and the chief executive officer are individually responsible for ensuring that they are not disqualified from discussing any particular matter.

5.1.3 Members of the board of directors are obliged to disclose any interests they themselves or their closely-related parties may have in the outcome of any particular issue.

### **5.2 General restrictions**

5.2.1 Each member of the board has a personal responsibility to continually assess whether there are circumstances which could undermine the general confidence in the board member's independency, considering also the company's reputational risk.

It is incumbent on each board member to be especially vigilant when making such assessments in connection with the board of director's handling of transactions, investments and strategic decisions.

The board member shall immediately notify the chairman of the board and the company secretary if such circumstances are present or arise and the chairman of the board will determine how the matter will be dealt with.

- 5.2.2 Before accepting new directorships or other external offices, members of the board of directors shall liaise with the chair of the Equinor board.

Each member of the board shall also report any changes in directorships and external offices to the company secretary.

### **5.3 Loan or credit discussions**

- 5.3.1 Members of the board of directors or the chief executive officer may not participate in the discussion of any matter concerning a loan or other credit to him/herself for the furnishing of security for his/her debt or insurance of his/her assets.

The same applies to parties closely related to a member of the board of directors or the chief executive officer and companies in which the person in question is a member of the board of directors.

### **5.4 Related party agreements**

- 5.4.1 The board of directors must approve any agreement between the company and a member of the board of directors or the chief executive officer.

- 5.4.2 The board must also approve any agreement between the company and a third party in which a member of the board of directors or the chief executive officer may have a special interest.

## **6 DUTY OF CONFIDENTIALITY**

### **6.1 Confidentiality in respect of confidential information**

- 6.1.1 Members of the board of directors have a duty of confidentiality in all matters of which they acquire knowledge in their capacity as members of the board of directors, unless otherwise expressly provided for by law. Documents marked as "Confidential", including inter alia accounts, as well as discussions of these documents by the board of directors, are confidential.

- 6.1.2 Dispensation from the duty of confidentiality is subject to the adoption of a specific resolution by the board of directors in each case.

- 6.1.3 Members of the board of directors are obliged to store the written material that they receive in their capacity as board members in a secure manner in order to prevent the material from becoming available to third parties.

### **6.2 Exemptions**

- 6.2.1 The duty of confidentiality pursuant to article 6.1.1 above does not constitute an obstacle to board members consulting with third parties if this is necessary in order for them to adequately carry out the duties of their office as board members, provided that the party consulted has or undertakes to observe the same duty of confidentiality with respect to the information as the board member him/herself.

6.2.2 Nor shall the duty of confidentiality pursuant to article 6.1.1 above constitute an obstacle to the chair of the board, or a person specially appointed by the board or chair of the board, giving information to third parties provided that this is necessary and in the company's interests, provided however that the party receiving the information has or undertakes to observe the same duty of confidentiality with respect to the information as the chair of the board or the person appointed.

6.2.3 The board's deliberations and assessments are confidential unless otherwise decided in each individual case. Individual board members may make their dissent known if it is not detrimental to the company's interests that the dissent becomes known to third parties. If a dissent is to be made known to third parties, the dissenting board member shall, in important matters, inform the chair of the board in advance if this is possible in practice.

### 6.3 **Primary insider regulations**

Board members are obliged to comply with the company's internal regulations for primary insiders.

### 6.4 **Breach of confidentiality**

Breach of the duty of confidentiality may lead to liability in damages and/or criminal liability in accordance with general rules of law.

## 7 **THE FUNCTION OF THE COMPANY SECRETARY**

In cooperation with the chair of the board of directors and the chief executive officer, the secretary to the board of directors shall attend to the practical tasks associated with the board's work. These are:

- Sending out notices of meetings and agendas;
- Coordination of and sending out of documents relating to the business of the board of directors;
- Follow-up of resolutions adopted by the board of directors;
- Keeping of the minutes of meetings;
- Keeping the company's written records updated;
- Keeping the Brønnøysund registers updated; and
- Prepare an annual plan for the board's work.

## 8 **AMENDMENTS TO THE INSTRUCTIONS**

Amendments to these instructions are adopted by a simple majority vote among the members of the board of directors.

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Approved by the board of directors 9 February 2021