

HAFNIA LIMITED

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hafnia Limited (the “Company”) will be held at 18 Rebecca Road, Southampton SN04, Bermuda on Thursday, 18 May 2023 at 5:00 p.m. (Bermuda time) for the following purposes:

1. To confirm the Notice of the Annual General Meeting.
2. To receive the audited consolidated financial statements of the Company for the financial year ended 31 December 2022 and the Auditors’ Report thereon.
3. To determine that the number of Directors of the Company shall be up to eight.
4. To approve amendments to the Bye-laws of the Company in the manner as set out in Appendix A of this Notice, in order to remove the staggered board mechanism and provide the ability for persons other than the Chairman of the Company to be elected as chairman of a general meeting.
5. To re-elect the following Directors as set out below:

Mr. Andreas Sohmen-Pao
 Mr. Erik Bartnes
 Mr. Peter Read

In the event the resolution under proposal 4 is not adopted, to re-elect the following Directors as set out below:

<u>Director:</u>	<u>Class:</u>	<u>Period:</u>
Mr. Andreas Sohmen-Pao	I	2 years
Mr. Erik Bartnes	I	2 years
Mr. Peter Read	I	2 years

6. To re-appoint Mr. Andreas Sohmen-Pao to the office of Chairman of the Company for the ensuing year.
7. To receive the latest Guidelines on Executive Remuneration, a copy of which is available on the Company’s website.
8. To approve the annual fees payable for the period from the 2023 Annual General Meeting to the 2024 Annual General Meeting to the Directors and Committee Members as follows:

Role	Fees
Chairman	US\$ 80,000
Board Members	US\$ 65,000
Audit Committee Chair	US\$ 10,000
Audit Committee Member	US\$ 5,000
Remuneration Committee Chair	US\$ 10,000
Remuneration Committee Member	US\$ 5,000
Nomination Committee Chair and Member	US\$ 2,500

9. To consider, and if thought fit, to approve the re-appointment of KPMG LLP as Auditors to hold office until the conclusion of the next annual general meeting and to authorise the Board of Directors to determine the Auditors' remuneration.

BY ORDER OF THE BOARD

Mr. Andreas Sohmen-Pao
Chairman of the Board
26 April 2023

Registered Office:

Washington Mall Phase 2
4th Floor, Suite 400
22 Church Street, HM 1189
Hamilton, Pembroke, HM EX
Bermuda

Notes:

1. A copy of the Annual Report and the Auditors' Report for the financial year ended 31 December 2022 can be accessed at the Company's website at <http://www.hafniabw.com>. Members who wish to receive printed copies of the Annual Report may submit a written request via electronic mail to ir@hafniabw.com with the member's full name and mailing address clearly indicated.
2. The Directors propose that the general meeting approves the amendments to the Company's Bye-laws to align with corporate governance improvement practices. The Directors consider the proposed amendments to be in the interests of the Company and they recommend the Shareholders vote in favour of agenda proposal 4 as set out in this Notice (which will be Resolution 2) at the general meeting. A copy of the amended Bye-laws with the amendments shown is enclosed as Appendix A.
3. A description of the competencies and executive functions of the Directors to be re-elected can be accessed at the Company's website at <http://www.hafniabw.com>.
4. Only those members entered on the register of members of the Company at 5.00 pm (Oslo time) on **15 May 2023** shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 5.00 pm (Oslo time) on **15 May 2023** shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjournment thereof.
5. Every member entitled to attend and vote at the Annual General Meeting or any adjournment thereof is entitled to appoint a proxy to attend and vote in his stead on a show of hands or on a poll. A form of proxy is enclosed for this purpose. A proxy need not be a member of the Company. A member who is entitled to cast two or more votes at the Annual General Meeting or any adjournment thereof may appoint more than one proxy.
6. To be valid, the form of proxy is to be received by DNB Bank ASA, Registrars Department, at its address at Dronning Eufemias gate 30, 0191 Oslo, not later than **15 May 2023 at 5:00 pm (Oslo time)** or by e-mail at vote@dnb.no not later than the aforementioned date and time.
7. If properly executed, the shares issued in the capital of the Company represented by the proxy (the "Shares") will be voted in the manner directed by the member on the form of proxy. The proxy holder shall also have discretion to vote the Shares for or against any amendments to resolutions duly made at the Annual General Meeting or any adjournment thereof. If no direction is given, the Shares will be voted in favour of the resolutions as recommended by the Board of Directors (including amendments thereto approved by the Board of Directors) when duly presented at the Annual General Meeting or any adjournment thereof. The proxy holder shall have discretion to vote the Shares on any other matters in furtherance of or incidental to the foregoing or as may otherwise properly come before the Annual General Meeting or adjournment thereof.

APPENDIX A

PROPOSAL 4 – AMENDMENT OF THE COMPANY’S BYE-LAWS

Based on the recommendation of the Board of Directors of the Company, it is proposed that the Company’s Bye-laws be amended in the manner set out below for the purposes of alignment with corporate governance improvement practices, namely:

1. Bye-law 29 (Chairman to Preside) is proposed to be amended to include the additions and deletions as set out below, in order that persons other than the Chairman may be elected as chairman of a general meeting:

“29. Chairman to Preside

~~Unless otherwise agreed by a majority of those attending and entitled to vote thereat, t~~The Chairman or the president of the Company, if there be one, shall act as chairman of the meeting at all general meetings at which such person is present. Notwithstanding the above, the Chairman or president, as applicable, may appoint a person to act as chairman of the meeting. In the absence of the Chairman, the president and a person appointed to act as chairman of the meeting by the Chairman or president of the Company, in their absence a chairman of the meeting shall be appointed or elected by those present at the meeting and entitled to vote.”

2. Bye-law 39 (Classes of Directors) shall be deleted in its entirety and replaced with “[Deleted]”.

If the proposal is approved, the relevant Bye-law shall be deleted and amended as follows:

“39. ~~Classes of Directors~~[Deleted]”

~~The Directors shall be divided into two classes designated Class I and Class II. Each class of Directors shall consist, as nearly as possible, of half of the total number of Directors constituting the entire Board.”~~

3. Bye-law 40 (Term of Office of Directors) shall be deleted in its entirety and replaced with the following:

“40. Term of Office of Directors

~~At the general meeting at which these Bye-laws are adopted, the Class I Directors shall be elected for an initial term of office that expires at the Company’s 2019 annual general meeting, and the Class II Directors shall be elected for an initial term of office that expires at the Company’s 2020 annual general meeting. At each succeeding annual general meeting (commencing, for the avoidance of doubt, at the Company’s 2019 annual general meeting), successors to the class of Directors whose term expires at that annual general meeting shall be elected for a two year term. If the number of Directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Directors in each class as nearly equal as possible, and any Director of any class elected to fill a vacancy shall hold office for a term that shall coincide with the remaining term of the other Directors of that class, but in no case shall a decrease in the number of Directors shorten the term of any Director then in office. A Director shall hold office until the annual general meeting for the year in which his term expires, subject to his office being vacated pursuant to Bye-law 41.~~Directors

shall hold office for such term as the Members may determine or, in the absence of such determination, until the next annual general meeting or until their successors are elected or appointed or their office is otherwise vacated.”

Pursuant to Bye-law 76 (Changes to Bye-laws) this Proposal 4 requires the affirmative vote of not less than two-thirds of the votes cast at the Annual General Meeting in order to be approved by the Members.