

**COOL COMPANY LTD.  
AUDIT AND RISK COMMITTEE CHARTER  
Adopted on 6 September 2024**

This Audit and Risk Committee Charter (the “**Charter**”) has been adopted by the Board of Directors (the “**Board**”) of Cool Company Ltd. (the “**Company**”) and sets forth the purpose, composition, authority and responsibility of the Audit and Risk Committee (the “**Committee**”) of the Board.

**1. PURPOSE**

The Committee’s purpose is to assist the Board in its oversight of:

- the quality and integrity of the Company’s financial statements and related information, including the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements;
- the independence, qualifications, appointment and performance of the Company’s external auditor (the “**external auditor**”);
- the Company’s disclosure controls and procedures, internal control over financial reporting, and management’s responsibility for assessing and reporting on the effectiveness of such controls;
- the organization and performance of the Company’s internal audit function;
- the Company’s compliance with applicable legal and regulatory requirements; and
- the Company’s enterprise risk management processes.

**2. ACCESS TO INFORMATION AND AUTHORITY**

In carrying out its duties and responsibilities, the Committee shall have the authority to:

- communicate directly with the external auditor and to meet with and seek any information it requires from employees, officers, directors or external parties;
- review the plan and any significant reports prepared by the Head of Internal Audit and Risk or other internal auditors and meet with the Head of Internal Audit and Risk;
- investigate any matter relating to the Company’s accounting, auditing, internal control or financial reporting practices or anything else within its scope of responsibility;

- obtain full access to all Company books, records, facilities and personnel; and
- at its sole discretion and at the Company's expense, retain and set the compensation of outside legal, accounting or other advisors, as necessary to assist in the performance of its duties and responsibilities.

The Company will provide appropriate funding, as determined by the Committee, for compensation to the external auditor, to any advisors that the Committee chooses to engage and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **3. COMPOSITION AND MEETINGS**

The Board shall appoint from time to time among its members the Committee, which shall be composed of one or more directors as determined by the Board and, except for the observers discussed below, all of whom shall meet all applicable standards of independence and financial literacy under applicable laws, regulations and rules, which determination of independence will be made by the Board. At least one member shall be designated as an "audit committee financial expert" as defined by applicable legislation and regulation, including within the meaning of Item 407 of Regulation S-K promulgated by the Securities and Exchange Commission.

The Board may elect from among its members to the Committee observers, provided that such observers shall not (i) participate in any discussion unless invited to do so by the Committee, (ii) be entitled to vote on any Committee matters or actions; (iii) be an executive officer of the Company; or (iv) serve as the chair of the Committee (the "Chair").

The Board may remove members of the Committee at any time, with or without cause.

The Chair shall be designated by the Board provided, that if the Board does not so designate a Chair, the Committee shall choose one of its members to be its Chair by majority vote. In the event that the Committee is comprised of only one voting member, that member shall also serve as the Chair. The Chair shall have the duties and responsibilities set out in Section 6.

The Committee will meet at least quarterly, or more frequently as it deems necessary to fulfill its responsibilities. The Committee shall be convened whenever requested by the external auditor or any member of the Committee or otherwise as required by law. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers shall be forwarded to the Committee no later than 24 hours before the date of the meeting. The external auditor shall be entitled to receive notice of every meeting of the Committee and to attend and be heard at all such meetings. The Committee shall periodically meet separately with management and the external auditor in executive sessions. In addition, the Committee shall periodically meet with the external auditor, management and, if appropriate, the Head of Internal Audit and Risk, to discuss the annual audited financial statements and quarterly financial statements, including the Company's disclosure under Management's Discussion and

Analysis of Financial Condition and Results of Operations (the “MD&A”). Subject to applicable law and exchange requirements, the Committee and the Chair may invite any director, executive, employee or such other person as it deems appropriate to attend and participate in any portion of any Committee meeting, and may exclude from all or any portion of its meetings any person it deems appropriate in order to carry out its responsibilities. At least once a year and at any other time as required by the Committee, the Committee will meet in camera (i.e., solely between the independent Committee members and the Company’s external auditor). Meetings may be held in person or by telephone or video-conference. The Committee may also act by unanimous written consent, whether given in writing or electronically, in lieu of a meeting. Unless otherwise determined from time to time by resolution of the Board, a majority of the voting members of the Committee shall constitute a quorum for the transaction of business at a meeting; in the event that the Committee is comprised of solely one voting member, the attendance of the Chair is required for a quorum. For any meeting at which the Chair is absent (and there is more than one voting member of the Committee), the chair of the meeting shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by members of the Committee, except where only two members are present, in which case any question shall be decided by the Chair<sup>1</sup>. Unless otherwise determined by resolution of the Board or at an in camera meeting, the Secretary of the Company, or his/her delegate, shall minute the proceedings and resolutions of the Committee meetings including the names of those present and in attendance. The Committee will maintain written minutes of its meetings and copies of written consents. The Committee shall report regularly to the Board.

#### **4. RESPONSIBILITIES AND DUTIES OF THE COMMITTEE**

In addition to such other duties as may from time to time be expressly assigned to the Committee by the Board, the Committee shall have the following responsibilities and duties:

##### *Financial Reporting*

- Prior to their public disclosure, review and discuss with management and, if applicable, the external auditor or the Head of Internal Audit and Risk:
  - i. the Company’s annual financial statements and the related MD&A, including the discussion of critical accounting estimates included therein and, if appropriate, recommend to the Board the approval, filing and disclosure of such information;
  - ii. the Company’s annual earnings press releases, including any pro forma or non-GAAP information included therein;
  - iii. the Company’s quarterly unaudited financial statements and associated MD&A, including the discussion of critical accounting estimates included therein;

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<sup>1</sup> This provision is not applicable should there only be one voting member of the Committee.

- iv. the Company's quarterly earnings press releases, including any pro forma or non-GAAP information included therein;
- v. the type and presentation of financial information and earnings guidance provided to analysts, ratings agencies and others;
- vi. to the extent they include financial information extracted or derived from the Company's financial statements, other public reports or filings by the Company, including the Company's annual information form; and
- vii. internal controls (or summaries thereof) and the integrity of the financial reporting and related attestations by the external auditor of the Company's internal control over financial reporting.

#### *External Auditor*

- Review, report and approve of, or where appropriate provide recommendations to the Board as to, the appointment, term, compensation and review of engagement, retention, removal, independence, audit plan (including the timing and scope of the audit), estimated and actual fees and contractual arrangements of the external auditor. The external auditor will report directly to the Committee and the Committee will oversee the work performed by the external auditor and the resolution of disagreements between management and the external auditor regarding financial reporting if they arise, taking into account where appropriate the opinions of management.
- Review the external auditor's management letters and management's responses to such letters.
- At least annually, the Committee shall assess the external auditor's independence. The Committee shall obtain and review a report by the external auditor describing all relationships between the external auditor and the Company, including the written disclosures and the letter from the external auditor required by applicable laws, regulations and/or rules. The Committee shall review any disclosed relationships or services that may affect the independence and objectivity of the auditor, discuss with the external auditor any such disclosed relationships, and take appropriate actions to oversee the independence of the external auditor.
- Review and preapprove (which may be pursuant to preapproval policies and procedures) all audit and non-audit services to be provided by the external auditor. Delegate, if deemed appropriate, authority to one or more members of the Committee to grant pre-approvals of audit and non-audit services, provided that any such approvals be presented to the Committee at its next scheduled meeting. Consider whether the auditor's provision of permissible non-audit services is compatible with the external auditor's independence.

- Discuss with the external auditor and management any matters required to be discussed in accordance with applicable Public Company Accounting Oversight Board (“PCAOB”) standards.
- Review with the external auditor any audit problems or difficulties the external auditor encountered in the course of the audit work and management’s response, including any restrictions on the scope of the external auditor’s activities or access to requested information and any significant disagreements with management.
- Review and discuss the reports required to be made by the external auditor regarding:
  - i. critical accounting policies and practices;
  - ii. any critical audit matters arising from the current period audit;
  - iii. material selections of accounting policies when there is a choice of policies available under U.S. GAAP that have been discussed with management, including the ramifications of the use of such alternative treatment, and the treatment preferred by the external auditor;
  - iv. other material written communications between the external auditor and management; and
  - v. any other matters required to be communicated to the Committee by applicable rules and regulations.
- At least annually, obtain and review a report by the external auditor describing:
  - i. the external auditor’s internal quality-control procedures;
  - ii. any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the external auditor, and any steps taken to deal with such issues; and
  - iii. all relationships between the external auditor and the Company, addressing the matters set forth in PCAOB Rule 3526. This report should be used to evaluate the external auditor’s qualifications, performance and independence. Further, the Committee will review the experience and qualifications of the lead partner each year and determine that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed. The Committee will also consider whether there should be rotation of the external auditor itself. The Committee will present its conclusions to the Board.

- Set policies, consistent with governing laws and regulations, for the hiring of current or former personnel of the present and any former external auditors.

### *Financial Reporting Processes, Accounting Policies and Internal Controls*

- Review and discuss with management and the external auditor and the Head of Internal Audit and Risk, and monitor, report and where appropriate, provide recommendations to the Board on:
  - i. the adequacy and effectiveness of the Company's system of internal control over financial reporting, including any significant deficiencies and significant changes in internal controls;
  - ii. the integrity of the Company's external financial reporting processes;
  - iii. the Company's disclosure controls and procedures, including any significant deficiencies in or material non-compliance with, such controls and procedures; and
  - iv. the relationship of the Committee with other committees of the Board and management.
- Understand the scope of the external auditor's review of internal control over financial reporting and obtain reports on significant findings and recommendations, together with management responses.
- Review and discuss with the Company's Chief Executive Officer (the "CEO") and Chief Financial Officer (the "CFO") the process for the certifications to be provided and receive and review any disclosure from the CEO and CFO made in connection with the required certifications of the Company's quarterly and annual reports filed, including: (i) any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial data; and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
- Review major issues and analyses prepared by management or the external auditor or the Head of Internal Audit and Risk regarding accounting principles and financial reporting issues and judgments made in connection with the preparation of financial statements, including any significant changes in the Company's selection or application of accounting principles, the effect of non-GAAP methods on the financial statements, complex or unusual transactions and highly judgmental areas, such as the presentation and impact of significant risks and uncertainties and key estimates and judgments of management that may be material to financial reporting, the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company, major issues as to the adequacy

of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.

- Meet periodically with management in the absence of the external auditor.
- Consider the risk of management's ability to override the Company's internal controls.

### *Ethics Reports*

- Receive and review, with the Head of Internal Audit and Risk, any ethics reports, including all reports made to the Company and those made to the anonymous and confidential helpline (see the Speak Up Policy), of any actual or suspected violations of the law, the Company's Policies (including the Code of Business Conduct and Ethics, Insider Trading Policy and/or Sanctions Policy) or any other unethical or questionable act or behavior.
- Oversee procedures for the receipt, retention and treatment of Ethics Reports received by the Company regarding accounting, internal accounting controls or auditing matters, including procedures for confidential, anonymous submissions by employees regarding questionable accounting or auditing matters.
- Receive at each meeting a summary of the number of Ethics Reports received and an update on the status of the investigations.

### *Internal Audit and Risk Charter*

- In accordance with the Internal Audit and Risk Charter:
  - i. Discuss with the Head of Internal Audit and Risk and in line with the Internal Audit and Risk Charter, the Company's policies with respect to risk assessment and risk management, including cybersecurity, the Company's insurance coverage, as well as the Company's major financial risk exposures, the steps management has undertaken to control them, and any reports of the Head of Internal Audit and Risk concerning such matters.
  - ii. In consultation with the Head of Internal Audit and Risk and management, reviewing the annual audit plan including the budget and resource plan, and approving the same.
  - iii. Approve the annual audit plan including the budget and resource plan, after consultation with senior management and the Head of Internal Audit and Risk.
  - iv. Reviewing periodic and annual written reports from the Head of Internal Audit and Risk, and resolving any pending open issues.

### Corporate Policies

- Review the Company's compliance with internal policies and the Company's progress in remedying any material deficiencies that could have a significant impact on the Company, including reviews of periodical reports from management on the effectiveness of, and compliance with, the Company's (i) Anti-Bribery and Anti-Corruption Policy; (ii) Code of Business Conduct and Ethics; (iii) Cybersecurity Policy; (iv) Data Protection; (v) Disclosure Policy; (vi) Incentive Based Compensation Recoupment Policy; (vii) Insider Trading Policy; (viii) Internal Audit and Risk Charter; (ix) Sanctions and Export Controls Policy; (x) Speak Up Policy; and (xi) Related Person Transactions Policy.
- Review and approve any material updates to the Company's internal corporate policies at the next regularly scheduled Audit Committee meeting following the proposed updates.
- Compliance with Corporate Policies and Laws and Regulations
- Receive queries in respect of the Anti-Bribery and Anti-Corruption Policy that require escalation and cannot be addressed by the CFO and/or the General Counsel.
- Together with the General Counsel
  - Receive reports of facilitation payments (save where those demands are made on board a vessel) and other payments made in compliance with the Anti-Bribery and Anti-Corruption Policy;
  - Review and assess submitted gifts and entertainment forms and, where appropriate, approve the same when in line with the Company's Code of Business Conduct and Ethics and any other applicable Company policies (e.g., the Anti-Bribery and Anti-Corruption Policy); and
  - Receive reports of market rumors, unauthorized disclosures and/or leaks, and assess, in accordance with the Disclosure Policy, whether an emergency press release, a regulatory filing or any other communications should be issued.
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- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up of any instances of non-compliance.

### Pending and Threatened Litigation, and Investigations by regulatory exchanges or other applicable government authorities



- To receive at each meeting reports from the Company with respect to the Company's pending or threatened material litigation including but not limited to proceedings initiated for alleged breaches of anti-bribery and corruption legislation and/or sanctions.
  - To review the appropriateness of the disclosure thereof in the documents reviewed by the Committee.
  - To review, with the Company's legal counsel whether such pending litigation or investigations have a significant impact on the Company's financial statements.
  - To receive details of any examinations and/or investigations initiated by regulatory exchanges or other applicable government authorities
  - To review the findings of any examinations by regulatory agencies, and any external auditors observations made regarding those findings.
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- ***Other Responsibilities***
  - Report regularly to the Board regarding the execution of the Committee's duties and responsibilities, activities, any issues encountered and related recommendations.
  - Institute and oversee special investigations as the Committee deems appropriate.
  - Perform any other activities consistent with this Charter, the Company's constitutional documents and governing laws that the Board or Committee determines are necessary or appropriate.

### ***Other Matters***

- The Board has determined that any transactions, arrangements or relationships (or any series of transactions, arrangements or relationships) between the Company (including any of its subsidiaries) and a related person<sup>2</sup>, in which such persons had or will have a direct or indirect material interest (a "**Related Person Transaction**") shall be reviewed in accordance with the terms of the Company's Bye-Laws, Related Person Transactions Policy and Code of Business Conduct and Ethics by the disinterested members of the Board (unless a majority of the Board

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<sup>2</sup> For purposes of this Charter, "related person" means:

- any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
- any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
- any immediate family member of any of the foregoing persons; and
- any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

approves the participation of interested members of the Board in accordance with the Company's Bye-Laws), with additional review and oversight by the Audit Committee.

## **5. DELEGATION OF AUTHORITY**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

## **6. RESPONSIBILITIES AND DUTIES OF THE CHAIR**

The Chair shall have the responsibilities and duties, which shall include, among others, the following:

- Chair meetings of the Committee.
- Determine the frequency, dates and locations of meetings of the Committee such that the Committee meets as necessary or appropriate to fulfill its mandate.
- In consultation, as appropriate, with the CEO, the CFO and others, review the annual work plan and the meeting agendas to ensure all required business is brought before the Committee.
- Ensure that all items requiring the Committee's approval are appropriately brought before the Committee.
- Report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Committee at the next meeting of the Board following any meeting of the Committee.
- Carry out any other assignments or functions as may be requested by the Board.

## **7. LIMITATION ON COMMITTEE'S DUTIES**

The Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and the external auditor, in accordance with its business judgment. Members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, professional accountants or auditors. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to (i) plan or conduct any audits; (ii) determine or certify that the Company's financial statements are complete, accurate, fairly presented or in accordance with generally accepted accounting principles or applicable law; (iii) guarantee the external auditor's reports; or (iv) provide any expert or special

assurance as to or be responsible for the Company's internal controls, disclosure obligations or management of risk for the Company's financial reporting. Members of the Committee are entitled to rely, absent knowledge to the contrary, on the integrity of the persons and organizations from whom they receive information, the accuracy and completeness of the information provided, and representations made by management as to any audit or non-audit services provided by the external auditor.

Nothing in this Charter is intended or may be construed as imposing on any member of the Committee or the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject under applicable law. This Charter is not intended to change or interpret the constitutional documents of the Company or any federal, provincial, state or exchange law, regulation or rule to which the Company is subject, and this Charter should be interpreted in a manner consistent with all such applicable laws, regulations and rules. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to shareholders, competitors, employees or other persons, or to any other liability whatsoever.

Any action that may or is to be taken by the Committee may, to the extent permitted by law or regulation, be taken directly by the Board.

## **8. EVALUATION OF COMMITTEE**

The Committee shall, on an annual basis, review and evaluate its performance. In conducting this review, the Committee shall address such matters that the Committee considers relevant to its performance and evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The review and evaluation shall be conducted in such a manner as the Committee deems appropriate.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its review and evaluation, including any recommended changes to this Charter and any recommended changes to the Company's or the Board's policies or procedures, as it deems necessary or appropriate.