

**CORPORATE GOVERNANCE POLICY
FOR
HANSA TANKERS HOLDING AS**



HANSA TANKERS

Adopted by the Board of Directors on May 26, 2014

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HANSA TANKERS

1 INTRODUCTION

Hansa Tankers Holding AS ("**Hansa Tankers**" or the "**Company**") is incorporated in Norway and is subject to Norwegian law. The Company seeks to comply with the applicable legal framework for companies listed on Oslo Børs, and endorses the Code of Practice for Corporate Governance (Norwegian: "*Norsk anbefaling for eierstyring og selskapsledelse*") issued by the Norwegian Corporate Governance Board, most recently revised 23 October 2012 (the "**Code**"). Any deviations from the recommendations set out in the Code will be described in the following and the annual report to the shareholders.

The Board of Directors of the Company (the "**Board of Directors**" or the "**Board**") has adopted this corporate governance policy (the "**Corporate Governance Policy**") for and on behalf of the Company to reflect the Company's commitment to good corporate governance. This document is for internal use only.

2 MAIN OBJECTIVES FOR CORPORATE GOVERNANCE IN HANSA TANKERS

Hansa Tankers' Corporate Governance Policy is based on the Code, and shall establish a basis for good corporate governance, profitability, including long-term profitability for the shareholders of the Company. The manner in which the Company is managed is vital to the development of the Company's value over time.

Through good governance of the business, the Company intends to create profitability and increased shareholder value. This Corporate Governance Policy contains the measures that are, and will be, implemented to ensure effective management and control over the Company's activities. The primary objective is to have systems for communication, monitoring and allocation of responsibility, as well as appropriate incentives, which contribute to increasing and maximising the Company's financial results, long-term success and returns to shareholders on their investments in the Company. The Company aims to have good control and governance procedures to ensure equal treatment of all shareholders, thereby providing a foundation for trust and positive development of values.

The positive development of this Corporate Governance Policy are an on-going and important process that the Board of Directors will continue to focus on.

3 IMPLEMENTATION AND REPORTING ON CORPORATE GOVERNANCE

This Corporate Governance Policy was adopted by the Board of Directors on 26 May 2014 for and on behalf of the Company and is, in all material respects based on the Code, to which the Board has resolved that the Company shall adhere.

The Board of Directors shall ensure that the Company at all times has sound corporate governance.

The Board of Directors shall provide an overall review of the Company's corporate governance in the Company's annual report to the shareholders. If the Company does not fully comply with the Code, this shall be explained in the annual report of the Company. A description of the most important corporate governance principles of the Company shall also be made available for external interest groups on www.hansatankers.com.

The Board of Directors shall define the Company's value base and formulate ethical guidelines and guidelines for corporate social responsibility in accordance with these values.

4 THE COMPANY'S BUSINESS ACTIVITIES

The Company's and its subsidiaries' (collectively the "Hansa Tankers Group") objectives and strategy are further described in the following:

"The Hansa Tankers Group is an integrated pure play stainless steel chemical tanker owner and operator, with a strong market presence in the 19,000 dwt segment. Through its commercial and operational expertise, the company endeavours to generate superior time charter equivalent earnings above market both for third party ship owners, as well as for its own fleet."

The company's vision is to be:

"A premium chemical tanker owner and operator pursuing growth at a very attractive stage of the cycle."

The Company's primary objectives and strategies shall be stated in the annual report.

5 EQUITY AND DIVIDENDS

The Company shall have an equity capital that is suitable for its objectives, strategy and risk profile.

The Company's long-term objective is to make distributions of net income in the form of dividends. The payment of any dividends will depend on a number of factors, including the market outlook, cash flow generation, capital expenditure plans and funding requirements, whilst maintaining adequate financial flexibility, as well as restrictions on the payment of dividends under Norwegian law and as the result of financial covenants, along with other factors which the Board may from time to time consider relevant.

The Board of Directors shall establish a clear and predictable dividend policy as the basis for the proposals on dividend payments that it makes to the general meeting. The dividend policy shall be disclosed.

6 EQUAL TREATMENT OF SHAREHOLDERS AND TRANSACTIONS WITH CLOSELY- RELATED PARTIES

6.1 General information

The Company has only one class of shares. Each share in the Company carries one vote, and all shares carry equal rights, including the right to participate in general meetings. All shareholders shall be treated on an equal basis, unless there is just cause for treating them differently.

6.2 Approval of agreements with shareholders and other closely-related parties

In the event of not insignificant transactions between the Company and its shareholders, a shareholder's parent company, members of the Board of Directors, executive personnel or closely-related parties of any such parties, the Board of Directors shall arrange for a valuation to be obtained from an independent third party. An independent valuation shall also be carried out in the event of transactions between companies within the same group where any of the companies involved have minority shareholders.

Members of the Board of Directors and employees must notify the Board of Directors if they have a significant, direct or indirect, interest in a transaction carried out by the Company.

6.3 Transactions in own shares

Any transactions the Company carries out in its own shares shall be carried out either through Oslo Børs or at prevailing stock exchange prices if carried out in another way. If there is limited liquidity in the Company's shares, the Company shall consider other ways to ensure equal treatment of all shareholders.

7 FREELY NEGOTIABLE SHARES

The Company's constituting documents do not impose any transfer restrictions on the Company's shares and the Company's shares are freely transferable in Norway.

8 GENERAL MEETINGS

8.1 Exercising rights

The Board of Directors shall ensure that the greatest possible number of shareholders can exercise their voting rights in the Company's general meetings and that the general meetings are an effective forum for the views of shareholders and the Board.

Among other things, the Board of Directors must ensure that:

- the notice and the supporting documents and information on the resolutions to be considered at the general meeting are available on the Company's website no later than 21 days before the general meeting is held;
- the resolutions and supporting documentation, if any, are detailed enough to allow shareholders to understand and form a view on matters that are to be considered at the general meeting;
- the registration deadline, if any, for shareholders to participate at the general meeting is set as closely as practically possible to the date of the general meeting and pursuant to the provisions in the articles of association;
- the Board of Directors and the person who chairs the meeting shall ensure that the shareholders have the opportunity to vote separately on each candidate nominated for election to the Company's Board of Directors and committees, if applicable; and
- at least two members of the Board of Directors, the nomination committee and the auditor must attend the general meeting.

8.2 Participation without being present

Shareholders who cannot be present at the general meeting must be given the opportunity to vote using proxies or to participate by using electronic means. The Company shall in this respect:

- provide information about the procedure for attending via proxy;
- nominate a person who will be available to vote on behalf of a shareholder as their proxy; and
- prepare a proxy form which shall, insofar as this is possible, be formulated in such a manner that the shareholder can vote on each item that is to be addressed and vote for each of the candidates that are nominated for election.

9 THE WORK OF THE BOARD OF DIRECTORS

9.1 General

The Board of Directors shall produce an annual plan for its work, with particular emphasis on objectives, strategy and implementation. The Board of Directors shall issue instructions for its own work, as well as for the executive personnel, with particular emphasis on clear internal allocation of responsibilities and duties.

The Board of Directors shall provide details in the annual report of any board committees appointed.

9.2 Audit committee

The entire Board of Directors shall act as the Company's audit committee, which to the extent applicable shall be in compliance with the Norwegian Stock Exchange Regulations.

9.3 Annual evaluation

The Board of Directors shall annually evaluate its efforts in the previous year.

10 RISK MANAGEMENT AND INTERNAL CONTROLS

The Board of Directors shall ensure that the Company has sound internal controls in place and systems for risk management that are appropriate with respect to the extent and nature of the Company's activities. Internal controls and the systems for risk management should also encompass the Company's corporate values and ethical guidelines, including the guidelines for corporate social responsibility.

The Board of Directors shall carry out an annual review of the Company's most important areas of exposure to risk and its internal control arrangements.

The Company is strongly focused on frequent and relevant management reporting of both operational and financial matters, both in order to ensure adequate information for decision-making and to respond quickly to changing conditions. Board meetings are held frequently, and management reports are provided to the Board on a monthly basis. Financial performance is reported on a quarterly basis.

The Board of Directors shall provide a description in the annual report of the Company's internal control and risk management system as they relate to the Company's financial reporting. The Board of Directors shall ensure it is updated on the Company's financial situation, evaluate whether the Company's capital and liquidity are adequate in terms of the risk from, and scope of, the Company's activities, and shall immediately take the necessary action if it is demonstrated at any time that the Company's capital or liquidity is inadequate.

11 REMUNERATION OF THE BOARD OF DIRECTORS

The remuneration of the Board is to be decided by the shareholders at the annual general meeting of the Company. The level of compensation to the members of the Board shall reflect the responsibility of the Board, its expertise and the level of activity in both the Board and any Board committees. The remuneration shall not be linked to the Company's performance. The Company shall not grant share options to members of the Board of Directors.

Members of the Board of Directors and/or companies with whom the members are associated shall not take on specific assignments for the Company in addition to their appointments as members of the Board of Directors. If they, nonetheless, do take on such assignments this must be reported to the Board of Directors and the remuneration for such additional duties must be approved by the Board of Directors.

Any remuneration in addition to normal fees to the members of the Board of Directors shall be specifically identified in the annual report.

12 REMUNERATION OF EXECUTIVE PERSONNEL

The Board of Directors shall prepare guidelines for the remuneration of the executive personnel of the Company. These guidelines shall be communicated to the annual general meeting.

Performance-related remuneration of the executive personnel in the form of share options, bonus programmes or the like shall be linked to value creation for the shareholders or the Company's earnings performance over time.

13 TAKE-OVERS

13.1 General

In the event of a take-over process, the Board of Directors shall ensure that the Company's shareholders are treated equally and that the Company's activities are not unnecessarily interrupted. The Board of Directors shall also ensure that the shareholders have sufficient information and time to assess the offer.

13.2 Main principles for action in the event of a take-over bid

In the event of a take-over process, the Board of Directors shall abide by the principles of the Code, and also ensure that the following take place:

- the Board of Directors shall ensure that the offer is made to all shareholders, and on the same terms;
- the Board of Directors shall not undertake any actions intended to give shareholders or others an unreasonable advantage at the expense of other shareholders or the Company;
- the Board of Directors shall strive to be completely open about the take-over situation;
- the Board of Directors shall not institute measures which have the intention of protecting the personal interests of its members at the expense of the interests of the shareholders; and
- the Board of Directors must be aware of the particular duty the Board of Directors carries for ensuring that the values and interests of the shareholders are safeguarded.

14 AUDITOR

The Company's auditor shall be elected by the shareholders at the general meeting and the shareholders shall authorise the Board of Directors or the audit committee to fix the auditor's remuneration.

The auditor shall annually submit the main features of the plan for the audit of the Company to the Board of Directors, or, if relevant, the audit committee.

The auditor shall participate in meeting(s) of the Board of Directors that deal with the annual accounts, accounting principles, assess any important accounting estimates and matters of importance on which there has been disagreement between the auditor and the executive personnel of the Company and/or the audit committee.

The auditor shall at least once a year present to the Board of Directors, or the audit committee, a review of the Company's internal control procedures, including identified weaknesses and proposed improvements.

The Board of Directors shall hold a meeting with the auditor at least once a year at which no representative of the executive personnel of the Company is present.

The Board of Directors shall specify the right of the executive personnel to use the auditor for purposes other than auditing.

The Board of Directors must inform the shareholders at the annual general meeting of the remuneration paid to the auditor, including details of the fee paid for auditing work and any fees paid for other specific assignments.

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Bergen, 26 May 2014

The Board of Directors of Hansa Tankers Holding AS



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