



Dockwise Charter Audit Committee

Introduction

According to the Dockwise Corporate Governance Policy as approved by the Board of the Company on 30 July 2007 (“Governance Policy”) and following from its Bye-Laws, Bermudan and Norwegian legislation and corporate governance code the Board has certain specific duties relating to finance, accounting and communication with shareholders in general and risk management and internal control in particular. These specific requirements are outlined below

Board Role and Responsibilities (Governance Policy art 2)

1. Risk Management, internal and financial control
2. Accountability to and communication with shareholders

Article 2.2 provides additional detail on Risk Management and internal control:

1. The Board needs to ensure that satisfactory internal control procedures and risk management systems are in place
2. The Board needs to regularly review:
 - a. The development of material risks and ability of the Company to cope
 - b. The extent and quality of Excom procedures for monitoring risk and internal control systems
 - c. The extent and frequency of Executive Management (“Excom”) reporting and whether reports enable the Board to carry out an overall evaluation of the Company’s internal control situation and risk management
 - d. Material shortcomings or weaknesses that could have a significant effect on Company’s financial results or financial standing
 - e. Functionality of the Company’s reporting procedures

Article 2.3 provides additional detail on Financial Control

1. Board shall ensure it is updated on the financial situation of the Company and has a duty to ensure the Company is subject to satisfactory control
2. CEO and CFO to monthly report on financial situation of the Company

3. Board shall evaluate whether the Company has adequate capital and liquidity with regards to risks and scope of the Company's operations and fulfills minimum requirements established by law or regulation

Audit Committee

According to article 2.4 of the Governance Policy the Company shall have an Audit Committee.

Composition

In accordance with the applicable Corporate Governance Code the Audit Committee shall:

1. in majority be composed of non-executive directors independent from Excom and be headed by a non-executive director who shall not be the Chairman of the Board nor a former Company executive.
2. The Audit committee will contain at least one financial expert that will have relevant expertise in financial administration and accounting for listed companies or other sizable entities.

The Secretary to the Board is also the secretary of the Audit Committee.

Charter

Although the Audit Committee has no decisive power it has certain specific advisory and preparatory functions to the full Board and –exclusively in respect of paragraph 3d below - the General Meeting of Shareholders. These are outlined in the following pages.

Audit Committee charter

The responsibilities of the Audit Committee shall include:

1. Supervision, monitoring and regular review of Risk management and Internal Control, in particular:
 - a. The development of material risks and the ability of the Company to cope with these risks
 - b. The extent and frequency of reporting and whether reports enable the Board to carry out an overall evaluation of the Company's internal control situation and risk management
 - c. Material shortcomings or weaknesses that could have a significant effect on Company's financial results or financial standing
 - d. Supervising and monitoring as well as advising the Excom on the operation of internal risk management and control systems, including supervision of the

enforcement of relevant legislation and regulations and supervising the effectiveness of the Dockwise code(s) of conduct and internal risk-management , audit and compliance functions

2. Supervision of the financial information provided by the Company and the Financial Control of the Company, in particular:
 - a. Regularly review the actual and forecasted financial situation of the Company
 - b. Regularly evaluate whether the Company has adequate capital and liquidity with regard to the risks and scope of the Company's operations and fulfills minimum requirements established by law or regulation
 - c. Prepare the review by the full Board of the yearly capital and operating budgets
 - d. Review financial information to external parties by the Company, notably the annual accounts and the financial information in the quarterly press releases in preparation for the Board approval of these.
 - e. Review the Company's accounting policies and development thereof and the treatment of estimated items in the accounts
3. Relationship with the external auditor, in particular:
 - a. The review of the follow-up by management regarding recommendation and observations of internal and external auditors
 - b. The review of the independence and performance of the Company's external auditor, his remuneration and non-audit work performed.
 - c. The preparation of the nomination for the appointment of the external auditor by the Company's general meeting of shareholders.
 - d. The Audit Committee is the principal contact for the external auditor if he discovers irregularities in the content of the financial reporting

In this respect the Audit Committee shall at least meet once a year with the external auditor without the Excom members being present.

4. The review of the Company's policy on taxes, its tax position and planning
5. The review of the applications of information and communication technology
6. The review of the Company's financing, liquidity and balance sheet structure
7. Any other subject the Audit committee may wish to discuss including but not limited to cost control.

8. The Audit Committee reports each Board meeting its relevant recommendations and deliberations to the full Board.
9. The Audit Committee provides - at the request of the Excom and at its own initiative – advise to the Dockwise executive management on matters of internal and financial control, risk management and financial reporting.
10. To evaluate on a yearly basis its own performance and this charter and to report this to the full Board.