



## ESG COMMITTEE CHARTER

This ESG Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of SFL Corporation Ltd. (the “Company”) and this Charter governs the operation of the ESG Committee of the Board (the “Committee”).

### **Purpose**

The purpose of the Committee of the Board of the Company is to assist, advise and act on behalf of the Board in: (i) providing oversight and guidance with respect to the Company’s environmental (including with respect to climate change), social (including with respect to social and political trends), and corporate responsibility matters (“ESG Matters”); (ii) evaluating and recommending initiatives for ESG Matters for adoption by the Company; and (iii) assessing risks and opportunities regarding ESG Matters.

### **Committee Membership and Independence**

The Committee shall consist of at least three members, at least two of which are independent directors, as defined under Section 303A.02 of the Listed Company Manual of the New York Stock Exchange or any such other section that covers applicable independence requirements. The members of the Committee shall be appointed by a majority vote of the Board, from among its members for a term of one year; members shall be eligible for re-election. Members shall serve at the pleasure of the Board until their successors shall be duly elected and qualified or until their earlier resignation or removal by the Board.

Any member of the Board may attend any Committee meeting at any time at his or her choosing, subject to the Committee’s authority to exclude from its meetings any persons it deems appropriate.

### **Meetings**

The Committee shall meet as often as it determines necessary to fulfill its responsibilities. The Committee may request any officer or employee of the Company or the Company's outside counsel or other advisors or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The proceedings of all meetings of the Committee will be documented in the minutes, which will be approved by the Committee and made available at meetings of the full Board.

## **Committee Authority and Responsibilities**

The Committee shall be empowered in accordance with its judgment and subject to the requirements of applicable laws, rules, or regulations, to act in respect of the following:

1. The Committee shall oversee and advise the Board on the Company's goals, strategies and general practices related to ESG Matters and make recommendations to the Board as appropriate.
2. The Committee shall supervise the preparation and publication of sustainability and ESG Matters-related public statements and disclosures, including the Company's annual ESG report.
3. The Committee shall guide and support the Board in ensuring that the Company (a) develops, adopts, and implements ESG Matters-related policies and procedures consistent with its strategic goals, (b) complies with applicable international standards and legal requirements and (c) identifies how those applicable international standards and legal requirements are likely to impact the strategy, operations and reputation of the Company.
4. The Committee shall monitor developments, trends, and best practices in ESG Matters-related regulations pertaining to the shipping industry and public markets.
5. The Committee shall identify and assess ESG Matters-related risks and opportunities and present the Committee's findings to the Board on an annual basis or more frequently as necessary and as determined by the Board or the Committee.
6. The Committee shall oversee the engagement of any external service provider retained for the purpose of auditing the Company's performance in relation to ESG Matters.
7. The Committee shall review the Company's ESG ratings, if applicable.
8. The Committee shall perform such duties as the Board may assign to the Committee with respect to the Company's policies for ESG Matters.

The Board shall designate one member of the Committee to act as its chairperson. The chairperson, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings. Any vote by the Committee must be passed by a majority of the members of the Committee, and, by unanimous vote if the Committee is only comprised of two members.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to subcommittees.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.

Except as expressly provided in this Charter, the Company's Bylaws or the Company's Corporate Governance guidelines, or (if applicable to the Company as a Bermuda corporation) as required by law, regulation or the listing standards of the New York Stock Exchange, the Committee shall set its own rules of procedure.