

## CODE OF CONDUCT

### ARENDALS FOSSEKOMPANI (AFK)

#### 1. INTRODUCTION

Arendals Fossekompani ASA's («AFK») vision is to create sustainable values and robust growth. This shall be accomplished by combining robust and innovative business operations with a strong focus on sustainability. A good business culture is the fundament for AFK's business.

This Code of Conduct has been developed and adopted to secure that the company's vision and high ethical standards are complied with by everyone associated with the company. The Code of Conduct shall be a tool to live up to the company's ethical standards, self-evaluation, as well as a basis for the company's identity. It is each employee's own responsibility to respect and act in compliance with the Code of Conduct.

The Code of Conduct was approved by the Board of Directors of AFK the 15/12/2020. This Code of Conduct replaces the Code of Conduct adopted 14 February 2019 by the Board of Directors of AFK.

Any deviations from the Code of Conduct shall be approved by the CEO.

#### 2. SCOPE OF THE CODE OF CONDUCT

The Code of Conduct applies to all employees, including hired-in personnel, consultants, agents, elected representatives, board members and any other person acting on behalf of or representing AFK (hereinafter referred to as “employees”).

We also expect our customers, suppliers and other business partners to adhere to standards consistent with this Code of Conduct in their business and implement such standards for their own employees. The company's Code of Conduct shall be attached when concluding contracts with customers, suppliers and other business partners.

Corresponding ethical guidelines shall be sought to be implemented, with any company specific additions, in subsidiaries where AFK holds an ownership interest of more than 33%, and shall be implemented where AFK holds an ownership interest of more than 50%. Board members appointed by AFK in other companies shall actively work for the implementation of corresponding ethical guidelines.

##### **Employees' responsibility:**

Our employees are expected to familiarise themselves with this Code of Conduct and to conduct their duties in compliance with the principles set out herein. In doing so, our employees shall use good judgement and seek guidance from their manager or others as set out herein when necessary.

##### **Responsibility of Board of Directors and Executive Management:**

The Code of Conduct has been adopted by the Board of Directors of AFK. The Board of Directors of AFK shall periodically receive reports on compliance within the group.

The Head of Sustainability of AFK is responsible for the implementation of the Code of Conduct and monitoring its operational effectiveness, including ensuring appropriate communication and training. The Executive Management shall regularly consider whether the Code of Conduct is sufficiently implemented and complied with within the company.

The Head of Sustainability shall ensure that the Code of Conduct is updated to reflect amendments of applicable laws, regulations and procedures.

### **3. CONSEQUENCES IN CASE OF VIOLATIONS OF THE CODE OF CONDUCT**

Violations of this Code of Conduct and other applicable laws and regulations may expose both the company and individuals to civil and/or criminal liability.

Violations will not be accepted and appropriate actions will be taken. Founded allegations or any evidence of violations will be investigated and will result in disciplinary actions if allegations are shown to be correct. Disciplinary actions may range from written warning to dismissal.

Violations may also be reported to the authorities, and AFK may support official investigations where relevant.

### **4. COMPLIANCE WITH LAWS AND REGULATIONS**

Our employees shall comply with the at all times applicable laws and regulations, and other relevant ethical guidelines as applicable in the countries the company operates in. In the event that there are differences between laws and regulations and the standards set out in this Code of Conduct, the strictest rules shall be applied to the extent this does not violate applicable laws and regulations.

A central part of our policy is also to comply with internationally accepted guidelines and conventions adopted by the United Nations and the OECD.

### **5. GUIDANCE AND REPORTING**

This Code of Conduct provides guidance and principles for ethical behaviour. The Code of Conduct does however not answer all questions our employees may have. Hence, it is important that our employees use good judgment, and in the case of uncertainty, seek guidance from their manager. If considered necessary, the employees may also reach out to AFK's Head of Sustainability.

Employees are encouraged to immediately report their concern if they suspect or witness any unethical conduct, breach of this Code of Conduct or other policies and applicable law. Employees should also be aware that they may have a duty to report concerns under their employment contract or applicable law.

As a main rule, concerns should be reported to the line manager, an independent third party or AFK's Head of Sustainability. Concerns may also be reported to the public authorities. AFK expects all employees to be familiar with AFK's Whistleblowing Policy [\[link\]](#) which provides detailed guidance on what to report, who to report to, and what to expect in the whistleblowing process at AFK.

Anyone who reports such matters will be protected from retaliation. Every report will be taken seriously and will be followed up in an appropriate manner. Whistleblowers are entitled to confidentiality in accordance with applicable law and also reports made anonymously will – to the extent possible – be followed up by AFK.

## 6. SUSTAINABILITY, OUR PEOPLE AND THE WORKPLACE

### 6.1 Human rights

AFK is committed to respect human rights in all part of our operations. This includes *inter alia* the principles set out in the Universal Declaration of Human Rights, the International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work, and the OECD Guidelines for Multinational Enterprises.

AFK does not accept any form of forced labour, or that children below the lawful minimum age for admission to employment are engaged in on our business. If persons below the age of 18 are involved, we demand special precautions to safeguard their health, security and rights. Persons below the age of 18 shall not perform dangerous or night time labour, and their work shall not inflict damage on their education or development.

Employment shall be voluntary and without any form of threat. AFK does not accept any limitations to the right of employees to organise themselves. Such rights shall be exercised without any retaliation or threats of retaliation.

### 6.2 Environment

AFK's business is conducted in compliance with applicable environmental legislation, and we aspire to conduct our business in a sustainable manner. This involves that we will always seek to find solutions that will minimize our environmental impact. AFK supports the precautionary principle with regard to environmental issues and will be a driving force for new and more environmentally friendly technology.

### 6.3 Transparency and trust

AFK and its employees shall strive for a workplace characterised by transparency, honesty and trust, which is important for motivation and well-being. This will contribute to both attracting and keeping valuable employees while also facilitating an inclusive and productive working environment. It is a clear objective that all employees should be able to discuss anything with their line manager without feeling insecure.

It is expected that our employees act respectfully towards each other, customers and business partners. Unreasonable intervention in an individual's performance of their duties and responsibilities shall be avoided.

Employees must not violate any laws, regulations or the Code of Conduct in aspiration of appraisal or in loyalty to AFK.

### 6.4 Health, safety and environment (HSE)

Working in AFK shall be safe and secure. AFK complies with relevant laws and regulations and has established a system for HSE and internal control. The system shall be evaluated periodically and developed to minimize specific risks and accidents related to the workplace. AFK strives for an injury-free and health-promoting environment. Employees shall always wear protective equipment appropriate to the specific work tasks. AFK is obliged to provide adequate training to secure that all employees are familiar with the relevant health and safety standards for their work.

### 6.5 Discrimination, bullying and harassment

AFK has a zero-tolerance policy for discrimination, bullying and harassment at the workplace.

Discrimination on the basis of age, gender, sexual orientation, disability, ethnicity, nationality, political opinions, religion or on any other basis is prohibited by law, and must not occur. This applies to employees, shareholders, board members, customers, suppliers and others. Respect for the individual is fundamental in AFK. All individuals shall be treated with respect and dignity.

AFK strives for a working environment without any form of bullying or harassment. This is a shared responsibility, and it's important that each and everyone is observant of and reports unwanted behaviour.

In case of discrimination, bullying or harassment of any employee, AFK will take the situation seriously and implement appropriate measures.

## **7. INTEGRITY AND ANTI-CORRUPTION**

### **7.1 Loyalty and integrity**

Employees shall act with loyalty with regard to AFK's ethical values and guidelines, towards colleagues and managers and shall avoid conflicts of interest that might harm AFK as a company.

Employees in AFK must maintain a high ethical standard, both in business and personal contexts, when performing their tasks and responsibility in the company's interest. Board members and employees shall act fairly and with honesty and integrity towards other employees, the public, business partners, shareholders, customers, competitors, and public authorities.

When representing AFK, board members and employees must not seek to achieve unjustified benefits by manipulation, cover-ups, misuse of confidential information, wrongful presentation of facts, or by any other means.

Employees must not use the company's name, business contacts, or in any other way take improper advantage of their position in AFK by making personal investments or any other personal activities.

### **7.2 Conflicts of interest**

Our employees and representatives shall always act impartially in all business matters, and shall avoid all conflicts of interest. This shall ensure that all business-related decisions made by our employees are made in the interest of the company, and that our employees are not put in a position where their integrity is subsequently questioned.

It is therefore important that no one participates in business decisions regarding matters that have substantial personal or economic significance for the individual or persons closely associated to him/her.

A conflict of interest is considered present if a business decision involves an individual that is in the employee's immediate family (spouse, siblings, children, grandchildren, parents and grandparents) or the immediate family of such persons, or a company in which they are holding an ownership interest which is not considered insignificant.

Transparency is key in handling situations that potentially include conflicts of interest. An otherwise unproblematic situation if having being dealt with openly, may if being handled in a non-transparent manner, raise serious questions about the employee's integrity. Hence, where an employee suspects that a situation could create a conflict of interest, or even the appearance of a conflict, the employee should disclose this to

his/her manager in writing. If it is considered to be a conflict of interest, the employee is obliged to immediately withdraw from further involvement with the case.

### 7.3 Anti-corruption

AFK has zero tolerance for any form of corruption or bribery, and is committed to the fight against corruption through raising awareness and preventative activities. Each and every one of us must comply with applicable anti-corruption and anti-bribery laws and regulations in Norway and other countries in which we operate in with no exceptions.

Corruption is generally understood as either directly, or indirectly through a third party, to offer, give, accept, receive, request or agree to receive an improper advantage of any kind. An improper advantage is an advantage which may be considered to influence the proper performance of a position/function or which has no legitimate business purpose. Monetary gifts, travels, access to assets, discounts or favourable terms, loans, work-offers for a family member etc. can be examples of improper advantages. Please note that there are particularly large risks associated with providing any form of advantage or benefit to a public official.

Some specific areas of risk are described in more detail below (gifts, hospitality and discounts, and facilitation payments).

Any suspicion of corruption, bribery, facilitation payments or similar actions must immediately be reported in accordance with AFK's Whistleblowing Policy [\[link\]](#). Violations of corruption laws, regulations and guidelines may lead to immediate dismissals and reporting of the matter to the police.

### 7.4 Gifts, hospitality and discounts

The offering, giving, acceptance or receipt of gifts, hospitality and discounts may be regarded as corruption in certain situations. It may be difficult to draw the line between what is a reasonable and *bona fide* expenditure, and what is an unreasonable and consequently improper expenditure made to influence another person. Hence, gifts, hospitality, and discounts present significant risks related to bribery.

**Gift:** A gift can be anything of value and the value does not need to be high. Irrespective of the value, gifts may have the appearance of an advantage. Without the prior written approval from the line manager, gifts shall never be offered, given, accepted or received. An exception is promotional items of minimal value, or other minor gifts with a value below NOK 500 (not cash, gift cards or similar) if the gift is given as thanks for contribution to events, meetings, courses or such, or if it would be disrespectful not to accept the gift. Gifts should always have a reasonable and proportionate value even after written approval from the line manager.

**Discounts:** Employees shall not accept discounts for personal purchases of goods or services from business relations unless the discount scheme applies to all employees and the scheme is known to the CEO/Chairman of the Board.

**Hospitality:** Acceptance of hospitality and entertainment, such as lunches, dinners and tickets to certain events, must be done with precaution. Accepting hospitality may only be acceptable if there is a clear business rationale behind it, the host is present (otherwise it will be regarded as a gift and the guidelines above will apply), and the cost of such hospitality is reasonable. Food, beverages, travels, entertainment and accommodation expenses for our employee's participation at third party events shall as a main rule be paid for by AFK.

Our employees must exercise caution and good judgment when offering or accepting hospitality which shall always be moderate and reasonable in light of the country AFK is operating in. The cumulative effect of multiple events of hospitality shall be taken into account. The line manager shall be consulted in advance in case of uncertainty on whether hospitality may be accepted or offered.

Gifts, hospitality, entertainment, discounts etc. shall not place the recipient under any obligation, and it should be ensured that no expectations are created. No gift shall be received or offered if this may raise concerns in relation to the employee's integrity and independence. Given that the nature of the gift or hospitality must be appropriate with view to the relationship between the giver and receiver, our employees may never request or solicit gifts or hospitality from business relations or third parties seeking to do business with AFK. No gifts or hospitality shall be given or received whatsoever if the gift or hospitality could influence or be perceived to be capable of influencing a procurement and sales process, contract negotiation or transaction. Exceptions can be made for simple meals, shared transporting costs etc., provided that there are practical reasons, the value is moderate and not suited to influence the employee's integrity or independence.

All gifts, hospitality and entertainment must be registered in AFK's Gifts and Hospitality Register. This includes gifts and hospitality that have been offered, but were declined or returned.

#### **7.5 Facilitation payments**

A 'facilitation payment' is generally understood as a small unofficial payment made to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has legal or other entitlement. The payment is usually a cash payment, but could also involve other benefits or favours.

Facilitation payments are considered to constitute bribes as they provide an advantage to induce or reward the person (usually a public official) to give preferential treatment or to refrain from or perform a task improperly. Consequently, we do not allow for facilitation payments to be paid no matter how small these may be.

However, if an employee genuinely feels that his, hers or another person's life, health or safety is at risk, and has no other alternative but to make the facilitation payment, the employee may pay the minimum amount possible to remove the risk. Any such situations must be reported to the line manager as soon as possible.

#### **7.6 Donations and sponsorships**

A particularly large risk may be associated with donations and sponsorships as this entails giving potentially large gifts without any clear business purpose, and that the degree of transparency of such organisations may vary.

AFK may not sponsor or donate to any religious or political groups, organisations or candidates. Sponsorships and charitable donations may be given in accordance with clear, legitimate and publicly available criteria only. Charitable donations and sponsorships shall not be made where they could influence the decision-making process of public authorities.

#### **7.7 Loans and guarantees**

Employees and persons closely associated to them shall not without prior written consent from the Chairman of the Board accept loans or guarantees from any of the company's business partners, except loans and guarantees on market terms from partners who issue such loans and guarantees as a regular part

of their business activity. Excepted are also loans and guarantees on employee terms which a person closely associated to an employee has received in light of the employment.

### **7.8 Money Laundering**

Money laundering occurs when the criminal origin or nature of money or assets is hidden in legitimate business dealings or when legitimate funds are used to support criminal activities.

AFK opposes all forms of money laundering in our operations. In order to avoid being involved in money laundering, our employees must ensure that adequate background checks (integrity due diligence) is conducted to confirm the identity and ownership of business partners when this is considered necessary.

### **7.9 Use of agents and consultants**

International transactions show that third parties, including agents and consultants, may be used to conceal the payment of bribes to foreign officials in international business transactions. Third parties are also not under the same control and scrutiny as a company's own employees.

If an engagement of agents or consultants is outside the ordinary course of business or relating to any dealings or contacts with public officials, prior written approval by the CEO is required. The CEO may request that satisfactory risk-based integrity due diligence is conducted on the third party. The same applies if the consultant or agent is new or unknown to the company, or if the compensation is of unusual character.

Any agreements with such third parties shall:

- (i) be in writing,
- (ii) specify the services to be performed in detail,
- (iii) the compensation shall be proportional to the services received, and
- (iv) the compensation shall be subject to a maximum cap set out in the agreement.

## **8. PERSONAL CONDUCT**

### **8.1 Duty of confidentiality and information security**

All employees must sign a non-disclosure agreement prior to their employment in AFK. The agreement shall include a duty of confidentiality with regard to all business matters, negotiations, information regarding operations and results, personal data etc. that one has become aware by working for AFK.

The duty of confidentiality also applies to employees that do not require the relevant information to perform their work assignments.

When communicating internal and company related information, one must be careful to avoid unwarranted disclosure to third parties. Employees are obliged to adhere to the company's [information security procedure].

Personal data shall be handled in accordance with the company's privacy policy and applicable privacy laws (including GDPR). Employees with access to personal data shall have a strict duty of confidentiality.

Employees must not seek personal information regarding other employees or business associates when this is not necessary for the employee's work task at AFK.

The duty of confidentiality continues to apply after the termination of the employment at AFK, as long as the information is considered of significance for stock exchange, competition or in any other way confidential. In the case of resignation or termination of employment, AFK will consider implementing measures such as quarantine, or change of sensitive work assignments for the resignation period.

## **8.2 Communication with media**

All inquiries from the media regarding AFK shall be forwarded to and managed by the CEO. The CEO shall as a general rule handle such inquiries.

All inquiries from the media regarding subsidiaries in AFK shall be forwarded to the chairman of the board of the company in question. The chairman of the board may communicate with the media. The CEO and the VP Communication in AFK shall be notified and orientated about such inquiries and how they are followed up.

## **8.3 Travel expenses and other costs**

Employees in AFK shall be modest when incurring fees at the expense of the company, and shall when traveling and representing the company not cause unnecessary or inadequate costs. All costs must have a clear business purpose.

## **8.4 Use of the company's property and equipment**

Company equipment must not be used by employees for private enjoyment or activities that are not relevant for performing work assignments, in particular if such use may constitute a safety hazard.

## **8.5 Alcohol and other intoxicating substances**

To be under the influence of alcohol or intoxicating substances during work hours is prohibited. Any use of intoxicating substances that may damage AFK's reputation must not occur.

Alcohol can be served in limited amounts in situations where this is common practice. Moderation is each employee's own responsibility.

## **8.6 Relationship between employees**

In the event of employees becoming romantically engaged, the line manager must be notified if one of the employees has a supervising position towards the other, or if any other circumstances indicate that the relationship might affect the work performance.

## **9. TRADING IN SECURITIES**

AFK is a listed company and is therefore bound by laws and regulations regarding the trade in the company's shares. Employees have to follow AFK's instructions on handling of insider information. Applicable instructions can be found here [\[link\]](#).

Employees or others in possession of information that is not public and may influence the pricing of the financial instruments are prohibited from buying or selling shares in AFK or any listed subsidiaries. Such information constitutes inside information. Inside information shall not be disclosed to individuals outside



AFK, or to individuals in AFK that have no use for the information for their work assignments. Insider dealing is illegal and may lead to civil and/or criminal liability.

Trading in securities in AFK or other companies may only be done in compliance with the framework described below and the company's insider instructions. Employees must not be "front runners" in relation to AFK.

Any purchase or sale of securities of a company that is subject to this Code of Conduct shall be authorised in advance by the CEO or the Chairman of the Board. In connection with a board decision related to potential investments, employees shall on their own initiative inform of any ownership interest, position or post in the company in question.

AFK shall have a register over ownership interests in AFK's portfolio companies that its own employees and persons closely associated with them have. Employees are obliged to disclose relevant information when the Board of Directors requests it.

Provided the abovementioned guidelines are complied with, employees in AFK and AFK's subsidiaries may invest in AFK shares, but not in companies that are included in AFK's portfolio. An exception applies for publicly listed companies where AFK only holds minority interests of up to 20%. Employees in subsidiaries may also invest in the company in question if this has been facilitated as part of AFK's strategy (must be cleared in advance with the chairman of the board for the subsidiary in question). Shares which are not acquired in compliance with these guidelines, but that are acquired prior to adoption of the Code of Conduct, can be kept. Deviations from these guidelines must be approved by the CEO.

## **10. BUSINESS CONDUCT**

### **10.1 Sanctions and export control**

Export control and economic sanctions are becoming increasingly complex and the general trend is that such laws are imposed against an increasing number of businesses and countries. Such laws may impose restrictions over the sale, shipment, electronic transfer, provision, or disclosure of information, software, goods, assets, funds, and services across national borders or involving parties subject to economic sanctions.

AFK complies with sanctions and export control laws and regulations imposed by the United Nations and major jurisdictions such as the European Union, United Kingdom and United States, in addition to other jurisdictions in which AFK operates in.

### **10.2 Fair competition**

We are committed to protect fair and open competition both nationally and internationally. AFK shall act in compliance with applicable competition laws and regulations and international principles for fair competition.

AFK will not take part in or support illegal cooperation on pricing, illegal market sharing or any other activity that constitutes a breach of applicable competition laws.

### **10.3 Transfer pricing**

Transactions between AFK and companies which for tax purposes are considered as affiliates of AFK, including companies in which AFK directly or indirectly holds an ownership interest of more than 33%,

shall be on arms' length terms (transfer pricing). Consequently, the affiliated company shall act as an independent company. This applies to accounting and tax issues in different companies.