

POLICY ON ANTI-CORRUPTION

EUOPRIS ASA

(Adopted by the board on 1 February 2023)

1. Introduction

Corruption is a broad concept, with many different definitions. Generally speaking, the term relates to giving and receiving bribes. Anti-corruption legislation seeks to prevent it by criminalising bribery and other improper influences by somebody commissioned to act on behalf of others.

This policy applies to everyone in the group – all employees, managers, senior executives and directors (who are all included in the term “employees” when used in this policy) and to all others covered by the group’s overall code of conduct.

Where the group’s business partners are concerned, this policy applies to them when they represent the group or act on its behalf. These will include, for example, advisers, agents or certain service providers and suppliers. The policy does not apply to business partners acting individually and independently of the group.

2. Summary

It is strictly forbidden to offer, promise, award or accept, directly or indirectly, the transfer of money or other benefits to anybody with the intention of achieving influence or influencing the professional duties of the recipient (or somebody else), their obligations or in other ways achieving or retaining an improper advantage.

Particular caution must be exercised when collaborating with representatives of the public sector and in connection with public procurement and the exercise of government authority. Benefits must never be awarded to representatives of the public sector, their employees or other parties with the intention of influence an exercise of government authority, awards, contracts or other decisions.

Adequate procedures for risk analysis of third parties as well as anti-corruption clauses must be implemented to identify and reduce corruption risk.

Breaches of anti-corruption legislation could result in substantial fines or imprisonment, and have major consequences for the group’s reputation.

Contact the relevant senior group executive if you are in doubt about whether a benefit such as a meal, a gift, an event or the like could be an inappropriate advantage.

3. Basic requirements

The group’s business must be conducted in accordance with all applicable legislation and regulations, and in such a way that its high ethical standards are maintained. It will not seek to obtain or accept commercial benefits based on illegal, improper or unethical behaviour.

Employees with questions about whether legislation, regulations or policies apply to the conduct of the work they do for the group must contact the relevant senior group executive.

No employee will suffer negative consequences or be subject to any reactions for refusing to pay bribes or for behaving in accordance with this policy, even if this means that the group loses a contract or the like.

4. Expected behaviour

Basic principles

It is strictly forbidden to offer, promise, give or approve, directly or indirectly, the transfer of money or other benefits to anybody with the intention of achieving an influence over the professional duties of the recipient (or somebody else), or to achieve or retain an undeserved advantage. It is irrelevant whether the recipient of an improper benefit acts in the public or private sector – improper benefits are always forbidden.

The same applies to the receipt of benefits. Everyone acting on behalf of the group is forbidden to accept, accept an offer of or request an improper benefit as compensation for exercising their job for the group.

Where public procurement and the exercise of government authority are concerned, benefits must never be offered to representatives of the public sector, their employees or other parties with the intention of influencing the award of a contracts or other decisions.

Definition of an improper benefit (or bribe)

What represents an improper benefit depends on a number of factors and circumstances. The professional duties involved are one consideration, with some kinds of duties more significant than others. The value and nature of the improper benefit is in itself another factor to be considered, where a single instance of little value generally represents less risk of being considered improper.

An improper benefit (or bribe) can take many different forms, and the parties involved could, for example, classify the bribe as part of a purchase price or a consultancy fee in an effort to conceal the nature of the transaction. A bribe could also take the form of a gift, entertainment, invitation to an event or seminar, travel or accommodation, use of a property or equipment, a job offer or change of workplace, charitable donations, services, or various benefits for family or friends.

Public and private sectors

Benefits provided to public-sector employees run a bigger risk of being regarded as improper and illegal than if given to employees in the private sector. For that reason, particular caution must be exercised when collaborating with representatives from the public sector.

In this policy, the term “public sector” covers employees in and representatives of public administration, the courts and other public authorities, as well as state- and publicly-owned companies and companies performing functions for a public authority or otherwise financed to a great extent from taxes. The term also includes politically exposed persons.

For a company to be considered part of the private sector, therefore, the state must not have a significant equity stake, nor must its operations involve other public interests.

Entertainment

Offering entertainment in the public sector: entertainment in the form of lunch or dinner is permitted providing the cost is reasonable and it is not provided in connection with a current case, such as a public procurement process or some other exercise of government authority, negotiations

or legal proceedings. Luxury restaurants or other lavish entertainment are not permitted. Wine and beer are permitted to accompany the meal, but only in moderate quantities. Spirits are never permitted.

Offering entertainment in the private sector: entertainment in the form of lunch or dinner is permitted providing the cost is reasonable. Wine, beer and spirits are permitted to accompany the meal, but only in moderate quantities. Receiving entertainment: a corresponding standard applies for receiving as for offering entertainment.

Gifts

Offering gifts in the public sector: gifts, including advertising and campaign give-aways, are never permitted in connection with the public sector unless it is clearly a gift in line with a well-established and legally accepted practice in the area where the donation takes place. Written consent must also be obtained from the relevant senior group executive.

Offering gifts in the private sector: reasonable business expenses in relation to advertising and campaign give-aways are permitted. Advertising products, for example, are acceptable when they are offered in connection with a commercial event or company visit. Gifts are only permitted with written consent from the relevant senior group executive.

Receiving gifts: employees can accept advertising products and samples to a moderate extent. They must only accept gifts of more than an absolute minimum value with the consent of the relevant senior group executive.

Commercial events

Commercial events, such as seminars or courses organised by the group or where the group's representatives participate, can have a legitimate business purpose.

An invitation to an event organised by the group or by its representatives must be worded in such a way that the relevant commercial purpose is clear. It must emerge clearly from the invitation that, by accepting it, participants are assured that participation accords with applicable guidelines and has been approved by their superiors.

"Plus one" invitations, where the participant is permitted to bring a spouse or an additional guest with them, are never acceptable.

Commercial events involving the private sector: the share of the programme with a commercial content must be more prominent than the entertainment part.

Commercial events involving the public sector: the entertainment element must be kept to a minimum. The event must be relevant for all participants. Invitations to events must never be issued in connection with an ongoing process, such as public procurement or other exercise of government authority, negotiations or legal proceedings.

Participation in commercial events: participation by group employees presupposes that the share of the commercial content is more prominent than the entertainment part for everyone concerned. Should exceptions be made from these rules for commercial events, written consent from the relevant senior group executive is required.

Charitable donations

All charitable donations or sponsorships offered by the group must have written approval from the relevant senior group executive and should be published on the group's website.

5. Criminal penalties

Criminal penalties for breaching anti-corruption legislation include fines and imprisonment. Earlier settlements reached with the authorities have ranged up to several hundred million euros or dollars.

Employees who breach anti-corruption legislation or the prohibitions listed in this policy can expect disciplinary reactions from the group, including dismissal.

No employee who, after consultation with the right people in the group, refrains from a transaction because of concerns related to anti-corruption legislation will suffer negative consequences.

6. Business partners or other third parties

Anti-corruption legislation prohibits improper benefits, regardless of whether they are provided directly or indirectly, and often contains provisions which impose penalties for acting without due care and attention, such as inattentive financing of bribery. In line with this, it is crucial that all employees and others acting on behalf of the group exercise great caution when collaborating with third parties.

Those responsible for recruitment and for entering into agreements with third parties acting on behalf of the group – such as consultants or agents – must carry out due diligence to assess the reputation and standing of the third party. Due diligence is not required for third parties acting entirely separately from the group.

Due diligence must be carried out before entry into contracts, and all relevant third parties must provide assurances in the contract that they comply with anti-corruption legislation.

7. Dos and don'ts

DO:

- Contact the relevant senior group executive if you are in doubt about the legality of a benefit, such as a meal, a gift or an event.
- Obtain written consent from the relevant senior group executive before making a charitable donation or entering into a sponsorship agreement.
- Be particularly cautious where the public sector is concerned, including both public-sector employees and politically exposed persons. Remember the special restrictions which apply to such counterparties.
- Remember that the guidelines in this policy apply to everyone acting on behalf of the group, including directors, employees and business partners.
- Conduct risk analyses and due diligence of third parties.
- Trust your instincts. If something does not appear to be quite right, you must consult your superior or the relevant senior group executive.

DON'T

- Offer, promise or accept the transfer of money or other benefits of value with the intention of influencing the exercise of professional duties by the recipient (or others), or of obtaining or retaining a commercial advantage.
- Receive, accept a promise of or request money or other benefits of value from anyone other than the group for performing your own duties as a group employee.
- Offer a gift to anyone in the public sector unless it is clear that this is in line with well-established, legal and accepted practice and you have obtained written consent from the relevant senior group executive.
- Offer, promise, approve or accept a promise of or ask for covert cash payments, considerations, bonuses or kickbacks.
- Participate in any form of facilitation payment. This term (or greasing somebody's palm) refers to paying small sums/bribes to ensure that public servants perform routine or non-discretionary duties. In a very limited number of cases in some jurisdictions, such payments are excluded from foreign anti-corruption legislation. However, the group makes no such exception. Facilitation payments are strictly forbidden.

8. Reporting

Employees who suspect breaches of the anti-corruption legislation are duty-bound to comply with the group's regulations on reporting or the rules described in the group's whistleblowing policy.

9. Training

The group will provide adequate training and education for all its employees in accordance with the group's risk profile and the individual employee's area of responsibility.

10. Internal audit

The CFO is responsible for ensuring regular assessments of the group's compliance programme, including the anti-corruption policy, in light of the group's specific business areas, geographical location and legal obligations.

11. Other documents

This policy must be read together with the group's other compliance documents and other codes of conduct.
