



Anti-Corruption	 NTG  Nordic Transport Group
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Comments	First edition
Approval	Audit Committee
Owner	Head of Group Legal Compliance
Annex	N/A
Replaces Standard Operating Procedure No.	N/A
Distribution list	Management of each NTG Group entity and NTG intranet

1. INTRODUCTION

Anti-corruption is generally understood as actions to prevent bribery and corruption. Most if not all countries in which NTG and all its subsidiaries (“NTG Group”) is active have laws prohibiting corruption of their own government officials, officials of other countries and private commercial persons. In addition to local laws, international anti-corruption treaties apply in many of the jurisdictions where NTG Group is present. These laws and treaties (collectively, the “global anti-corruption laws”) prohibit both direct and indirect payments, as well as offers and promises to pay or give anything of value for a corrupt purpose to obtain a business advantage.

Employees of NTG Group must understand what may constitute corruption and their obligation to comply with this Policy everywhere we operate. Employees are required to seek advice from the Head of Group Legal Compliance if they have any questions or concerns about compliance to the applicable anti-corruption laws and regulations.

2. PURPOSE

NTG Group is committed to complying with anti-corruption laws. This Anti-Corruption Policy (“the Policy”) contains actions and procedures required by employees and anyone acting on behalf of NTG Group to ensure compliance to relevant anti-corruption laws and international anti-corruption best practices.

This Policy contains the principles governing acceptable standards of conduct related to giving, offering, or receiving payments or other things of value in connection with the pursuit of NTG Group business.

To achieve compliance, it is the responsibility of all NTG Group employees to ensure NTG Group remains in compliance with this Policy.

3. SCOPE

This Policy is applicable to all NTG Group’s activities including those of subsidiaries and their respective officers, directors, employees and Third Parties.

NTG Group cannot indirectly through Third Parties perform actions which it is not permitted legally to perform itself. This Policy therefore applies to anyone acting on behalf of NTG Group, including but not limited to NTG Group representatives, consultants, agents and brokers.

A deviation from this Policy requires the approval of NTG’s Head of Group Legal Compliance.

4. DEFINITIONS

Term	Definition
Anything of “value”	This includes but is not limited to cash, payment by other means, accommodation, travel, tickets to events, gifts, offer of employment or internship, scholarship, or donation.
Books and Records	All business records such as invoices, receipts and similar accounting documentation, financial statements, contracts, correspondence, memoranda, tapes, papers, books and other documents.

Compliance declaration	A certification of compliance with all laws, including the laws prohibiting corruption.
Employee	Officers, directors, personnel whether fixed term, permanent or probationary, trainees, volunteers, and interns.
Entertainment	Means providing travel, accommodation, visiting a club, a concert or sporting event. Entertainment could be an event, performance or activity designed to entertain others beyond a reasonable dinner e.g. where you have to buy tickets or pay an admission fee. Meals and drinks are also entertainment but are not subject to this Policy provided they are reasonable and appropriate and that the cumulative value of meals and drinks provided to an individual is not excessive in any one year.
Facilitation payment	A facilitation payment is a personal payment to a low-level government official or employee, usually to expedite or ensure the performance of a routine government action the company or person is entitled to anyhow, such as processing governmental papers.
Government official / GO	Any officer, director or employee of a government or of any department, agency, political party or instrumentality thereof or of a public international organization (such as the United Nations), or any person acting in an official capacity for or on behalf of any such government or department or agency.
Government Owned Entity / GOE	A Government Owned Entity is a business enterprise where the government or state has significant control through full, majority, or significant minority ownership.
Third Party/Third Parties	A third party is any individual not employed by the NTG Group, that provides services or engages in business activities, on behalf of the NTG Group or one of its subsidiaries.

5. POLICY

NTG Group prohibits accepting, offering, promising, giving or authorizing anyone to give anything of value to anyone for corrupt purposes in the pursuit of obtaining or retaining business for NTG Group, whether on behalf of NTG Group or in their personal capacity. A corrupt purpose is one that is intended to influence any act (or failure to act), or any decision in violation of an individual's lawful duty or induce another to use his or her influence to affect any act or decision, or secure any improper business advantage.

This prohibition includes, but is not limited to the following actions made for corrupt purposes:

- a) Cash payments or cash equivalents such as vouchers
- b) Gifts
- c) Entertainment, meals and travel
- d) Political, charitable donations or sponsorship
- e) Business, employment or investment opportunities
- f) Personal discounts or credits
- g) Assistance to or support of family members.

NTG Group does not permit or condone offering, giving or receiving any type of bribes as mentioned in (a) – (g) to win or influence the award of a customer’s business, license or permit, or to obtain an improper advantage in the conduct of NTG Group’s business and operations – even where the offer is not accepted or where the payment is made but no advantage is gained.

5.1. Third parties

NTG Group cannot do indirectly through third parties what it is not permitted legally to do itself. When NTG Group engages any third party, including but not excluding representatives, consultants, agents, brokers, law firms, tax advisors or others acting on NTG Group’s behalf, the requirements for third party engagements must be complied with. This requires a due diligence (background check) to be performed on relevant third parties to identify issues generating concerns (“red flags”), and assessing and addressing such.

At a minimum, the third party should be reputable and be compatible with the NTG Group values as set forth in NTG Group’s Code of Conduct for Suppliers.

5.2. Political, charitable contributions, donations, or sponsorship

Any contributions, donations or sponsorships for corrupt purposes are strictly prohibited.

Prior approval by NTG’s Head of Group Legal Compliance or NTG’s Group General Counsel shall be required for any contribution or sponsorship to a political party, candidate or government official, or to any entity with which a political party, candidate or government official, or a family member of same, is associated with or involved in.

Prior approval by NTG’s Head of Group Legal Compliance or NTG’s Group General Counsel shall be required prior to making any charitable contribution, donation or sponsorship.

5.3. Gifts, entertainment, meals, and travel

5.3.1. Gifts and entertainment to non-government officials

Giving or receiving business-related gifts and entertainment in connection with building business relationships with or showing appreciation to individuals who are employed by private commercial entities is **permissible if it is not done for a corrupt purpose**. However, it is important to avoid even the appearance of improper conduct with NTG Group customers, suppliers or any others with whom we do business.

It is important that any gift or entertainment (e.g. accommodation, transportation, leisure activities) provided or received:

- does not create the appearance of impropriety;
- is business related; and
- is not in consideration or expectation of any action by either the recipient or the provider.

In respect of giving or accepting gifts or entertainment or a series of gifts or entertainment to or from non-government officials, prior written approval is required if the value exceeds acceptable levels. Anything above acceptable levels must be approved in writing by either the NTG Group Chief Financial Officer, NTG's Head of Group Legal Compliance or NTG's Group General Counsel.

Cash, or the cash equivalent such as gift vouchers or prepaid cards are prohibited.

5.3.2. Meals

Accepting or inviting to business meals is acceptable as long as it is reasonable and that the cumulative value of meals and drinks provided to or received from an individual is not excessive in any one year. Reasonable business meals do not require approval as outlined above.

5.3.3. Travel

NTG Group can pay for the travel costs of non-government related third parties if it is business related. To maintain independence, NTG Group employees shall not accept payment of their travel costs by a Third Party unless there is a legitimate business reason, in which case approval from his/her Managing Director, who is not participating in the travel, is required.

5.4. Interaction with government officials

5.4.1. Gifts, entertainment, and travel for government officials

NTG Group will not pay for the expenses of or provide travel, gifts or entertainment to any government official, except as permitted by law. This also applies to employees of GOEs, as well as close family members of any government official.

Any gift, entertainment payment of travel costs and per diems of government officials or close relatives of a government official or employee of a GOE requires the prior approval of NTG's Head of Group Legal Compliance or NTG's Group General Counsel regardless of the value.

5.4.2. Hiring of government officials or close family members

No one may offer employment or an internship to a government official, employee of a GOE or a close family member of such a person without the written approval of the NTG's Head of Group Legal Compliance or NTG's Group General Counsel.

5.5. Petty cash payments

Cash and petty cash payments shall be avoided at all times, in order to prevent the appearance of improper business conduct. For all such payments, a receipt should be requested. If the reason for the payment is not evident from the receipt, it should be manually recorded on the receipt. If no receipt is obtainable then the payment reason should be noted in the expense claim form.

Prior to making a cash payment on demand, best efforts should be deployed in order to ascertain if the cash payment is reasonable or can be avoided through other means.

5.6. Facilitation payments and life threatening situations

Facilitation payments, regardless of value, must be actively opposed, and mitigated. If a situation arises where a facilitation payment cannot be avoided, material facilitation payments must be reported to the Head of Group Finance.

In a situation where an employee is requested to respond to imminent threats of physical harm or health and safety, a payment may be made, however, it must be reported to NTG's Head of Group Legal Compliance or NTG's Group General Counsel immediately and recorded accurately.

5.7. Books and records

Employees are prohibited from making any false or misleading statements in NTG Group's books and records for any reason and must ensure that records reflect the true nature of the transaction. All transactions must be correctly approved and coded to the correct expense description and based on NTG Group Finance rules and guidance.

6. COMPLIANCE DECLARATION

Once a year NTG Group will require a selected group of employees to sign a "Compliance declaration" that they comply with this Policy.

7. INDEMNIFICATION

Individuals who violate anti-corruption laws may face criminal prosecution potentially resulting in prison sentence, monetary fines or other governmental action. NTG Group cannot indemnify their officers and employees against liability under these laws, which means that penalties can be levied against individuals without reimbursement by NTG Group or an insurer. This is also applicable to officers and employees who are no longer employed at NTG Group. Violations may also lead to criminal or civil penalties imposed on NTG Group. Equally important, violations of global anti-corruption laws could severely damage the reputation of NTG Group, sanctions form the prohibiting participation in public tenders and restricting NTG Group's ability to do public sector business.

8. REPORTING OBLIGATION AND DISCIPLINARY ACTIONS

NTG Group will not tolerate the dishonest or unlawful achievement of results by any employee, whether directly or via a Third Party. Any violation of this Policy may result in disciplinary action, including termination of employment or contract.

No employee will be penalized or be subject to other adverse consequences for refusing to pay bribes, even if it may result in NTG Group losing business. Any actions to the contrary (penalization or adverse consequences) should be reported as per below.

Any violation or suspected violation of the global anti-corruption laws or this Policy must be reported immediately to any of the following:

- NTG Group Legal; or
- NTG Head of Group Finance

- NTG Whistleblower System; or
- Any member of NTG Group Executive Management.

Failure to report a suspected violation constitutes a violation of the Policy.

9. RESPONSIBILITIES

Task/Department	All departments	Legal /Compliance	Finance	Management
Approval Gifts, Entertainment, and travel	S	E		
Approval political donations, charitable contributions, and sponsorships	S	E		I
Approval hiring of relatives of GO	S	E		I
Compliance declaration		E		I
Reporting of violation	E	S		I
Facilitation payments	E	S	S	I

E = Department to execute; S = Supporting department (originator of the request); I = Department to be informed

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