

XXL ANTI-CORRUPTION GUIDE

This XXL Anti-Corruption Guide is based on the rules and policies included in XXL's Code of Conduct and is intended as a practical tool to help you as an XXL employee, board member, business partner or representative to follow XXL's policies and rules relating to anti-corruption. Each topic addressed in this Guide includes the following information:

What does "The Topic" mean?	Definition of and information about the topic
What is XXL's policy on "The Topic":	Our policy and guidelines regarding the topic
"Red Flags":	Circumstances that may indicate a risk
What you Must Do:	Required actions

NOTE that this Guide does not cover all details that may apply for a topic or in specific cases. If you face any legal or ethical dilemmas, or if you are in doubt or have any questions regarding how to understand the content of this Guide, you must contact your immediate superior, your local Ethics & Compliance Associate (ECA) or the XXL Group Ethics & Compliance Officer (ECO).

If you have any suspicions or concern about any infringement of applicable law, our Code of Conduct or Anti-Corruption Guide by any XXL employee, board member, business partner or anyone acting on behalf of XXL, you must speak up and report your concern to your superior manager, other XXL manager or through any of the other reporting channels provided; see the XXL Code of Conduct or the XXL Group website www.xxlasa.com

1. Anti-corruption

What does "Corruption" mean?

Corruption undermines legitimate business activities, distorts competition, ruins reputation and exposes individuals to risks. Simply put, corruption means "choosing personal interest over professional interest", or more formally: "obtaining improper advantage by virtue of your position, office or assignment". Generally, an advantage is considered improper if it can influence, or be perceived to influence, the receiver's ability to make objective business decisions. Giving an improper advantage and receiving an improper advantage are both corrupt actions. Givers and recipients can be oneself, one's friends or family. An advantage can be improper even if no benefit is provided in return.

Improper advantages include, but is not limited to, cash and cash equivalents, valuable or frequent gifts, and lavish travel and hospitality. However, offering, giving or receiving improper advantages or benefits without economic value, e.g., receipt or delivery of proprietary information, is considered an infringement of anti-corruption law.

§ What is XXL's Policy on Anti-Corruption?

While XXL operates in more countries, XXL has developed specific practices and procedures to comply with the Norwegian Penal Code, the UK Bribery Act, and the U.S. Foreign Corrupt Practices Act. The Norwegian and these other national anti-corruption legislations apply regardless of in which country any corrupt actions have been carried out and regardless of whether the corruption is lawful according to that country's national law.

XXL is committed to operate in accordance with responsible, ethical and sound business principles and comply with all applicable laws and regulations. XXL specifically does not permit or tolerate engagement in any form of corruption. Integrity and transparency are the key ingredients in how we conduct our business and ourselves. You are expected to always act in the best interest of our Company. This means that you must never allow your personal interests to influence your actions on behalf of the Company. While conflicts of interest, gifts, hospitality and expenses may lead to corruption depending on the circumstances, bribery and facilitation payments (see below) are corrupt actions and must be avoided.

▶ Red Flags:

- You may experience situations where there is a risk of corruption. Some of the most common of these situations are included in this Anti-Corruption Guide and referred to as "red flags".

! What you Must Do:

- Under no circumstances may you, directly or indirectly, ask for, accept, receive, offer or give any improper benefit from/to any company or person including bribes, personal rebates, kickbacks, undocumented discounts, etc.
- Not accept any payments in cash or similar, or make payments to unconfirmed recipients or account numbers
- If experiencing a "red flag" situation, you must conduct a more detailed examination or take specific precautions before proceeding, not necessarily call an immediate halt
- Should you unintentionally or unknowingly find yourself involved in any corrupt activity you should immediately notify your immediate superior, other XXL manager or report through any of XXL's other reporting channels

2. Facilitation payments

? What does "Facilitation Payments" mean?

Facilitation payments, or "grease payments", are small amounts paid to public officials or others to secure or expediate the provision of products or services to which one has a rightful claim.

§ What is XXL's Policy on Facilitation Payments?

Even if facilitation payments may be commonplace, they are considered illegal bribes in most countries. XXL is against facilitation payments and does not justify facilitation payments merely because it is customary or profitable in the circumstances. You should not pay if faced with demands. This rule applies regardless of whether the payment is demanded directly or indirectly through an XXL business partner, and whether the payment is in cash or in kind. Complying with this policy shall never endanger anybody's health, safety or security. In certain extortion-like situations facilitation payments may be necessary and justifiable in order to avoid a significant harm to XXL's values or legitimate business interests.

Red Flags:

- When applying for or issuing non-discretionary permits, processing visas, etc., providing utility service, loading and unloading cargo, or protecting perishable products or commodities from spoilage
- Non-routine or non-official payments
- No receipts offered or given
- Non-documented payments

What you Must Do:

- Identify the risk of demands for facilitation payment; be prepared if challenges may be expected by discussing with your immediate superior or your local Ethics & Compliance Associate, and having their contact details available
- Make sure that our customers and business partners are informed about our policy that we do not make facilitation payments
- If faced with demands, refuse to pay. If demands continue, contact your immediate superior for advice
- In exceptional circumstances, if facilitation payments have been made to protect your own or other's lives or health, you must inform your immediate superior who in turn is required to inform the XXL Ethics & Compliance Officer about the circumstances and the amount paid
- Any payments related to facilitation payments, or extortion, shall be documented and recorded in accordance with normal Company accounting and control procedures

3. Money laundering

What does "Money Laundering" mean?

Money laundering is the practice of engaging in financial transactions to conceal the identity, source, and/or destination of money connected with criminal activity, such as bribery terrorism and drug traffic.

What is XXL's Policy on Money Laundering?

Money laundering is illegal and punishable in most countries. XXL is firmly opposed to all forms of money laundering.

Red Flags:

- Request to transfer of payments to or from entities or countries not related to the transaction
- Request to process a transaction in a way that circumvents the normal process
- Request to exchange many small-denomination bills for a large one
- Request to make payments in cash
- Refusal to disclose the nature and source of assets
- A person that acts as the agent for an undisclosed principal
- A request that funds be transferred to an undisclosed third party or in another jurisdiction

What you Must Do:

- Only conduct business with partners involved in legitimate business activities
- If a transaction sounds suspicious, speak up and report your concern
- Consult your immediate superior if there is any doubt whether particular marketing or service activities conform to XXL's or relevant third party's anti-corruption policies

4. Gifts

? What does “Gift” mean?

A gift is anything of value given or received by a person or a company to another without direct demand for compensation. A gift can be an object or an advantage. The exchange of gifts is a traditional way to express gratitude and build relationships. However, there is a fine line between gifts as business courtesies and gifts that attempt, or may be perceived as an attempt, to influence business decisions or benefit the giver.

§ What is XXL’s Policy on Gifts?

You shall not offer or receive gifts of cash or cash equivalents that could easily be converted into cash. Gifts other than cash may be given or accepted provided that they are insignificant in value, are offered on an occasional basis and are clearly appropriate under the circumstances. A gift that has the appearance of conflict of interest must never be given or received irrespective of the value.

▶ Red flags:

- Repeated gifts to or from the same company or person
- Gifts in connection with contractual negotiations
- Gifts that are offered for some action in return
- Gifts that are normally not available to others, e.g., a special discount
- Gifts that conflict with XXL’s or the other party’s policies

! What you Must Do:

- Assess whether a gift can be perceived as an improper advantage or seen as a mean to improperly influence business decisions, including considering the purpose of the gift, the type of gift, the value of the gift and the circumstances in which the gift is offered
- Not offer and decline expensive or extravagant gifts
- Not offer and decline gifts or gift equivalents that could easily be converted into cash
- If accepting a gift of value where refusing the gift would clearly give offence, you must hand over the gift to your local Ethics & Compliance Associate
- Find out if the recipient of a gift to be offered by XXL has guidelines on accepting gifts, and comply with these
- If in doubt about the value of a gift or how to act, discuss and agree with your superior manager
- Not give a gift, irrespective of value, in a context where there are reasons to suspect that the recipient will keep the gift hidden from their superiors
- Address gifts to the recipient’s working address, not home address

5. Travel, entertainment and hospitality

? What does “Travel, Entertainment and Hospitality” mean?

This section includes arrangements like seminars, representation, events, meals, trips, lodging, etc., that are common in business relationships.

§ What is XXL's Policy on Travel, Entertainment and Hospitality?

Organizing or attending arrangements shall always have a specific and relevant business purpose and be reasonable and appropriate with respect to both value and frequency. You may accept invitations to such arrangements only if transportation and accommodation are paid for by XXL. We do not recommend business travels with spouses and will not cover any such expenses.

If you have been offered, or have received gifts or favors, you shall, without delay, notify your immediate superior, who will determine whether or not the gift needs to be returned.

▶ Red flags:

- Invitations to arrangements that do not have a real business agenda
- Repeated invitations to or from the same company or person
- Arrangements in connection with contractual negotiations
- Excessive arrangements
- Arrangements that also include partners/spouses
- Attending or inviting others to arrangements that conflict with XXL's or the other party's policies

! What you Must Do:

- Assess whether organizing or attending an arrangement can be perceived as an improper advantage or seen as a mean to improperly influence business decisions
- Not organize or attend excessive arrangements
- Not accept an invitation if given in exchange for some action
- Find out if the party you want to invite to an arrangement has guidelines on accepting such invitations, and comply with these
- If in doubt about organizing or attending an arrangement, discuss and agree with your superior manager
- Not personally pay for arrangements to avoid reporting
- Not organize or attend arrangements with a content or form that is not in accordance with local law, regulations, culture, or custom

6. Middlemen, intermediaries and lobbyists

? What does "Middlemen, Intermediaries and Lobbyists" mean?

Middlemen and intermediaries in this context are, e.g., agents, consultants, advisors, joint venture partners or other business partners who act on behalf of XXL as a link between the Company and a third party. This does not include suppliers, vendors or consultants which are supplying goods or services directly to XXL, or XXL customers. Lobbyists are a special type of middlemen used to influence decisions, both in the public and private sector.

§ What is XXL's Policy on Middlemen, Intermediaries and Lobbyists?

XXL could be held liable for corrupt or fraudulent activities conducted by our middlemen, intermediaries and lobbyists. We therefore need to ensure that anyone acting on behalf of XXL does not commit any such activities on our behalf by, e.g., having a solid, documented basis for trusting such parties, taking reasonable steps to monitor for and prevent misconduct and respond appropriately to indications of possible misconduct.

Red Flags:

- Not willing to certify that they will not take any unlawful or unethical action
- Request to keep their identity hidden
- Unusual payment patterns, e.g., payment to “tax-heavens” or payment in cash
- Lack of transparency in expenses and accounting
- Apparent lack of resources or qualifications
- Recommendations from a public official
- Request kickbacks
- Fees do not proportionate to the services provided or according to expectations
- Non reputed business/party
- Inappropriate behavior or activities by lobbyist that, e.g., infringe on the private sphere or personal life of a policymaker or decision-maker by, e.g., send gifts to their private residences, seek out or contact their personal acquaintances, etc.
- Attempts to circumvent the transparency rules by employing unregistered lobbyist or other middlemen to engage in lobbying activities on their behalf

What you Must Do:

- Ensure that the potential middleman, intermediary or lobbyist is reputable, credible and ethical entities or persons
- Follow XXL’s standard terms and conditions for appointment of middlemen, and ensure that the required agreements and approvals are in place
- Monitor the performance of the middleman regularly and take remedial action if needed
- See to that all contracts with lobbyists impose an obligation on the lobbyist to disclose that they represent XXL

7. Public officials

What does “Public Officials” mean?

Public officials include any person employed by or acting in an official capacity for or on behalf of a government, or any department, agency or government owned entity, any person elected to political office, candidates for political offices, members of royal families, political party officers, employees or any person acting in official capacity on behalf of a political party and family members of any of the above.

What is XXL’s Policy on Public Officials?

To avoid any suspicion or appearance that XXL attempts to improperly influence public authorities, diligence is warranted when dealing with public officials. You must not offer cash or benefits of any kind for any information, advice or services to public officials in connection with XXL business. Payment of travel, meal, lodging or entertainment expenses for family members or friends of business officials is not permitted.

Red Flags:

- Recommendations from public officials regarding relationship with business partner
- Invitation to private meetings with public officials
- Rumors or reports of suspicious, unethical, or unlawful conduct about a foreign official
- Requests for unusual methods of payment for public services
- Public officials who request meals, alcohol, travel, entertainment, gifts, services, benefits, hiring or relatives, political or charitable contributions or any other favor

! What you Must Do:

- Exercise extra caution with respect to gifts and arrangements involving public authorities
- Seek advice from your local Ethics & Compliance Associate or the XXL Group Ethics & Compliance Officer to ensure that your interaction with a public official, including offering of gifts and entertainment, is within the policies set out in this XXL Anti-Corruption Guide
- Check whether a gift or an arrangement is compliant with the strict rules of public officials

8. Political contributions, charitable donations and social investments

? What does “Political Contributions, Charitable Donations and Social Investments” mean?

Political contributions, charitable donations and social investments are transactions where financial funds, in cash or in kind, are provided to another party for a defined purpose. This may be seen as an investment with the intention to support XXL business ambitions. Such transactions are not the same as bribery but is clearly a risk area. Donations may not be made to individuals, to for-profit organizations, to organizations that do not have tax-exempt status or whose goals are not compatible with the principles set forth in XXL’s Code of Conduct.

§ What is XXL’s Policy on Political Contributions, Charitable Donations and Social Investments?

No political contributions or charitable donations and social investments of significant value, in cash or in kind, shall be made on behalf of XXL unless approved in advance by the XXL CEO. If such contributions are approved, they must be provided in an open and transparent manner in compliance with all applicable laws and accounting principles.

▶ Red Flags:

- Request of a public official or other third party

! What you Must Do:

- Before promising, offering or making any political contribution, or charitable donations and social investments of significant value you should send an advance request to the XXL CEO for approval
- Obtain an accurate receipt or letter of acknowledgement and make sure it is expensed accurately


9. Accurate accounting and recording


? What does “Accurate Accounting and Recording” mean?

Various legal codes and anti-corruption law require that we maintain accurate and complete “books and records”. It includes accounts, correspondence, memoranda, tapes, discs, papers and any other documents.

§ What is XXL’s Policy on Accurate Accounting and Recording?

XXL’s books and records must be kept within reasonable detail and accuracy so that they correctly reflect the Company’s transactions. All entities within the Group must correctly account for income and expenditures and must ensure that payments are not recorded falsely in Company books. XXL’s books and records must not contain any false, misleading or other artificial entries.

-  **“Red Flags”:**
- Poor or non-existent documentation for travel and expense reimbursement or other disbursements
 - Expense reimbursements at or just below the limit allowed by Company policy or payments to be made outside of authorization policies
 - Over-invoicing, false or backdated invoices, consecutively numbered invoices, duplicate invoices
 - Zero-dollar invoices
 - General purpose or miscellaneous accounts that can be used to hide improper payments
 - Large individual or aggregate payments/benefits to one payee

-  **What you Must Do:**
- Ensure that all your own transactions are fully documented, correctly approved and coded to the correct expense description
 - Report any suspicions or concern you may have that anyone is directly or indirectly falsifying XXL’s books and records, or in other way attempting to disguise a payment