



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY
NETCOMPANY GROUP A/S

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ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

NETCOMPANY GROUP A/S

(CVR-no. 39 48 89 14)

1 INTRODUCTION

- 1.1 Netcompany Group A/S', CVR no. 39 48 89 14 (the "Company"), Code of Conduct sets out that all the Company's board members and employees comply with applicable laws and regulations and perform their duties in accordance with good business practice, values and ethical guidelines when carrying out their work.
- 1.2 The Company does not tolerate any bribery or corruption and condemns it in all forms. Employees involved in bribery or corruption become subject to disciplinary actions and potentially criminal liability.
- 1.3 This Anti-Bribery and Anti-Corruption Policy (the "Policy") supplements the Code of Conduct by providing minimum standards for compliance with anti-corruption and anti-bribery laws and to ensure that the Company's activities are ethically conducted and with integrity.
- 1.4 The Company recognizes that corruption and other unethical practices undermines its business (customers, suppliers and all other business relations), which is key to its business success. The Company has a zero tolerance policy against bribery and corruption and will make active efforts to secure that bribery and corruption does not occur in its business activities.
- 1.5 In support of these principles, the Company has developed this Policy to prevent bribery and corruption as well as to ensure compliance with national and international rules, standards and principles concerning anti-corruption in connection with the Company's business operations.
- 1.6 All board members, employees, agents, suppliers, consultants and similar business partners appointed to act for or corporate with the Company are obliged to comply with both applicable laws and regulations and all relevant policies and guidelines in the performance of their duties.

2 PROHIBITION AGAINST BRIBERY AND CORRUPTION

- 2.1 The Company does not tolerate any types of bribery or corruption.
- 2.2 In general, corruption can be described as the misuse of entrusted power for private gain, and it covers situations involving the taking and giving of bribes as well as other types of active or passive corruption.
- 2.3 Bribery of Public Officials (including facilitation payments) is illegal.
 - 2.3.1 A Public Official is any appointed official or any director, officer or other person employed in any capacity at any level of national, regional or local government, at any entity owned, managed or otherwise controlled by any government, or in any public international organisation.
 - 2.3.2 Facilitation payments are a form of bribery made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action, and or securing the provision of products or services to which the Company has a rightful claim.
- 2.4 Bribery and corruption can be sanctioned with criminal fines, imprisonment (only individuals) and forfeiture. Furthermore, violations may be sanctioned with exclusion from public procurement contracts.
- 2.5 Both the granting of unreasonable and/or disproportionate gifts, travel expenses, meals or entertainment, etc., to Public Officials as well as the receiving, demanding or accepting of such gifts and privileges are prohibited by sections 122 and 144 of the Danish Criminal Code.
- 2.6 Bribery of persons working in the private sector is prohibited by section 299 of the Danish Criminal Code and international laws and will not be accepted by the Company.
- 2.7 Violations can be sanctioned with criminal fines, imprisonment (only individuals) and forfeiture. Furthermore, violations may be sanctioned with exclusion from public procurement contracts.

3 GIFTS AND HOSPITALITY

- 3.1 Gifts are to be limited to reasonable, proportionate and business-related gifts. Gifts of low value can be offered and received.
- 3.2 Hospitality of low value (drinks, dinner, lunch) as a matter of courtesy are allowed.
- 3.3 Gifts and Hospitality offered in the context of a public offering or a tender may be seen as an attempt to influence the recipient and therefore extra caution must be used and should in all circumstances be limited to only modest Hospitality.
- 3.4 Acceptance of Gifts must be transparent and shall not affect or influence the recipient. Gifts must not be received or offered too frequently nor at an inappropriate time (tender, legal proceedings, etc.) or form.
- 3.5 "Gifts" are defined broadly and are anything of value given or received from another person in connection with the Company's business, including payments, gratuities, presents, discounted goods and marketing material.
- 3.6 "Hospitality" broadly means any travel, accommodations, meals or entertainment.
- 3.7 **Summarized items of when you shall declare and seek approval for gifts and hospitality**
- 3.7.1.1 When you are offering or receiving a Gift/Hospitality, including ordinary business meals:
- (i) Ask your principal for prior written (email) approval.
 - (ii) If your principal decides that you may make or accept the Gift/offer or receive the Hospitality, keep documentation for the approval thereof.
- 3.7.2 *Gifts and Hospitality requested by and/or provided to Public Officials*
- 3.7.2.1 Extra caution must be used if considering offering Gifts or Hospitality to Public Officials, including employees of companies that are publicly owned. Regardless of value, all Gifts and Hospitality offered to Public Officials shall therefore be pre-approved by the General Counsel.
- 3.7.2.2 Should a Public Official request a Gift or that Hospitality be provided, please inform the General Counsel in writing. If you provide a Gift or Hospitality having been asked to do so by a Public Official, you leave yourself and the Company exposed to accusations of bribery. It is therefore essential that you take advice before responding to any such request.
- 3.8 **Guidance for principals responsible for approving Gifts and Hospitality**
- 3.8.1 When deciding whether to approve a Gift or Hospitality, principals shall ensure that they have all the relevant information related to the purpose and context of the Gift/Hospitality. In this connection, the following should be taken into consideration:
- (i) Gifts and Hospitality offered in the context of the negotiation of a concession or contract may be seen as attempts to influence the recipient
 - (ii) Large, high-profile events to which multiple customers and/or suppliers are invited are generally less likely to be seen as attempts to influence specific individuals
 - (iii) How frequently the recipient of the Gift or Hospitality has received Gifts or Hospitality from the same source in the past year
 - (iv) In the case of Gifts and Hospitality offered by the Company, whether the Gift or Hospitality is transparent to the recipient's employer, and/or whether the recipient's employer would be likely to object to the Gift or Hospitality.
- 3.8.2 Principals shall consider if the Gift or Hospitality is appropriate and serves a legitimate purpose. The Gift or Hospitality may not be approved if it does not serve a legitimate purpose or if it can be perceived to improperly influence the recipient in the performance of his/her duties.

3.9 Recording

- 3.9.1 All expense claims relating to Gifts and Hospitality or payments to third parties shall be recorded properly in accordance with the Company's expense and bookkeeping policies and shall record the reason for the expenditure. No payments can be concealed or "kept off the books".

4 FAILURE TO COMPLY WITH THE THIS POLICY

- 4.1 No corporate Gifts or Hospitality shall be accepted or offered other than in compliance with this Policy. Failing to comply with this Policy could have severe consequences for the individuals concerned and for the Company under applicable anti-corruption and bribery legislation.
- 4.2 Failure to comply with this Policy may also result in the Company taking disciplinary actions.

5 ADOPTANCE AND MONITORING

- 5.1 It is the responsibility of every principal to communicate this Policy and ensure that all employees and external parties working on behalf of the Company group, within their area of responsibility, understand and comply with the aims and procedures of this Policy.
- 5.2 This Policy is adopted by the Board of Directors. The Board of Directors will monitor its observance by all principals, employees and third party business partners acting on our behalf.

6 COMMUNICATION AND TRAINING

- 6.1 Each principal and all relevant employees will receive relevant training and new employees will be briefed of this Policy as a part of the welcome orientation. At a minimum, key employees will receive mandatory training, including compliance with anti-corruption laws, regulations, or standard conducts relevant for the Company's field of business.

7 REVIEW AND AMENDMENT

- 7.1 The Board of Directors shall annually review, and if relevant update, this Policy.

8 PUBLICATION

- 8.1 This Policy will be published on the Company's website.

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Approved and adopted by the Board of Directors of Netcompany Group A/S on 22 May 2018.