

Compliance and Social Accountability

Purpose

Ensure that the Group and its business associates have a risk-based, sufficient and proportional approach to ensure compliance with relevant laws and guidelines. Furthermore, to ensure that the Group plays an active role in exercising its social, legal, ethical and environmental responsibilities in its operations, and that the measures the Group takes are in accordance with the Group's core values and ethical rules.

The policy provides an overall framework for how the Group should work with compliance and exercise its corporate social accountability, as well as the principles that will form the basis for associated measures.

The most relevant laws and guidelines with regards to compliance include:

- The provisions of the Norwegian General Civil Penal Code on financial criminality, including corruption.
- Legislation on competition
- The provisions of the Norwegian Working Environment Act concerning discrimination, harassment etc.
- The Data Protection Act
- The regulation on information and supervisory duties and the right to information according to the Application Act
- UN Global Compact
- The Group's ethical guidelines.

Any breach of other laws and guidelines for the purpose of gain for the individual, the Group or others will be covered by this policy. The policy shall prevent such events, and ensure that if they do occur, they are dealt with in line with this policy and other relevant guidelines.

Target group

This policy applies to Bertel O. Steen AS and its subsidiaries (the automobile and real estate group Bertel O. Steen).

Definitions

compliance obligations

Legal [requirement](#) that an [organization](#) has to comply with and other requirements that an organization has to or chooses to comply with.

subsidiary

A company where [the Group](#) directly or indirectly controls more than 50 % of the shares or have a controlling influence.

the Group

Bertel O. Steen AS including any [subsidiary](#).

Overall guidelines and principles

Compliance

Bertel O. Steen has a zero tolerance policy towards breaches of the law and guidelines, including corruption and other financial crime. Any suspected breach of the law and guidelines will be dealt with in line with the Group's guidelines for investigations. If circumstances are uncovered that provide grounds for reporting to the police and/or self-reporting to the relevant authorities, such actions shall be taken.

Risk profile in brief

Bertel O. Steen is a sales organisation, operating within a capital-intensive industry. The Group sells vehicles and services to private customers as well as private and public sector businesses, and has a high degree of interaction with potential customers, suppliers, etc. Our Compliance and Social Accountability Policy shall reflect the nature of the Group and be adapted to the risk profile. The Group believes that its Compliance Policy is sufficient and appropriate to reduce the risk of lack of compliance.

The expectations of key stakeholders

The Group has defined objectives and values to provide guidelines for the Group's business operations and its Compliance and Social Accountability Policy. The owners, authorities, public and private customers plus auto manufacturers are key stakeholders

for Bertel O. Steen and will have clear expectations of the way we run our business. Similarly, we have clear expectations of the way our business associates conduct their business and their compliance policies.

Control environment

The Group's top management believes in high ethical standards in all its business undertakings.

The management's focus on preventing, identifying and dealing with any breach of the law and guidelines shall be visible to employees and the world outside. This is achieved through ethical guidelines, a whistleblower channel and the Group's reward systems.

Bertel O. Steen has defined clear roles and responsibilities to ensure compliance with applicable laws and guidelines.

Ethical guidelines

Bertel O. Steen shall have ethical guidelines that serve to prevent corruption, etc. Our ethical guidelines shall be incorporated into mandatory training for all employees. They shall be available publicly via the Group's website. The Group ethical guidelines shall be attached to all supplier contracts.

Whistleblower channel

Bertel O. Steen shall encourage employees to report any questionable circumstances to the management. Internal and external channels shall be established through which employees and external interested parties can report their concerns or suspected breaches of laws and guidelines, and/or other questionable circumstances. Anonymous reporting shall be possible.

Special whistleblower posters shall be produced and be put on display in relevant places and in relevant languages at various locations, e.g. workshops, canteens etc.

Any reports or other indications of a breach of laws and guidelines shall be investigated in line with the Group's guidelines, including those for access to e-mails etc.

Reward systems

The Group's reward systems shall not contribute to the risk of breaching laws and guidelines. Compliance with the Compliance and Social Accountability Policy, laws and guidelines shall be emphasised during evaluations, promotions etc.

Compliance with Bertel O. Steen's ethical guidelines and work rules shall be a condition of employment at Bertel O. Steen, and breach of the same entitles the Group to implement disciplinary measures, including notice and dismissal. Disciplinary measures shall be consistently applied throughout the Group, regardless of a person's title and function.

Risk assessment and evaluation

Assessment and evaluation of compliance risk shall be integral to the Group risk management process.

Controls

Controls shall be based on risk and the relationship between risk and controls. This shall be documented in a risk control matrix. The following key controls shall be in place:

Financial controls

Internal control shall consist of power of attorney, delegation, financial management regulations, controllers and routines for interim and annual accounts. The power of attorney structure shall describe authorizations given for instruction and signing off, along with executive authority related to procurement, invoice approval and investment decisions. Financial controls shall be described in the Group's financial management manual.

Non-financial controls

Non-financial controls shall be established, including written procedures for implementation of background checks of suppliers and in connection with recruitment. Background checks shall be based on risk assessment. Courses and training shall be an important part of non-financial controls. This is described in more detail in a dedicated section.

Monitoring and improvement

The board has the ultimate responsibility for ensuring that the Group's Compliance and Social Accountability Policy is always adapted to its risk profile and works satisfactorily. Top management has day-to-day responsibility, whilst the compliance function has operational responsibility.

This implies that the compliance function continually ensures that the policy and relevant guidelines are kept updated and that they are revised when incidents occur that identify

weaknesses. Reference is also made to the responsibilities of the Board of Directors and the top management described in the chapter on roles and responsibilities below.

External evaluation

An annual internal evaluation of the Compliance and Social Accountability Policy shall be performed. The purpose of this is to determine the appropriateness of the policy and ensure that relevant regulatory changes and / or professional development are taken into account. This will be an input to the annual Management Review.

Social Accountability

- All transactions and measures taken must withstand the light of day.
- Corporate social accountability should be an integral and continual part of the Group's business operations.
- Bertel O. Steen shall be a member of the UN Global Compact or similar organizations, and shall conduct its business in accordance with the requirements of our operations relating to human rights, workers' rights, the environment and the fight against corruption.
- When entering into agreements and transactions in the Group's operations, corporate social accountability principles must be used, and be in accordance with this policy.
- The Group's operations shall require suppliers, partners and other stakeholders to document that they conduct their business in accordance with socially accountability principles.
- Suppliers / partners shall, upon request, provide a declaration of conformity for their business's compliance with laws, regulations, employees' professional and social rights, and Bertel O. Steen's Code of Ethics and grant Bertel O. Steen access to review and verify this.
- An annual report on the Group's corporate social accountability measures will be prepared, and this will be included in the Group's annual report.

Information and communication

Communication shall in general follow the guidelines given in the policy for internal and external communications.

Training

All employees shall undergo mandatory training dealing with themes such as whistleblowing, ethical guidelines and financial crime. In addition, and based on risk assessment, further training shall be given to individuals, including purchasers, sales personnel etc.

The entire Group shall learn of any incidents through information sharing.

Communication

The Group's ethical guidelines and the Group's Compliance and Social Accountability Policy shall be available on the Group's intranet and website. These documents shall be published in Norwegian and English.

Focus on the risk and prevention of financial crime, including focus from the top management, shall be clearly communicated internally and externally.

All incidents related to a breach of laws and guidelines shall be reported via the Group whistleblower channel, or to a superior. The reporter's immediate superior is responsible for passing on the report to the compliance function. The compliance function shall register all relevant incidents to ensure information sharing, learning and that incidents that occur are addressed through an updating of the risk assessments. The compliance function shall report regularly to the Group management and annually to the Group's audit committee. The Group CEO shall inform the chair of the board of any circumstances in line with the Group's emergency response plan.

Responsibility and authority

Role	Responsibility and authority
Board of Directors Bertel O. Steen AS	<ul style="list-style-type: none"> • Ensure that the Group has relevant a policy for Compliance and Social Accountability • Ensure that the Group has an effective compliance system at all times • Ensure that sufficient resources are allocated to the Group's compliance work • Ensure that the Group has an overall framework, guidelines and management principles for Compliance and Social Responsibility.
Group CEO	<ul style="list-style-type: none"> • Overall responsibility for the implementation of this policy • Ensure that the responsibilities and authorities for relevant roles related to this policy are assigned and communicated to all employees within their area of responsibility within the Group. • Promote changes in policy to the board.

Executive Vice President and Director	<ul style="list-style-type: none"> • Ensure that operational management complies with this policy • Ensure that compliance in its own business area is established, documented, implemented and followed up in a systematic and appropriate manner.
Manager (operational manager) for dealer location	<ul style="list-style-type: none"> • Ensure compliance with this policy and making employees aware of the policy • Implement adequate controls and other risk mitigation measures in own department to ensure targeted and effective operations, reliable reporting and compliance with laws and regulations.
Compliance Officer	<ul style="list-style-type: none"> • Operational responsibility for this policy • Meet with Bertel O. Steen's audit committee at least once per year and present the effect of this policy and any actual incidents (breach of laws and guidelines). • May at any time contact the head of Bertel O. Steen's audit committee and / or chair of Bertel O. Steen to discuss any matters relating to the compliance officer's area of responsibility.
All employees	<ul style="list-style-type: none"> • Familiarize with and comply with this policy and the ethical guidelines. • Contact the Compliance Officer, immediate manager or follow whistle blower instructions in case of suspected breach of laws and guidelines.

Ownership and implementation

The Group CEO of Bertel O. Steen AS is the owner of this policy and is overall responsible for its content and implementation, and for keeping it up-to-date and relevant.

The policy is valid upon being approved by the Bertel O. Steen Board of Directors.