



**SB555 Sotrasambandet**  
**General**  
**Anti-corruption Policy**  
**and**  
**Program**

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## **TABLE OF CONTENT**

<b>1</b>	<b>INTRODUCTION .....</b>	<b>3</b>
<b>2</b>	<b>THE ANTICORRUPTION PROGRAM .....</b>	<b>4</b>
2.1	OBJECTIVES .....	4
2.2	ANTI-CORRUPTION LAWS AND REGULATORY REFERENCES .....	4
2.3	RECIPIENTS .....	4
2.3.1	Roles and Responsibilities .....	4
<b>3</b>	<b>GENERAL ANTI-CORRUPTION PRINCIPLES .....</b>	<b>5</b>
3.1	DEALINGS AT RISK OF CORRUPTION .....	5
3.1.1	Dealings with the Public Administration .....	5
3.1.2	Relations with Multilateral Development Banks or financing entities .....	6
3.1.3	Relations with private entities .....	7
3.1.3.1	Clients .....	7
3.1.3.2	Suppliers .....	7
3.2	SIGNIFICANT THIRD PARTIES .....	8
3.2.1	Due Diligence on the Significant Third Parties .....	9
3.3	INSTRUMENTAL ACTIVITIES AT RISK OF CORRUPTION .....	10
3.3.1	Sponsorship .....	10
3.3.2	Donations .....	11
3.3.3	Entertainment and hospitality expenses, gifts and other benefits .....	12
3.3.3.1	Entertainment, travel and hospitality expenses .....	12
3.3.3.2	Gifts and presents .....	12
3.3.3.3	Special payments .....	13
3.3.4	Political contributions .....	13
3.3.5	Accounting and bookkeeping .....	13
3.3.6	Personnel hiring and management .....	14
<b>4</b>	<b>MONITORING SYSTEM, IMPROVEMENT AND REPORTING .....</b>	<b>14</b>
4.1	NOTIFICATIONS .....	15
<b>5</b>	<b>THE SANCTIONS SYSTEM .....</b>	<b>15</b>
<b>6</b>	<b>COMMUNICATION AND TRAINING .....</b>	<b>16</b>

## Document change log

Revision	Change Log

### 1 INTRODUCTION

CJV promotes an Anticorruption Policy in line with the Code of Ethics, and actively supports all the projects aimed at reinforcing the standards and principles that must govern the behaviour of all personnel, in accordance with prevailing laws and in a way that does not prejudice the image or reputation of the Company.

CJV has adopted a zero tolerance Anticorruption Program.

The Anticorruption system of CJV is based on the following principles:

- all types of corruption of any form or nature in any jurisdiction that involves both Public Officials and private entities are prohibited;
- all practices that incur sanctions by Multilateral Development Banks are prohibited;
- all transactions must be carefully accounted for in accordance with accounting standards, in a complete, transparent manner in order to trace all revenues, payments, and in general, all transactions.

CJV has established suitable measures to pursue the principles stated above, apply all the procedures needed to check compliance of this Policy, the Code of Ethics and applicable anticorruption laws, and subjects the content of its Anticorruption Program to constant review and monitoring in accordance with the UNI ISO 37001:2016 principles.

Application of this Policy is the direct responsibility of the directors, the statutory auditors, the managers and the employees of CJV. and all those who, directly or indirectly, permanently or temporarily, have relations or enter into relationships with CJV, each to the extent of his/her functions and responsibilities (the "Recipients"). Each director and manager is responsible for monitoring compliance with the Anticorruption Program by his/her collaborators.

The Recipients are encouraged to always behave in a way that complies with this Policy and anticorruption laws, and they will not be subject to disciplinary sanctions or recriminations of any nature if they refuse to disregard them. The Recipients are encouraged to report any breaches of the Anticorruption Program of which they become aware, including on an indirect basis, during their activities, and the reporting party is guaranteed protection from any type of recrimination, discrimination or penalisation, subject to the provisions of the law.

Any employee or associate who does not behave in accordance with this Policy shall be subject to disciplinary sanctions that reflect the seriousness of the breach. Any partner or supplier who does not behave in accordance with this Policy shall be subject to disciplinary sanctions of a contractual nature.

CJV notifies the Recipients of this Policy and will update the contents on a regular basis.

## **2 THE ANTICORRUPTION PROGRAM**

The Anticorruption Program sets forth the principles, rules of behaviour and controls that the parties who work for and with CJV must adopt to prevent corruption in all its forms with respect to Public Officials or private parties.

The Anticorruption Program is subject to regular review by the Company.

### **2.1 OBJECTIVES**

The Anticorruption Program aims to provide a systematic framework of reference for the instruments that CJV adopts to prevent active and passive corruption, with respect to Public Officials or private entities, in accordance with the provisions on anticorruption issues and best international practices.

### **2.2 ANTI-CORRUPTION LAWS AND REGULATORY REFERENCES**

National and international legislation on corruption is extensive and continuously expanding. Since CJV has its registered office in Norway, it is subject to Norwegian law.

In accordance with its suppliers at an international level, CJV is also subject to compliance with the laws in effect in other countries, including the ratification of international agreements such as the OECD Convention on combating bribery of foreign public officials in international business transactions (1997), the United Nations Convention against Corruption (2003) or the Convention by the Council of Europe on Corruption (1999). Additionally, many countries have established authorities to combat corruption – provided with independent sanctioning powers - which can issue regulations or guidelines that apply to public tenders.

Despite the complex regulatory framework that applies, in general, a crime of corruption occurs where there is an event that:

- a) involves a Public Official - including from a country different from the one in which they are operating - or a private entity;
- b) relates to the offer, promise (active corruption) or receipt of unlawful requests (passive corruption) of money, benefits, gifts or other advantages to carry out activities that are contrary to the duties of office or to facilitate services due in any case.

This Anticorruption Program aims to counteract the risks of unlawful practices in running the business and the Company activities, providing rules and prevention standards that can be applied in every context in which CJV operates. If the provisions of local laws in any of the countries in which the Company operates are more restrictive than those set forth in this Program, CJV undertakes to act in accordance with those stricter provisions.

### **2.3 RECIPIENTS**

The Recipients are the directors, statutory auditors, managers and employees of the Company, and all those who, directly or indirectly, permanently or temporarily, have dealings and relationships with CJV, each to the extent of his/her functions and responsibilities.

#### **2.3.1 Roles and Responsibilities**

The Board of Directors of CJV is in charge of adopting and subsequently amending the Anticorruption Program.

The Compliance Function supports the Board of Directors of CJV in identifying and assessing the need to update the Anticorruption Program.

The Compliance Function focuses on providing guidance on the application of the Anticorruption Program, anticorruption laws, and all other provisions relating to the prevention of corruption. The Compliance Function is also in charge of receiving reports of potential breaches of the Program, coordinating any investigations (see paragraph 3.1) and providing support in the execution of due diligence (see paragraph A.4.1).

The managers of the CJV departments are in charge of monitoring the application of the Anticorruption Program, periodically referring any relevant weaknesses or suggestions on the anticorruption provisions to the Compliance Function (see paragraph 3).

All Recipients are obliged to familiarise themselves with the provisions of the Anticorruption Program, comply with it and apply it in relation to the function exercised and at the level of responsibility taken on.

### **3 GENERAL ANTI-CORRUPTION PRINCIPLES**

Certain areas relating to the activities carried out by CJV have been identified as being more subject to the risk of active or passive corruption than others. The general principles of behaviour that the Recipients have to adopt were defined in relation to each area of risk. The areas at risk are divided into the following categories:

- A – Relationships at risk of corruption
- B – Significant Third Parties
- C – Instrumental activities at risk of corruption

In order to comply with this Anticorruption Program, both in management of the dealings at risk of corruption and carrying out activities that could be at risk of corruption, CJV carries out specific controls as described in the paragraphs below, and will require compliance with the following principles:

- segregation of activities/processes, using organisational tools such as separation of tasks and responsibilities, and access to information and data, the availability of which depends on the responsibilities given to each member of personnel;
- adoption and implementation of adequate internal rules to define the operational methods for key processes and activities;
- identification of individuals qualified to carry out certain control and authorisation activities, and the allocation of appropriate powers and responsibilities in line with the allocated tasks;
- traceability of all operations and regular, accurate maintenance of accounting ledgers and books.

#### **3.1 DEALINGS AT RISK OF CORRUPTION**

The Company dealings that could involve potential risks of corruption are reported below, categorised by type of counterparty.

##### **3.1.1 Dealings with the Public Administration**

The many dealings between the Company and Public Administrations (hereinafter also “PA”) may create potential situations of risk, as CJV may be held liable for actual or attempted acts of corruption undertaken or attempted with Public Officials who may request undue benefits in order to act in breach of their duties or in violation of their official obligations.

The dealings with the Public Administration mainly regard the following categories:

- dealings where the PA is the client on a project – these relations may lead to the risk of corruption in the awarding of a contract, the management of the contract or in any other phase of the project, such as the obtaining of payment certificates from the Engineer or the approval of modifications, extensions, variants, complaints, defective or non-existent works, testing, etc.;
- obtaining administrative measures where the PA is responsible – these activities may lead to risks of corruption, during the activities to obtain documents/ authorisations that the PA is responsible for (including licences, permits, registrations, concessions and other approvals needed for the business), the importing or exporting of goods, etc.;
- the fulfilment of obligations towards the PA – the need to fulfil said obligations, including the implementation of regulatory requirements, the execution of specific inspections and the submission of declarations etc. may lead to risks of corruption;
- inspections or checks by the PA – the handling of requests during inspections, checks, verifications and investigations etc. that the Recipients are involved in could generate risks for the Company;
- legal disputes with the entities of the Public Administration and private individuals can generate situations that involve a risk of corruption in relations with the authorities.
- In relation to said areas of risk, CJV:
  1. prohibits any form of undue payment, benefit or other advantage to a Public Official in breach of the Anticorruption Program and applicable anticorruption laws even if they are expressly requested or if it is customary in certain environments, and this creates any kind of disadvantage for CJV or its personnel;
  2. favours, collusive behaviour, direct requests and/or requests via third parties aimed at inappropriately influencing the decisions of the Public Official are prohibited;
  3. identifies the parties authorised to deal with the PA, both where the PA is commissioning works and in the case of inspections;
  4. adopts specific procedures to manage the processes that provide for contacts with the PA in order to ensure compliance with the above- mentioned principles, and more especially, separate the activities/ processes and the traceability of the transactions carried out;
  5. implements a modulated training programme, according to different levels of study, depending on the position of the trainees and the various levels of their involvement in activities that are at risk of corruption.

### **3.1.2 Relations with Multilateral Development Banks or financing entities**

The projects that CJV takes part in may be financed by funds for development banks and cooperation and/or other financing entities, including non-governmental, that the Company can deal with directly or through the Client. These relations may be at risk of corruption especially in the assignment, monitoring, and reporting stages on how the funding is to be used.

In relation to said areas of risk, CJV:

- 1 will ensure the traceability of the dealings with the financing entity, engaging authorised personnel who have the necessary powers;
- 2 will not partner with or contract with companies that are currently debarred by any Multilateral Development Bank, on any contract or project that is financed, in whole or in part, by Multilateral Development Bank funds;
- 3 will guarantee the timely submission of the documentation requested by the financing entity, ensuring completeness, accuracy and truthfulness;
- 4 monitor the financial project to ensure it is carried out properly and check to ensure the accounting progress corresponds with the physical progress;

- 5 cooperate during any audits or inspections aimed at establishing how the funding is used;
- 6 ensure that training and/or information is given on the practices subject to sanction by the Multilateral Development Banks or other institutions financing the project.

### **3.1.3 Relations with private entities**

When CJV carries out its business activities, it deals with various types of third parties such as clients, suppliers, commercial partners, etc. for a number of different purposes. The main categories of parties are noted below, along with the risks that could result from managing relations with them and the control principles.

#### **3.1.3.1 Clients**

In addition to public clients who commission major works, other CJV client categories include private entities which require civil engineering projects or acquire plants and machinery from the Company. In these relations, the risk of corruption may involve the possibility that CJV is considered responsible for acts of corruption undertaken or attempted with clients or its employees or vice versa, that the client may require the Company to work with a certain supplier with which the client has consolidated relations in order to obtain personal benefits, or that the transaction or sale represents payment of the price for a corrupt action.

In relation to said areas of risk, CJV:

- 1 will perform a check on the potential client;
- 2 will identify the entities authorised to have dealings with the clients, both when preparing the offer and presenting it, in order to ensure compliance with the principle of separation of activities/processes;
- 3 will prohibit favours, collusive behaviour, direct requests and/or requests through third parties aimed at inappropriately influencing the decisions of the counterparty;
- 4 will guarantee the submission to the client of the documentation requested, ensuring completeness, accuracy and truthfulness;
- 5 will implement a training programme for personnel who deal with the clients, tailored to the level of involvement of the personnel in activities that are at risk of corruption.

The selection process for commercial projects is described in detail in the company procedures of CJV. They identify the roles and responsibilities of the key players in said process and define the procedures for the correct selection of said projects.

#### **3.1.3.2 Suppliers**

The activities put in place by or in favour of suppliers (including sub- contractors, consultants and providers of professional services) may be considered at risk of corruption since, for example, the price of the service/ activities provided could conceal funds for the payment of corrupt actions or the supplier could corrupt CJV employees to obtain benefits.

In relation to said areas of risk, CJV:

- 1 prohibits any behaviour that conflicts with the principles of the Anticorruption Program, having all suppliers sign a specific contractual compliance clause with which it undertakes to act in accordance with the Code of Ethics and the principles set out in the Anticorruption Program or otherwise the contract will be terminated. If the counterparty has its own compliance program (for example a Code of Ethics), the Compliance Function is obliged to check to ensure that the principles contained in them reflect those adopted by CJV in order to decide on any amendments to the above- mentioned compliance clause;
- 2 selects, through a structured qualification process, reliable suppliers with solid reputations;

- 3 requires the contracts with suppliers to be drawn up in writing;
- 4 monitors to ensure that no fees, commissions or other payments are made at a rate that does not reflect the services rendered to the company or does not conform with the mandate or conditions/practices currently used on the market or set by professional tariffs;
- 5 obliges suppliers to sign a declaration in which the counterparty (i) guarantees that the consideration has only been received in return for the services defined in the contract; (ii) guarantees either that they are the final recipient of the payment or that they will give details of the final recipient, with the right for CJV to terminate the contract if investigations prove otherwise;
- 6 provides for participation in a modulated training programme on anticorruption matters, in accordance with the position of the personnel and the various levels of their involvement in activities that are at risk of corruption.

The procurement process and related controls are governed in detail in CJV's company procedures. These procedures and guidelines identify the roles and responsibilities of the key players in said process and set out the conditions for a fair, transparent selection and management of suppliers, as well as procedures for their reporting and control, and the management of important documentation and monitoring payments.

### **3.2 SIGNIFICANT THIRD PARTIES**

Certain specific categories of operators with which CJV enters into dealings are highlighted in instances in which the risk of corruption may be considered to be higher in relation to the characteristics of the entity or activity carried out. These entities are defined as Significant Third Parties, i.e. any legal person or natural person, who is not an employee, who acts in the name of and/or on behalf of the Company, and who could have a contact with a Public Official or a private entity when carrying out his/her job in the name of and/or on behalf of the Company. Legal persons identified as potential targets for the realisation of an extraordinary merger or acquisition may also be Significant Third Parties.

The term contact refers to any negotiation, agreement, meeting, inspection, investigation, management of administrative, contractual or legislative duties, or any other type of similar operation in which the Significant Third Party deals with Public Officials or private entities in the name of and/or on behalf of CJV.

In accordance with the type of dealings that CJV has with the third parties, the Significant Third Parties fall under the following categories:

- 1 Partners (in joint ventures, consortia, special-purpose companies, etc.) CJV can collaborate with legal persons in order to win, develop or manage tenders, sharing the risks related to the investment.
- 2 It is important for CJV to know its potential partners and be able to assess any existing or potential risks deriving from a counterparty that does not operate in line with the ethical principles established by CJV.
- 3 Consultants, professional service providers and freelance workers, who, due to the activities carried out, have contacts with a Public Official or private entity in the name of and/or on behalf of CJV
- 4 CJV can make use of consultants, professional service providers and freelance workers (for example intermediaries or sponsors) in carrying out its business. When these entities act in the name of and/or on behalf of CJV and have contacts with a public official or private entity, they fall under the category of Significant Third Parties when carrying out their duties, making it therefore necessary to carry out further controls and checks. It is important to assess consultants, professional service providers and freelance workers, and information has to be



acquired on whether any of them have undertaken activities that are prohibited by the Anticorruption System, or if there are reasonable possibilities that they could be.

- 5 Third parties involved in extraordinary transactions
- 6 This involves companies identified as potential targets to carry out extraordinary mergers or acquisitions. During these transactions, it is important to assess the risk of corruption deriving from the acquisition of a company or a company branch, that has its own exposure to the risk of corruption, also in relation to the type of business carried out and the country in which it operates. This category also includes parties that support the transaction, consultants and advisors.

For extraordinary transactions, an appropriate due diligence process is essential in order to avoid potential repercussions for CJV, such as damage to image, impairment of the Company value, and/or damage to the transaction.

### **3.2.1 Due Diligence on the Significant Third Parties**

In order to minimise the risks, CJV requires further assessments to be carried out, with respect to those provided for in company procedures, before establishing a business relationship as well as during the term of the contract with the Significant Third Party: The control and approval procedures are aimed at assessing whether the Significant Third Party is acting in breach of the Code of Ethics or the Anticorruption Program, or whether there is a concrete risk that it could do so.

In managing dealings with a Significant Third Party, CJV will ensure that the following is carried out:

- an in-depth due diligence inspection on the Significant Third Party to be carried out in accordance with the procedures set out in the “Assessment of the Significant Third Parties Guidelines – Anticorruption and Compliance” and before establishing any contractual relationship or carrying out any operation with said Significant Third Party;
- during the due diligence phase, if any red flags arise, checks must be carried out to ensure that the issues have been adequately resolved or that suitable measures to safeguard CJV have been put in place;
- monitoring during the course of the relationship or transaction with the Significant Third Party, during which checks will be carried out to ensure that the counterparty continues to meet the requirements of the Model.

The due diligence procedures define the criteria and control procedures, and the roles and responsibilities to carry out the assessments in accordance with the different categories of the Significant Third Parties, in order to ensure compliance with the above-mentioned principles, and especially the separation of activities/ processes and the traceability of the operations carried out.

Due diligence is generally carried out to monitor the following:

- to ensure that there are no Impediments with regard to the Significant Third Party;
- if the Significant Third Party is a legal person, its beneficial owner can be identified, the ultimate owner in the chain of companies;
- there is a valid commercial reason that justifies a relationship with that Significant Third Party;
- there are no conflicts of interest between the Significant Third Party and the Public Officials or the private entities with which the Third Party has to interact;
- if there are extraordinary transactions in the company in question, there are no potential shortcomings in its internal control system and/or any suspicious transactions (for example red flags may include irregular payment systems, suspicious interactions with the public administration, etc.).

After the due diligence has been carried out, CJV ensures that the dealings with the Significant Third Party are governed in writing by documents that contain the necessary compliance clause, and more

specifically, the undertaking to operate in accordance with this Anticorruption Program and applicable laws. CJV also ensures that the services were actually carried out and that the payment methods can be traced, and the payments have been disbursed to the provider, which are commercially viable and proportionate to the level and type of services provided.

From the moment the agreement is entered into with the Significant Third Party, up to the conclusion of the dealings, such party will be monitored to ensure that the aspects assessed during the due diligence process remain valid throughout the term of contract.

If, in respect of any project or contract, CJV discovers in the course of its contracting, bidding or due diligence that an existing or potential partner sub-contractor, or third party is currently (i) debarred by a Multilateral Development Bank, or (ii) charged with or the subject of an investigation involving potential violations of laws prohibiting corruption fraud, or money laundering, CJV will take reasonable and appropriate steps to assure itself that the partner sub-contractor, or third party has remediated any misconduct and has introduced and implemented a compliance program adequate for the prevention of any such misconduct occurring in connection with any contract or project involving CJV.

Such steps may include one or more of the following:

- requesting a presentation from the third party to explain the nature and circumstances regarding any prior misconduct and any actions the third party has taken to remediate the issues;
- conducting a review of the third party's compliance program to assess whether it has been designed and implemented in a manner to provide sufficient assurances to CJV that the third party will not engage in misconduct in the contract or project at issue; and
- examining other past and current CJV contracts, transactions, or projects involving the third party in order to ascertain whether compliance issues have arisen.

The steps CJV will take shall be determined on a case-by-case basis, taking into consideration the nature of the past misconduct (i.e., isolated or pervasive, involving senior-level or junior employees, implicating the compliance department), the amount of time that has passed since the misconduct, and the degree to which the misconduct potentially could occur in anticipated circumstances of the proposed CJV contract or project. At all times, CJV's goal is to assure itself that current and potential partners, subcontractors and third parties of the Company have in place appropriate compliance programs that appropriately mitigate compliance risks in its projects.

### **3.3 INSTRUMENTAL ACTIVITIES AT RISK OF CORRUPTION**

With instrumental activities at risk of corruption, reference must be made to the transactions or processes where financial instruments are managed and/or instruments that could give rise to benefits or resources with which to support the commission of the crime of corruption. CJV adopted the necessary company procedures to manage and monitor the activities listed below, that govern roles and responsibilities of the personnel involved, in accordance with the principles described in this Model.

#### **3.3.1 Sponsorship**

Sponsorship can be given only if it is among the projects that have the sole purpose of promoting the brand, creating visibility and a positive reputation for CJV. The Company adopted the necessary procedures to ensure that sponsorship cannot conceal a benefit for a third party in order to gain an undue advantage for the Company. To this end, CJV monitors all possible conflicts of personal interest for any sponsorship activities.

CJV has established methods for authorising, stipulating and managing sponsorship contracts, which must meet the following principles:

- sponsorships must be consistent with the approved budget;
- the Departments in charge of approving the project must check for potential conflicts of interest in the project to be sponsored;
- partners in sponsorship agreements must only be well-known, reliable entities, with good reputations;
- due diligence on potential partners to the sponsorship contract must be carried out by specific personnel, and lawfulness of the agreement must be verified on the basis of applicable laws in accordance with the principle of separating activities/processes;
- sponsorship agreements must be drafted in writing and must contain:
  - an adequate description of the nature and purpose of the single initiative, the consideration, the terms and the conditions of payment;
  - a declaration by the counterparty that the consideration paid will only be used for the sponsored initiative;
  - the compliance clause, with which the counterparty undertakes to act in accordance with the Code of Ethics and the principles set out under the Anticorruption Program
  - CJV must have the right to carry out checks on the counterparty if there is a reasonable suspicion that it may have violated the applicable laws, the Code of Ethics and/or the Anticorruption Program.

### **3.3.2 Donations**

Donations to Public entities or private entities are permitted if they fall under the sphere of projects related to social solidarity, humanitarian ends, socio-economic benefit, scientific research, education, the protection and development of natural or artistic heritage, or they must be intended to support events or bodies with significant social or environmental value, and are approved in accordance with company procedures. These disbursements will not require any consideration in return. The Company has adopted procedures to ensure that donations are carried out in accordance with the principles of this Program.

CJV has established operating procedures for the authorisation and payment of donations, which must meet the following principles:

- departments in charge of checking the consistency with the approved budget and procedures;
- departments in charge of approving the project must check for potential conflicts of interest in the project to be sponsored;
- the beneficiaries must be well known, reliable and have an excellent reputation. Individual contributions made directly to a Public Official or private entity are prohibited;
- specific personnel will carry out due diligence on the potential beneficiary, and a check must be made to ensure that such beneficiary has met all the requirements needed to operate in accordance with applicable laws pursuant to the principle of separating activities/processes;
- the relevant departments will check to ensure that the contribution complies with anti-corruption laws and applicable laws;
- all proposals must be reviewed and authorised by the parties with the necessary powers in accordance with the procedures that govern the activities;
- monetary contributions must be made through traceable, non-transferable payment methods and must be accompanied by an official letter from the Company confirming that it is aware that the purpose of the contribution is lawful;

- contributions in kind (i.e. the supply of products and/or services) must not only meet the above requirements, but must also be recorded appropriately with the necessary accounting and administrative documentation;
- if appropriate, the beneficiary may be asked to provide representations and warranties relating to the use of the donations, or must be required, where necessary, to provide other reporting tools so that the donated funds can be monitored.

### **3.3.3 Entertainment and hospitality expenses, gifts and other benefits**

CJV adopted the necessary procedures to ensure that the entertainment and hospitality expenses, gifts and other benefits are made in accordance with the principles of this Model.

#### **3.3.3.1 Entertainment, travel and hospitality expenses**

Entertainment and hospitality expenses are costs incurred by CJV in buying goods or services for individuals, companies or third parties, which are justified by marketing activities or are aimed at promoting company's brand. Visits to head office, out of office meetings and related expenses (for example transport, accommodation, meals and other costs) incurred by Public Officials or employees or directors of a customer or a business partner and/or a supplier may generate a risk of corruption.

The entertainment expenses must be reasonable and made in good faith, and have the following characteristics:

- they must not be paid in cash;
- there must be no consideration;
- they must be justified by lawful business purposes and their main purpose must not be to visit a tourist attraction or a visit for the personal interests of the parties receiving the money;
- they must not be motivated by a desire to exercise undue influence or with the expectation of anything in return;
- they must comply with generally accepted standards of business courtesy;
- they must be in line with company procedures, anticorruption laws and applicable regulations.

All entertainment expenses must be recorded accurately and transparently in Company's accounting records, with sufficient detail. They must be supported by adequate documentation identifying the name of the beneficiaries and the purpose of the payment.

#### **3.3.3.2 Gifts and presents**

Presents or other benefits may be given or received within the context of usual business courtesy, where they do not compromise the integrity and/ or reputation of either party and where they cannot be interpreted by an impartial observer as being intended to create an obligation of gratitude or to acquire an undue advantage. CJV has imposed a prohibition on making or receiving, either directly or indirectly, any type of gift aimed at obtaining an undue advantage, either personal or business-related, or any gift that could be interpreted as such.

The only permitted gifts, given for courtesy reasons, must be in line with the procedures adopted by the Company, and more specifically:

- must not exceed the actual or estimated value of Euro 150 or equivalent in local currency;
- be given in good faith and according to proper practice;
- be consistent with generally accepted business courtesy standards (Christmas parcels for example) or have promotional/demonstration purposes;
- not be paid in cash (or any other type of equivalent payment);

- be duly authorised, registered and traceable, in line with company procedures, anticorruption laws and applicable regulations.

No presents, gifts or other benefits may be offered to a Public Official.

These principles may not be waived under any circumstances, and also apply in countries where it is usual to offer gifts or benefits that do not meet the above requirements.

### **3.3.3.3 Special payments**

CJV prohibits the payment or direct or indirect promise of payments, benefits or other advantages to Public Officials in order to expedite, favour or secure routine and non-discretionary services, that would otherwise be a normal part of their duties, such as:

- obtaining non-discretionary business permits;
- non-discretionary procedures such as customs practices or visas;
- the provision of public services.

These payments known as “special payments” or “facilitated” are in any case prohibited even if they are permitted in accordance with prevailing law in certain countries or in accordance with local habits.

### **3.3.4 Political contributions**

CJV prohibits any direct or indirect form of pressure or influence on politicians and has imposed, in line with the provisions of the Code of Ethics, a prohibition on paying direct or indirect contributions to political parties, movements, committees or other political or trade union organisations or to their representatives.

Political contributions can be used as an unfair way of obtaining or maintaining an advantage, such as the award of a contract, permit or licence, or to influence political decisions, etc.

### **3.3.5 Accounting and bookkeeping**

The principal anticorruption laws impose specific requirements on bookkeeping, partly in order to discourage and reveal any payments or receipts made for the purpose of corruption. CJV adopts procedures and controls to ensure that the accounting records completely and accurately reflect the facts at the basis of each operation, each transaction can be traced and is reasonably supported by the documentation in accordance with the accounting standards adopted by the Company.

All costs, charges, receipts, revenues, payments and expenditure commitments must be promptly recorded in a complete and accurate manner, and must have adequate supporting documentation issued in accordance with all applicable laws and requirements of the internal control system. Any funds or accounts that are not recorded properly are prohibited.

In order to meet these requirements, all the Recipients, without exception, must comply with the rules of law, regulations and procedures on company accounting. In particular, the Recipients may not:

- ever agree to requests to record an invoice for services that were not rendered or were different from the purpose of the contract;
- pay unusual, excessive, poorly described or poorly recorded expenses;
- alter any accounting documentation or change other related documents, in any way that could make the true nature of the transaction unclear or false;
- take or follow up on measures that would result in the making of inaccurate entries on the accounting ledgers or in the documentation of CJV;

- approve and/or make payments for work or services if there is an explicit or implicit agreement that part of the payment is to be used for a different purpose from that described in the documentation supporting the payment;
- make cash payments (or any other type of equivalent payment).

These requirements apply to all transactions regardless of their financial significance.

The adequacy of the administrative and accounting procedures is confirmed once every six months by the Project Manager and by the manager in charge of the drafting of the corporate accounting documents. Audits are carried out periodically by the company auditing bodies and the independent auditors.

### **3.3.6 Personnel hiring and management**

CJV governs personnel selection, hiring and management process in a way that ensures that the resources have the professional skills and technical and/or managerial competence that matches the company needs and requirements, avoiding favouritism or incentives of any nature, and ensuring its choices are merit-based only. These processes will be carried out in accordance with CJV's procedures, pursuant to the above-mentioned standards and the following principles:

- personnel must be hired based on business requirements, supported by due authorisation by parties who have decision-making powers;
- the candidates must be assessed by several people under different profiles, and the results of the entire assessment process must be adequately recorded;
- specific departments will check the ethical reliability of the candidates and the absence of potential or current conflicts of interest, with reference to both dealings with the public administration and dealings between individuals and the Company, to be recorded by gathering the necessary declarations;
- specific departments will check the performance and achievement of objectives;
- the remuneration and any bonuses must be consistent with the role, responsibilities and company policies;
- the obligation to take part in a modulated training programme in accordance with their positions in activities that are at risk of corruption.

## **4 MONITORING SYSTEM, IMPROVEMENT AND REPORTING**

The Compliance Function of CJV is in charge, on the basis of annual risk-based planning, of checking the compliance of the Anticorruption Program with the legal requirements, the correct application of anticorruption controls and the identification of potential areas of improvement in relation to the organisational development of the Company, applicable regulations and/ or best practices. The checks may be carried out also following reports from the appropriate channels or suggestions and recommendations from the business units, the Internal Audit Department or the independent auditors, on the basis of the results of the work they are responsible for.

The Compliance Function reports to the Board of Directors every six months, through reports that must contain at least the following information:

- a. a summary of the work carried out in the half-year period;
- b. a description of any issues arising in relation to the operating procedures for implementation of the Model;
- c. a summary of complaints received from internal or external persons including the results of any direct investigations into any suspected or verified violation of this AntiCorruption Program and/or of internal or external laws, ethical principles or any other anticorruption law, and the result of any subsequent checks;

- d. the list of disciplinary orders or any sanctions applied by the Company in relation to violations as described under point c);
- e. an overall assessment of the functioning and effectiveness of the Anticorruption System, including proposals for amendments or corrections;
- f. reports on any changes in the regulatory framework and/or significant changes to Company internal structure and/or business methods that would require an updating of the Anticorruption Program.

At least once a year, the Managers of the CJV departments send the Compliance Function a report in relation to any changes to the Anticorruption laws that apply, and/or any areas for improvement, including the formal aspects of the personnel. The Compliance Function will examine the reports, decide on which projects to implement and propose any corrections to the Anticorruption Program to the Board of Directors of the Company.

#### **4.1 NOTIFICATIONS**

The Recipients will have to report any breaches of the Anticorruption Program in general and/or any anticorruption law of which they become aware, including indirectly, during their work.

CJV also requires the Recipients to immediately notify the Compliance Function of any unlawful requests received from Public Officials or private entities or of doubts that arise on how to handle relations with third parties.

The reports may be made through the following:

– the specific platform:

<https://trustcom.pwc.no/sotralink>

– specific email address:

[Compliance@slcgv.no](mailto:Compliance@slcgv.no)

The Compliance Function will also acquire and examine reports relating to possible breaches of the Anticorruption Program and anticorruption laws sent anonymously. In order to protect and safeguard the whistleblower, CJV ensures, through appropriate security measures, the confidentiality of the identity of the whistleblower in the report management process, from receipt through the preliminary inquiry and concluding stage. The investigations are coordinated by the Compliance Function on the basis of the appropriate procedures adopted by the Company.

The whistleblowers are guaranteed protection against any form of retaliation, discrimination or penalisation, subject to the obligations of the law and the protection of the rights of the Company or of the individuals in the case of instrumental use or accusations made in bad faith.

CJV will not tolerate any kind of retaliation against an employee who reports a suspected episode of unlawful behaviour.

The reporting systems mentioned above may also be used to submit ideas for improvement in the Anticorruption Program.

## **5 THE SANCTIONS SYSTEM**

The infringement of the principles and provisions of this Anticorruption Policy and in general the Anticorruption Program by CJV personnel will constitute a serious contractual breach, for which the Company reserves the right to sanction said infringements in accordance with the law and/ or contract that applies to the individual relationship, and disciplinary measures through termination of the

contractual relationship (dismissal or termination). This is subject to the right of the Company in any case to bring actions for compensation for damages in accordance with prevailing laws.

This includes but is not limited to the Company issuing sanctions against the CJV personnel that:

- breach Anti-corruption laws or the Anticorruption System of the Company;
- fail, for no reason, to raise or report any breaches or threats or retaliate against others who report any breaches;
- do not take part or do not complete training sessions in the timeframes and terms indicated by the Company.

Breaches by the personnel will be punished - in accordance with the procedures, methods and timeframes set out under the applicable laws and/ or contracts - on a timely, immediate basis, through the issue of adequate disciplinary measures that are proportional (i) to the seriousness of the breach; (ii) to the consequences of the breach; (iii) to the subjective degree of guilt and intention, and (iv) to the position held, also taking account of any criminal significance of the behaviour breaching the Anticorruption Program and the possibility of taking criminal action.

To the extent compatible, the sanctions will also apply to the directors, statutory auditors of the Company and the other Recipients.

No disciplinary sanctions will be taken in the case of refusal by the Recipients to act in a way that violates this Anticorruption Program and/or the Anti- corruption laws, even if this results in CJV losing business, or has a negative effect on its plans.

The infringement of the principles and provisions of the Anticorruption Program by third parties is a serious contractual breach, following which the Company reserves the right to terminate the contractual relationship.

## **6 COMMUNICATION AND TRAINING**

In order to spread adequate awareness and understanding of the contents of this Model, CJV requires its employees to attend a mandatory anticorruption training programme.

The level of training is modulated, according to different levels of study, depending on the position of the trainees and the various levels of their involvement in activities that are at risk of corruption. In order to make the training more efficient, the course includes a final test. CJV provides that specific training sessions on this Anticorruption Program and the anticorruption laws must be organised for personnel with a high level of involvement in the above-mentioned sensitive activities.

Training is organised by the specific unit that forms part of the HR Department, with support from consultants and the collaboration of the Compliance Function. The HR Department is responsible for the course planning and the filing of the material distributed and the documentation used, and for registering the participants. The assessment of the training requirements in accordance with usefulness, interest and participation, teaching, training materials and organisation criteria will be carried out each year by the specific Department, with support by the Compliance Function. New relevant employees are also provided with a copy of the Anticorruption Program (and a copy of the Code of Ethics).

CJV also requires that, within the first six months of hiring, and whenever considered necessary (for example after significant changes to the content of the Anticorruption Program and/or Anticorruption laws), training courses are held on this Anticorruption Program and on anti-corruption laws, for relevant personnel, in order to raise awareness of the principles, commitments and their mode of implementation.





**General  
Anti-corruption Policy  
and  
Program**

Page: **17 av 17**  
Doc. nr. SB-SL-POL-00-ADM-000002  
Rev: 00  
Date: 21.06.2024

The Anticorruption Program is always available on the Company Intranet. External stakeholders are also provided with information and documents needed to ensure that their corruption prevention plans contain controls and/or objectives that are at least equivalent to those of the CJV Anticorruption Program.