

## CERMAQ GROUP

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### MESSAGE FROM THE CEO



In Cermaq, we take pride in communicating openly about our business and our results. As a global company with operations in different parts of the world, we believe that compliance with laws and regulations, as well as maintaining high ethical standards are central to achieving our long-term business goals as a responsible supplier of sustainably farmed salmon.

We all have a personal responsibility to follow the principles and commitments that are established in the Code of Conduct and I expect us all to consciously demonstrate ethical and responsible behavior in our work for Cermaq.

If you are in doubt or placed in a difficult situation, please contact your manager, Cermaq legal and compliance team or use our whistleblowing channel. I encourage you to be open, to ask questions and to share successes and concerns.

Steven Rafferty  
Chief Executive Officer  
Cermaq Group AS

# Code of Conduct

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## 1. GENERAL

Cermaq shall conduct its business with integrity, respecting the laws, cultures, and rights of individuals in all the countries where we operate. As a global company, all Cermaq employees are at the same time expected to act in accordance with global professional standards, in accordance with our company values.

The Code of Conduct is approved by the Board of Directors of Cermaq Group AS. It addresses important principles and sets clear rules and expectations to our behavior towards each other and towards our business partners and stakeholders.

As employees and representatives of Cermaq, it is mandatory to understand and apply the Code of Conduct. You are encouraged to consult with colleagues or direct manager when you have issues or questions regarding compliance with this document. You are also required to report any evidence of violations that you identify. Reporting violations will never serve as a basis for disciplinary action.

All employees of Cermaq are subject to the laws and regulations of the country in which they work or conduct business. If such laws and regulations differ from our Code of Conduct, the highest ethical standard shall be applied. Violation of the Code of Conduct or applicable laws may lead to internal disciplinary actions, dismissal or even criminal prosecution.

If there are questions regarding the understanding or application of the Code of Conduct or if you require advice in the handling of a specific ethical dilemma, you can always contact Group Legal ([legal.group@cermaq.com](mailto:legal.group@cermaq.com)).

### ***1.1 Objective and area of application – line manager’s responsibilities***

Cermaq’s Code of Conduct (the Code) aims to describe Cermaq’s ethical norms and standards for corporate responsibility and to ensure that persons acting on behalf of Cermaq do so in an ethically responsible manner that underpins Cermaq’s corporate responsibilities.

Any reference made in the Code to Cermaq or to its group companies refers to Cermaq Group AS including its subsidiaries.

The Code applies to the group’s employees and contract workers, board members of Cermaq Group AS and other group companies and to any other persons acting on behalf of companies in the group. References made in the Code to “employees” include all persons to whom the Code applies.

The line manager shall ensure that the Code is made known to employees in his/ her line and shall make arrangements to ensure that it is complied with.

If doubts arise as to whether an activity is permitted or justifiable on the basis of the Code, the person in question should seek advice from his/her manager and/or Cermaq Group Legal.

## 1.2 Cermaq's core values

Core Value	HOW we live the value	WHY we commit to this value
<b>Business Mindedness</b>	We always seek opportunities to generate profit and reduce cost.	Value creation is the purpose of our business.
<b>Corporate Responsibility to Society</b>	We conduct our business in a responsible manner to add value to the society.	The company has a responsibility for people, communities and environment affected by our business.
<b>Integrity</b>	We are loyal to our standards and base our decisions on fairness and respect.	Integrity and consistent approaches through the group help us to maintain pride and earn trust as individuals and as a company.
<b>Sharing Success and Concerns</b>	We share information pro-actively and engage colleagues and stakeholders in achievements and dilemmas.	Transparency and involvement create trust and improve the quality of decisions.
<b>Long Term Perspective</b>	Long term profit comes before short term gain.	Success is defined by value creation over time and lasting customer satisfaction.

## 1.3 Raising Concerns – Whistle-blowing

Cermaq want our employees to adhere to high ethical standards by informing their supervisors or senior management, whistle-blow and otherwise assist in the avoidance and discovery of any breach of law or this Code.

Cermaq has set out guidelines for giving notice of breaches of the law, rules, ethical guidelines and other unacceptable circumstances. They apply to all companies within the group.

The whistle-blowing guidelines are attached as an appendix to this Code.

## 2. GUIDELINES ON PREVENTING CORRUPTION

### 2.1 Bribes

Employees of Cermaq shall not offer or receive any form of bribes. A bribe is defined as the giving or offering of a gift or service by a person in order to obtain undue benefits for himself/herself or the Company. Gift or service may in context be in any form, e.g. cash or bank transfer of money, objects, tickets, excessive dining or entertainment as examples.

Same as for bribes, Cermaq does not permit so-called facilitation payments, i.e. payments made to secure or expedite something that the payer is entitled to. Such payments have historically been practiced in certain countries e.g. in connection with customs declaration or border security and is regardless of local practice or regulations not accepted by Cermaq anywhere in the world. However, if a Cermaq employee fears for her/his own freedom or security, it may be acceptable not to reject a facilitation payment. In such cases the employee shall to the extent possible consult Cermaq Group Legal before the payment is made to the extent possible and inform by e-mail afterwards.

Anyone suspecting that bribery or facilitation payments are taking place in relation to Cermaq's business must immediately give notice to that effect, in accordance with Cermaq's guidelines for whistle blowing.

### 2.2 Gifts, services and representation

Employees of Cermaq shall exercise caution in their giving and receiving of gifts, services and other benefits. Gifts, services and benefits shall not exceed what is deemed normal and reasonable in the country in question. The size of and circumstances surrounding gifts, services and benefits being given or received shall be such that the employee is able to speak openly about it.

- Gifts and the like shall under no circumstance be given or received if there is a question of: a negotiating, application or bidding situation or where a return favour is expected, or
- money, loans or private services, or
- frequent gifts, or
- gifts to public servants or politicians, or
- gifts accompanied by specific conditions, or

- gifts from a single party of a value exceeding USD 100 annually (except with the prior written approval of the relevant manager)

Please note that the above applies both to receiving and giving of gifts by Cermaq employees.

Representation in the form of receptions, dining, travel, reimbursement of expenses, participation in events or similar may only take place in connection with Cermaq activities, and the level of such representation shall not be unreasonable with regard to extent or cost. If in doubt, obtain approval from your manager in advance. This provision applies to both representation organized by Cermaq and participation in representation by Cermaq employees.

Representation involving spouses, friends or relatives is as a main rule not acceptable and exceptions must be considered carefully and may only take place when there is a good reason and after prior written approval by Cermaq Group Legal.

In addition to complying with the rules in this section, employees shall also comply with local rules, including taxation rules.

### ***2.3 Use of agents and consultants***

Employees of Cermaq shall exercise caution in the use of agents, consultants and other associated persons or companies, particularly when entering new markets and countries.

Use of agents, consultants or other associated persons or companies must be approved in writing by a member of Cermaq Global Management Team prior to engagement if any of the following alternatives apply

- The engagement is outside the ordinary course of business
- The engagement is relating to any dealings or contact with public officials
- The proposed partner is unknown to the company or
- The compensation is significant or of an unusual character.

If there is any doubt related to the applicability of the restrictions regarding use of consultants and agents, it is important to actively inform your superior and Cermaq Group Legal to seek clarification. All sales agent agreements shall be reviewed by Group Legal prior to execution.

In no event shall payments be made to agents, consultants or other associated persons or companies in circumstances which could rise to a suspicion that any portion of such payments could be provided to public officials or other persons in order to procure improper conduct.

## 3. INTEGRITY AND CONFLICTS OF INTEREST

### 3.1 *Conflicts of interest*

Employees of Cermaq must not seek to obtain benefits for themselves or their associates that are undue or that in any other way could be deemed to conflict with Cermaq's interests or harm its reputation.

This also applies to cases where questions can be raised about the person's integrity because the person, the person's family or other close associates of the person have financial interests in the case relating to Cermaq.

Employees of Cermaq must avoid circumstances or agreements that may influence their actions or judgment or raise doubts about their integrity. Other enterprises, organizations or individuals, including the person himself/herself, shall not be given undue benefits.

Employees of Cermaq shall generally avoid ownership or board positions in other companies if they could conceivably weaken the person's loyalty to Cermaq. Employees of Cermaq shall under no circumstances have board positions or investments in shares in companies that compete with or have business relationships with Cermaq (e.g. suppliers). An exception from this is made for companies where employees may purchase shares up to the amount specified in the Conflict of Interest Regulation. If there are questions about this restriction, please contact Cermaq Group Legal.

The Conflict of Interest regulations are attached as an appendix to this Code.

### 3.2 *Political activity*

Cermag does not give any form of financial or other support directly to political parties. The company may support or voice political views in cases that concern its business interests.

### 3.3 *Ban on procurement of sexual services*

The procurement of sexual services on business trips or when carrying out assignments or work for Cermaq is unacceptable and shall not take place.

## 4. COMPETITION LAWS AND REGULATIONS

### 4.1 *General*

Various competition laws and regulations apply in all the countries where Cermaq has operations. Very strict sanctions can be imposed for violations. In some jurisdictions, violations may also lead to personal criminal liability. In the event of doubt as to

whether the regulations may have been violated, your superior and Cermaq Group Legal shall always be consulted.

Cermaq's employees shall not under any circumstances violate or contribute to violation of general or particular competition regulations, by e.g. illegal price cooperation, illegal market allocation or other conduct or behaviour in violation of current competition legislation.

#### **4.2 Particular duty to caution**

Cermaq's employees have a particular duty to act with caution when in contact with competitors.

Under no circumstance shall any information that neither directly nor indirectly, may affect future market behaviour be exchanged with competitors (including information regarding prices, production volumes, market data, customer relations or similar). In the event that an employee involuntarily receives such information, the superior shall be notified immediately.

If an employee has any doubt as to whether something may violate competition regulations, this should always be discussed with the employee's superior and with Cermaq Group legal.

## **5. SANCTIONS**

According to law and contractual obligations, Cermaq is required to comply with various sanctions against persons, companies or countries implemented by the countries we are established in. The consequences of violating sanctions can be severe, both personal and corporate criminal liability can be imposed, including both large fines and imprisonment.

Cermaq's employees shall not under any circumstances violate or contribute to violation of sanctions implemented by the UN, the US, the EU or any of the countries in which we operate in.

If an employee has any doubt as to whether something may violate sanctions that Cermaq is required to comply with, this should always be discussed with the employee's superior and with Cermaq Group legal.

## **6. COMPLIANCE WITH OTHER LAWS AND REGULATIONS**

Compliance with all current laws and regulations at all times forms the basis for Cermaq's activities in all countries.

Companies, employees and board members in the Cermaq group shall comply with all relevant laws and regulations when acting on behalf of the company, including reporting requirements and the payment of taxes.

## 7. CORPORATE RESPONSIBILITY

### 7.1 Introduction

Corporate responsibility is an integrated part of Cermaq's business practices.

The company has a responsibility for the people, communities and environment affected by its business. Through sustainable aquaculture, Cermaq makes a contribution to the effective production of food and employment and economic activity in many rural areas.

Cermaq shall conduct its business so that it does not reduce the potential for future production on the basis of the same resources.

Research and development are key to the company's value chain. Research and development help create efficiency and improvements that protect future sustainability. The company's research is based on co-operation with other research communities and knowledge transfer to all companies within the group.

### 7.2 Sustainability in Cermaq

Sustainability is one of four pillars of Cermaq's business strategy and the company's objective is to be a sustainability leader. Cermaq has integrated the UN Sustainable Development Goals (SDGs) in its work and is actively pursuing them through five focus areas:

- Healthy and nutritious food
- Thriving oceans
- People leadership
- Responsible production
- Climate action

Each focus area corresponds to a specific UN goal assessed as a goal that Cermaq has a significant opportunity to impact. These goals are: Zero hunger (SDG 2), Decent work and economic growth (SDG 8), Responsible consumption and production (SDG 12), Climate action (SDG 13) and Life below water (SDG 14).

Central principles in Cermaq's business are to ensure healthy fish in a healthy environment, responsible sourcing of fish feed and sustainable feed ingredients, reduction of the environmental impact of its activities, good working conditions and a good dialogue with local communities. Cermaq shall work to deliver a high product

quality to its customers, produced responsibly in an environmentally, socially and economically sustainable way.

Cermaq's performance and progress is measured through a set of sustainability indicators, which are published annually in Cermaq's sustainability report.

### ***7.3 External standards adopted by Cermaq***

Cermaq shall comply with the principles of the UN's Global Compact, which include:

#### **1. Human rights**

Businesses should support and respect the protection of internationally proclaimed human rights and make sure that they are not complicit in human rights abuses.

#### **2. Labour**

Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining, the elimination of all forms of forced and compulsory labour, the effectively abolition of child labour and the elimination of discrimination in respect of employment and occupation.

#### **3. Environment**

Businesses should support a precautionary approach to environmental challenges, undertake initiatives to promote greater environmental responsibility and encourage the development and diffusion of environmentally friendly technologies.

#### **4. Anti-corruption**

Businesses should work against corruption in all its forms, including extortion and bribery.

Cermaq shall follow OECD guidelines for multinational companies.

### ***7.4 Cermaq suppliers shall have standards for ethics and corporate social responsibility and follow the UN Global Compact principles***

Suppliers that are in breach with basic standards for ethics and corporate social responsibilities can be rejected as a supplier to Cermaq and can be disqualified for tenders. Also, if non-compliant with central standards for ethics and corporate social responsibilities, Cermaq will work with the supplier to obtain improvements, and end the supplier relation if improvements do not succeed.

Cermaq employees, who obtain knowledge about incidents that are in breach with laws or Cermaq standards for ethics and corporate social responsibilities, shall inform their superior or notify in accordance with Cermaq guidelines for whistle blowing.

## ***7.5 Good working conditions***

All employees at Cermaq shall enjoy a high level of safety in their work. We aim for all companies with operational activities to be certified according to the ISO 45001 standard for the working environment and safety.

We expect our suppliers to operate to responsible labour standards, and we will work with our suppliers to make improvements.

Employees should receive systematic training. Cermaq shall make arrangements to develop the skills of individual employees.

Cermag shall have an inclusive working environment. Discrimination on the basis of ethnic background, nationality, language, gender, sexual identity or religious faith shall not occur. Companies in the group shall promote equal opportunities and fair treatment of all employees.

Employees of Cermaq may freely join any labour union of their choice. Companies in the group shall work to sustain a good relationship with employees and unions.

## ***7.6 Transparency and dialogue with interested parties***

Cermag wishes to sustain an open and constructive dialogue with persons, organisations and others affected by our business. The aim is for transparency, dialogue and public reporting to help improve the business.

## **8. LEGAL STATUS OF THE CODE**

Cermag's Code of Conduct as it is described here is an internal document intended for the company's employees and board members. The Code does not imply any legal rights on the part of clients, suppliers, competitors, shareholders or other persons or entities.

## **9. BREACH**

A breach of the regulations contained in these instructions may have consequences for the employment of the person in question in the form of dismissal or suspension.

## **APPENDIX**

1. [\*\*\*Conflict of interests Regulation\*\*\*](#)
2. [\*\*\*Whistle-blowing guideline\*\*\*](#)