

**NORICAN GLOBAL A/S**

**ANTI-BRIBERY**

**POLICY STATEMENT AND COMPLIANCE PROGRAM**

SUBJECT: **ANTI-BRIBERY**

**Operating Policy No.:** NORICAN- 11.1.2

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APPROVAL: Ian Bird  
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## **PROGRAM PURPOSE & SCOPE**

Many countries, including the Czech Republic, Denmark, France, Germany, Poland, the United Kingdom and the United States, regulate how both domestic and foreign companies do business. Each country has signed the Convention on Combating Bribery of Foreign Official promulgated by the Organization for Economic Cooperation and Development (“OECD”). An obligation under the OECD convention is to enact national legislation to prohibit and punish the bribery of foreign government officials. The convention is very similar to the United States Foreign Corrupt Practices Act (“FCPA”) which has been in existence since 1977. Because of the wide experience with the FCPA, the Norican Global A/S Anti-Bribery Policy Statement and Compliance Program is based on the FCPA. In 2010, the United Kingdom enacted the Bribery Act of 2010 (the “Bribery Act”), which entered into force in July 2011. It has some provisions which are different than the FCPA and this Policy incorporates such differences. Compliance with this Policy and, thus, with the FCPA and the Bribery Act will insure compliance with other similar legislation applicable to the Norican Global A/S (“Norican”) and its subsidiaries (together the “Company”).

The FCPA prohibits the bribing of foreign officials in order to obtain or retain business. The Bribery Act prohibits such actions but also prohibits corrupt payments to any person, in or out of the UK, to obtain any advantage. It is the policy of the Company that the prohibitions of both laws apply to the Company and its Employees, regardless of nationality, including consultants and independent contractors doing any type of work for the Company. All Company Employees, consultants and independent contractors must comply with the prohibitions.

This Policy Statement sets out the Company's policy with respect to compliance with the FCPA, the Bribery Act and similar laws in other countries where the Group has operations. It will help all Norican employees, consultants and independent contractors understand and comply with anti-bribery laws. The Program outlines the prohibitions in the FCPA and the Bribery Act which are similar to restrictions in other applicable laws, and defines a Code of Conduct that must be followed. Contact numbers are provided should a question about the Policy or compliance with its provisions arise.

There are severe criminal and civil penalties for violating the FCPA, Bribery Act and/or similar legislation, penalties that may apply to both the individual and the Company. A Problem Management Protocol is included should an Employee believe a violation has occurred or may

occur. Employees must report anything they believe to be, or likely to cause, a violation of this Policy to the Norican Legal Department. The reporting procedure is detailed in the Problem Management Protocol.

**NORICAN GLOBAL A/S**  
**ANTI-BRIBERY POLICY STATEMENT**

**NORICAN POLICY:**

It is the policy and practice of Norican Global A/S to fully comply with national legislation promulgated under the OECD Convention on Combating Bribery of Foreign Public Officials such as the United States FCPA and the UK Bribery Act and all other national legislation which prohibit corruptly giving or offering anything of value to a foreign official or a public international organization in order to obtain or retain business. Corrupt payments to private persons, agents and others are also prohibited by, among other laws, the UK Bribery Act.

No Employee may give or offer anything of value to any person, whether a private person or company, foreign official or international organization, in order to obtain or retain business for the Company or obtain any other advantage. No Third Party acting on behalf of the Company shall give or offer anything of value to any person, whether a private person, foreign official or international organization, in order to obtain or retain business for the Company or obtain any other advantage.

The Company will establish adequate procedures to prevent bribery or corrupt payments by Employees or Third Parties.

**APPLICATION**

This Policy applies to all Employees and Third Parties. This Policy applies to any and all transactions in which the Company is directly or indirectly a party.

**CONSEQUENCES:**

Violation of this Policy by any Employee will result in sanctions which may include dismissal for cause.

Violation of this Policy by any Third Party will be cause to terminate any agency, representative, distributor or similar agreement.

**DEFINITIONS:**

Company: Norican Global A/S and its direct and indirect subsidiaries.

Corruptly: With intent to induce the recipient, whether a private person or company, government official or public international organization, to direct business or other benefit, either directly or indirectly, to the Company or to grant the Company any other advantage.

Employee: Includes directors, officers and employees of the Company.

Giving: Making a payment or gift of anything of value.

Offer: Promising or suggesting a future payment or gift of anything of value.

Anything of Value: Money, reimbursement of expenses, gifts, entertainment, etc., beyond a nominal value.

Foreign Official: Any person who is an official, an employee, or an intermediary of a foreign government. This includes political parties, party officials, party candidates, or intermediaries of any of these.

International Organization: A public international organization in which any government of a jurisdiction in which the Company operates is a member or otherwise participates pursuant to a treaty or other applicable government action. The following is a non-comprehensive list providing examples of organizations which are international organizations under the FCPA:

- Caribbean Organization
- Great Lakes Fishery Commission
- Interparliamentary Union
- Hong Kong Economic and Trade Offices
- Inter American Tropical Tuna Commission
- International Coffee Organization
- International Committee for the Red Cross
- INTERPOL (International Criminal Police Organization)
- International Labor Organization
- International Finance Corporation
- Korean Peninsula Energy Development Organization
- Multilateral Guarantee Agency
- World Bank
- World Tourism Organization
- World Trade Organization

Obtain or Retain Business: Any direct or indirect benefit to the Company's business. This could be a sale of equipment, expediting imports, obtaining a favorable tax ruling, or negotiating a loan with a state-owned bank. The Bribery Act is far broader than the FCPA and prohibits obtaining any advantage as a result of a corrupt payment.

Third Parties: Agents, representatives, consultants, distributors and others who are not Employees but act on behalf of the Company.

Transaction: Includes, without limitation, sales of Company products to governments or government-controlled entities, sales to private companies, import/export activities, dealings with government agencies such as tax and licensing departments, and banking activities with state-owned banks.

## EXAMPLES OF PROHIBITED ACTIONS:

- Agreeing to make payments to a representative who will pass those payments on to an official of the local government in exchange for assistance in obtaining a license to sell Company products in the country.
- Giving anything of value to an employee of a customer to close an order.
- Giving anything of value to an employee of a supplier to gain an advantage such as lower prices or faster deliveries.
- Receiving anything of value from a customer or supplier who intends to corruptly obtain an advantage.
- Offering, directly or indirectly, a government customs agent cash to expedite the import process to avoid product being held up in customs.
- Paying part of a purchase price as a commission to a Third Party, knowing, or being substantially certain, that that money would be passed on to a foreign official.
- Agreeing to pay a "service fee" to a foreign official in return for that official exerting his or her influence to award a contract or give other benefit to the Company.
- Hiring a relative of a government official in order to persuade that official to order the Company's products give other benefit to the Company.
- Offering to pay educational expenses for the relative of a government official responsible for awarding contracts to the Company give other benefit to the Company.
- Offering a government employee a future job with the Company or a supplier to obtain a favorable tax ruling.
- Providing travel expenses for a manager of a state-owned company to visit a Company production facility and including a side trip for him and his wife.
- Paying a consultant a fee to expedite the customs process for the Company's products, knowing or being substantially certain that some of the fee will be passed on to customs agents.
- Providing elaborate entertainment to credit officers of a state-owned bank to facilitate obtaining a loan.

**Note:** The foregoing list is for illustrative purposes only and is by no means exhaustive. Before taking any action about which there is any doubt, Employees must consult management and the Company's Legal Department.

## **PROBLEM MANAGEMENT PROTOCOL:**

Employees are directed to contact the Company's General Counsel any time they believe a violation of this Policy has occurred or may be about to occur. If Employees cannot reach the General Counsel, they should communicate with Chief Financial Officer ("CFO"). There may be circumstances within the scope of an Employee's knowledge which involve this Policy, circumstances of which managers and the Company's directors will not be aware. In such a case, Employees may contact General Counsel (or CFO) should they have any questions they would like addressed regarding the Policy. Such contact will remain anonymous.

## **COMPANY CONTACTS:**

Ian Bird  
General Counsel  
350 Indiana Street, Suite 610  
Golden, Colorado USA 80401  
Telephone: +1 (303) 395-2108  
Facsimile: +1 (303) 395-2115  
Email: [Ian.Bird@noricangroup.com](mailto:Ian.Bird@noricangroup.com)

Andrew Matsuyama  
Chief Financial Officer  
350 Indiana Street, Suite 610  
Golden, Colorado, 80401  
Telephone: +1 (303) 395-2107  
Facsimile: +1 (303) 395-2116  
Email: [Andrew.Matsuyama@noricangroup.com](mailto:Andrew.Matsuyama@noricangroup.com)