



# Fearnley Securities

## Code of Conduct

Last updated: 05.09.2022

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## 1.0 Message from the CEO

*To the Fearnley Securities team:*

At Fearnley Securities, we are committed to ensuring that everything we do – whether it be the advice we provide, the transactions we facilitate, or the interactions in which we engage – are executed with great integrity, in accordance with best business practice and high ethical standards. As our work extends internationally and with a global footprint, we are often called upon to navigate a myriad of laws, regulations, and cultural norms. While this varying context requires thoughtfulness and flexibility in approach, we must always ensure the preservation of our integrity and ethical standards. In sum, the business of Fearnley Securities must always be conducted fairly, ethically and openly.

Our ability to do so rests on the behavior of those who work here, from our Employees to our Managers to our Board Directors. A commitment to integrity and ethical behavior is a critical factor in our decisions regarding professional advancement and compensation.

Compliance with law and regulation represents but a minimum standard for our activities. Employees of Fearnley Securities companies should follow not just the letter of the law, but the spirit underpinning and informing it. This Code seeks to embody that spirit, not by covering every eventuality that you may experience in your work efforts, but rather by providing a frame of reference against which you may consider your activities and choices.

We recognize that a formal Code or policy cannot cover every situation. In a fast-paced, complex and inherently innovative business, it is impossible to predict the unique circumstances our personnel may face in their careers. As such, the policies outlined in this Code should be viewed as a baseline of expected behavior at the firm.

Recognizing that what is viewed as acceptable today may be considered in a different light tomorrow, do not rely solely on market practice in assessing appropriate behaviour. We ask you to balance the legal and regulatory requirements a decision entails, in combination with the principles outlined in this Code. At Fearnley Securities, we believe that good judgment will flow from this prudent approach.

In this Code we highlight certain policies and procedures applicable to the firm's governance, employee conduct and frameworks of compliance. As noted earlier, the Code neither attempts to enumerate all the rules and regulations with which you should be familiar, nor does it contemplate all the circumstances you may face in your activities. It should, however, impress upon you the critical importance of good business practices, personal integrity, and corporate governance at Fearnley Securities. Each one of us is responsible for closely reviewing and understanding this Code of Conduct and adhering to its standards.

As stewards of the firm's legacy and drivers of its future success, our actions each day have a profound impact. Consider each employee of Fearnley Securities as an ambassador for its history, brand and reputation. Our success has been, and will continue to be, dependent on the confidence and trust our clients show in us. Considering that, I rely on each of you to join me in living out our Code of Conduct, with personal commitment to it as a guide for your work. In doing so, you will protect the trust our clients show in us and uphold the moral and ethical principles that define Fearnley Securities.

Sincerely yours,  
Petter Wessel  
Fearnley Securities  
Chief Executive Officer

## 2.0 Understanding the Code

### *Purpose*

The Code of Conduct is the overarching governing document of the Fearnley Securities Group. The Fearnley Securities governance system consists of a wide range of company specific routines and policies, which provide additional, and more detailed, guidance for expected business conduct related to certain principles addressed herein. This Code of Conduct describes Fearnley Securities' ethical commitments and requirements. It sets expectations to personal conduct and business practices.

The purpose of this policy (the "Code of Business Conduct and Ethics") is amongst other to help ensure compliance by Fearnley Securities and each of its subsidiaries with internationally recognized human rights policies and anti-corruption and anti-bribery provisions in Norwegian legislation, and the corresponding provisions of law in other jurisdictions where Fearnley Securities operates and/or do business, including the UK Bribery Act and the US Foreign Corrupt Practices Act.

We expect openness, honesty, and integrity - within Fearnley Securities and in our dealings with all stakeholders. Affiliates of Fearnley Securities, including personnel, managers, and directors, must actively protect and promote the business objectives and interests of Fearnley Securities and conduct business in a manner that protect the interests of our personnel.

### *Compliance with laws and regulations*

Employees must comply with all applicable laws and regulations and conduct business with integrity, respect for varying cultures, dignity, and individual rights in all the jurisdictions in which Fearnley Securities operates. If there are differences between laws and regulations and the standards set out in the Code of Conduct, the highest standard consistent with applicable local laws shall be applied.

### *Scope*

This Code of Conduct applies to all Group employees (including part time, hired-in personnel, associated partners, etc.), and officers and directors in Fearnley Securities.

As per September 5<sup>th</sup> 2022, this Code of Conduct applies to the following entities and their subsidiaries:

- Fearnley Securities AS
- Fearnley Securities Pte Ltd
- Fearnley Securities Inc
- Fearnley Business Management AS
- Fearnley Real Estate AS
- Astrup Fearnley Asset Management AS

Other persons, entities, and contracting parties of Fearnley Securities are also expected to adhere to standards which are consistent with this Code of Conduct and applicable laws and regulations, and Fearnley Securities shall do its best to ensure such adherence. Similarly, even in companies that fall outside the above-described scope for this Code, Fearnley Securities expects board members appointed by Fearnley Securities to strive to implement guidelines which hold the same standard as those described herein.

## 3.0 Responsibility and implementation

### *Personal Responsibility*

As an Fearnley Securities employee, you shall strive to exercise good judgment, care, and consideration. You are expected to familiarize yourself with this policy and perform your duties in line with the principles set forth herein. If you need advice in handling a specific circumstance, you are advised to consult with your Manager or other appropriate authority.

### *CEO and Manager Responsibility*

All CEOs and Managers of Fearnley Securities companies shall ensure that employees are aware of and comply with this Code of Conduct or any other Code of Conduct that adequately addresses the principles herein. All Fearnley Securities' CEOs and Managers shall also ensure that annual Code of Conduct training is conducted for the company's employees, and that all employees, as part of such training or other suitable process, confirm that they have read and understood the Code.

If you are a Manager, you have additional responsibilities that go beyond the basic requirements of all employees: Managers are responsible for communicating the requirements in the Code of Conduct to all their direct reports. Managers are also responsible for promoting and monitoring compliance with the Code of Conduct within their respective area of responsibility.

## 4.0 Personal data and privacy

Fearnley Securities is committed to protect all individuals' personal data while performing our business and delivering our services. Protecting personal data is of great importance to Fearnley Securities. Accordingly, Fearnley Securities attaches great care to the protection of the data that parties give to us and makes strong efforts toward processing it correctly and in compliance with applicable rules defined in the General Data Protection Regulation ("GDPR").

As an Fearnley Securities employee:

- you shall only collect, process and store personal data for legitimate purposes, and
- you shall ensure that the processing of all personal data is in line with applicable data protection laws and regulations.

## 5.0 Working environment

Fearnley Securities is a workplace where diversity is valued, and where every employee can develop their individual skills and talents. Fearnley Securities prohibits discrimination against any employee based on age, gender, sexual orientation, disability, race, nationality, political opinions, religion or ethnic background, or any other basis prohibited by law. Fearnley Securities does not tolerate harassment or degrading treatment in any form by or towards employees.

We are committed to conducting our business in compliance with all applicable environmental and workplace health and safety laws and regulations. We strive to provide a safe and healthy work environment for employees and to avoid adverse impact and injury to the environment and communities in which we conduct our business.

### 5.1 Human Rights and Labour Principles

Fearnley Securities respects all internationally recognized human rights. We will conduct business in accordance with the UN International Bill of Human Rights and the principles set out in the International Labour Organization's Declaration on Fundamental Principles and Rights at Work. We express our support for the UN Guiding Principles on Business and Human Rights and the Ten Principles of the UN Global Compact.

Fearnley Securities opposes all forms of human trafficking, forced labour and illicit forms of child labour. All Individuals are expected to report any human rights abuse he/she becomes aware of to the Managing Director of the Company for further action.

Fearnley Securities will treat everyone fairly and without discrimination or harassment. Fearnley Securities respects freedom of association and will cooperate in good faith with trade unions or work councils representing our employees.

## **6.0 Sexual harassment**

Fearnley Securities is committed to maintaining a workplace free from sexual harassment and its employees are required to work in a manner that prevents such harassment in the workplace.

Employees of every level who engage in or facilitate sexual harassment, including Managers and supervisors who knowingly allow such behavior to continue, are subject to reprimand up to and including termination for such misconduct.

Preventing sexual harassment is everyone's responsibility. Any employee subjected to behaviour that may constitute sexual harassment is encouraged to report such behaviour to a supervisor, Manager, or an employee representative. Anyone who witnesses or becomes aware of potential instances of sexual harassment should report such behaviour. Reports of sexual harassment may be made verbally or in writing.

No person covered by this policy shall be subject to adverse employment action because of their reporting of an incident of sexual harassment, providing information, or otherwise assisting in any investigation of a sexual harassment complaint. The firm does not tolerate any such retaliation against a person who, in good faith, complains or provides information about suspected sexual harassment. Any employee of the firm who retaliates against anyone involved in a sexual harassment investigation will be subject to disciplinary action, up to and including termination.

## **7.0 Acting with integrity**

### **7.1 Personal Conflicts of Interest**

Conflicts of interest may occur when you have a personal or outside interest that conflicts with the best interest of Fearnley Securities. A personal interest could be a financial interest in another company or in a transaction, a personal relationship, including but not limited to immediate family, or any interest or relationship that could improperly affect your judgment and decision-making.

Personal gain and advantage must never take precedence over your obligations to Fearnley Securities. You must never use or attempt to use your position at the firm to obtain any improper personal benefit (including loans or guarantees of obligations or gifts, from any person or entity) for yourself, family member(s) or any other individual or group.

As an Fearnley Securities employee, you:

- shall not take actions or have personal interests that make it difficult to perform your work objectively,
- shall strive to avoid conflicts of interest situations,
- must not become involved in relationships that could give rise to a conflict with Fearnley Securities' interest, both in fact and appearance,
- must ensure that all transactions with related parties adhere to the relevant principles for such transactions,

- shall, if a conflict of interest arises, assess the issue at hand and notify your Manager,
- must seek pre-approval from your Manager for all directorships or assignments held or carried out in other companies, and
- must not let your engagement in duties and assignments outside Fearnley Securities negatively impact your working relationship with Fearnley Securities, and you must ensure that such activities are not in conflict with Fearnley Securities' business interests.

## 7.2 Corruption and Bribery

One of the guiding principles of Fearnley Securities is integrity – in this context meaning complying with anti-corruption laws. The anti-corruption policies of the firm extend upon this principle and are applicable to all employees and everyone we do business with, including agents, representatives, consultants, independent contractors, and anyone acting on behalf of Fearnley Securities companies.

Fearnley Securities has zero tolerance for all forms of corruption. Corruption is when a person or organization offers, gives, receives, or solicits something of value to influence - directly or indirectly - officials or private parties for an improper purpose, including to obtain or retain business or any business advantage. Fearnley Securities shall assure and require that all of its partners, employees and others doing business on behalf of or with the Company, observe and obey all requirements of all applicable anti-bribery laws (including the UK Bribery Act, the US Foreign Corrupt Practices Act and the Norwegian Penal Code) as well as the Company's own anti-bribery policies and procedures.

Engaging with public officials requires extra caution when it comes to corruption risk and requires that we always act in a transparent and straightforward manner and exercise the utmost integrity.

As an Fearnley Securities employee you:

- must never, either directly or indirectly through a third party, offer anything of value to influence the actions or decisions of any official, other person in public or legal duty, any person acting on behalf of customers or subcontractors/suppliers, or any other third party, or to otherwise obtain any improper advantage, in selling goods and services, conducting financial transactions, or representing the company's interests,
- must not use intermediaries to obtain a business or other advantage that may be interpreted as corruption,
- must never give nor encourage facilitation payments unless an employee is victim of extortion and his or her health and safety is in danger. Such incidents shall immediately be reported to your Manager,
- must ensure that all payments comply with Fearnley Securities' accounting and financial procedures for the approval and recording of payments, and that they are submitted to the appropriate level of management, and
- must not offer, promise, give or receive any gifts, hospitality or any financial or other advantage to or from a public official unless this is subject to specific, written pre-approval from your Manager. Local laws may restrict or even prohibit the offering of gifts, entertainment, or even very basic gratuities (e.g., buying lunch) to public officials.

## 7.3 Export Controls and Sanctions

Export controls and economic sanction laws impose restrictions on the sale, shipment, electronic transfer, provision, or disclosure of information, software, goods, assets, funds, and services across national borders or involving parties subject to economic sanctions. Exports include transfers electronically and through discussions or visual inspections, not only through traditional shipping methods. Fearnley Securities complies with all export control laws.

As an Fearnley Securities employee, you:

- must think carefully about the potential impact of export control laws and sanctions before transferring technology, software or services across national borders, and
- must be attentive to dealings with parties that are from sanctioned countries, or that are otherwise designated for financial sanctions.

## 7.4 Fair Competition

Fearnley Securities does not tolerate violation of antitrust and competition laws and regulations. We are committed to protect fair and open competition.

Fearnley Securities is dedicated to the dynamic and profitable expansion of its operations worldwide. Fearnley Securities will compete for all business opportunities fairly, ethically, and legally, and will negotiate contracts in a fair and open manner.

This practice of fairness and professionalism must extend to the activities of the Fearnley Securities' agents, consultants, representatives, and business partners. Prior to entering into an agreement with any agent, consultant, joint venture partner or other representative who act on behalf of Fearnley Securities with regard to a third party, including foreign governments, on international business development or retention, Fearnley Securities will perform proper and appropriate investigations and obtain from third parties certain assurances of compliance.

We rely on our people to uphold our culture of integrity in all that we do. Our values demand that we deal fairly with our clients, service providers, suppliers, competitors, and each other. No one at the firm may seek competitive advantage through illegal or unethical business practices. Taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice is a violation of this Code.

As an Fearnley Securities employee, you must:

- engage competition in a professional and transparent manner,
- not take part in or support illegal cooperation on pricing, illegal market sharing or any other activity that constitute breach of applicable competition laws, and
- seek advice from your Manager in all matters involving risk of antitrust exposure for Fearnley Securities, yourself, or any of your reports.

## 7.5 Gifts and Hospitality

Fearnley Securities does not accept the offer or extension of business courtesies where they could constitute, or appear to constitute, undue influence. Hospitality, such as social events, meals or entertainment, may be acceptable if there is a clear business reason, and provided that the cost of such hospitality is within reasonable limits.

As an Fearnley Securities group employee, you must:

- exercise caution and good judgment in relation to offering or accepting gifts and hospitality,
- not, directly, or indirectly, accept gifts or other remuneration if there is reason to believe that its purpose is to influence business decisions, and
- never solicit a gift or favor for personal benefit from any of Fearnley Securities' stakeholders.

## 7.6 Sensitive Information and Confidentiality

Trust is essential to our business success. Clients, suppliers, and companies with which we do business trust us to be good stewards of their confidential information, whether that information relates to financial, personal or business matters. Our business and reputation depend on the commitment of each of you to protect this information. You must maintain the confidentiality of



the information with which you are entrusted, including complying with information barrier procedures applicable to your business. The only exception is when disclosure is authorized or legally mandated.

As an Fearnley Securities employee, you:

- have a duty of confidentiality, both by law and by way of written agreement,
- are responsible for keeping confidential all matters that could provide third parties unauthorized access to confidential information,
- shall always carefully consider how, where and with whom Fearnley Securities-related matters are discussed, and
- are subject to a duty of confidentiality that continues beyond the conclusion of your employment or contractual relationship with Fearnley Securities for as long as the information in question is considered sensitive or confidential in nature.

## 7.7 Insider Trading

As an Fearnley Securities Group employee you shall treat as confidential any information about the affairs of others which may come to your knowledge in the course of your duties, except as otherwise prescribed by statute or regulations made pursuant to statute. As an employee of Fearnley Securities, you may have access to material, non-public (or “inside”) information about our clients and other companies that conduct business with us. Inside information is information that is not known by the public, but if it were, would likely affect the market price of the securities issued by a company or be considered important to a reasonable investor in deciding to buy, sell or hold those securities.

Persons possessing inside information must not disclose such information to unauthorized persons. Persons possessing inside information shall handle such information with due care so that the inside information does not come into the possession of unauthorized persons or is misused.

Generally, if you are aware of material non-public information relating to any of our clients or any other private or governmental issuer of securities, you cannot buy or sell any securities of those issuers or recommend that another person buy, sell, or hold the securities of those issuers.

As an Fearnley Securities employee, you must:

- comply with applicable securities trading laws. Failure to comply with such policy and laws may subject you to criminal penalties, as well as to disciplinary action, and
- seek advice from your Manager in all matters involving risk of insider trading.

## 7.8 Money Laundering

Fearnley Securities is committed to adhering to all laws and regulations designed to combat money laundering activity and has established policies, control procedures and processes to comply with governing anti money laundering (“AML”) rules and regulations.

Money laundering is a serious crime potentially related to the funding of terrorist activities. It is the subject of extensive federal regulations that impose requirements on financial and other institutions to detect and prevent potential money laundering activities. This is an obligation of each employee of Fearnley Securities.

Money laundering is the movement of criminally derived funds to conceal the true source, ownership, or use of the funds. Funds are typically filtered through a series of transactions, so that they are “cleaned” to look like proceeds from legal activities.

In general, money laundering occurs in three stages. Cash first enters the financial system at the “placement” stage, where the cash profits from criminal activity are converted into monetary instruments, such as money orders or traveler’s checks, or deposited into accounts at financial institutions. At the “layering” stage, the funds are transferred or moved into other accounts or other financial institutions to separate further the proceeds from their criminal origin. At the “integration” stage, the funds are reintroduced into the economy and used to purchase legitimate assets or to fund further criminal or legitimate activities. Engaging in money laundering is a crime that entails severe penalties for both those parties engaged in the criminal activities and those who facilitate, intentionally or inadvertently, money laundering. It is important that Fearnley Securities, as well as all employees, remain diligent and active participants in Fearnley Securities’ AML programs.

On establishing a business relationship, a client shall, by providing proof of identity, document his identity and specify and document any powers of attorney or authority to represent others so that Fearnley Securities can always meet its obligations pursuant to the law against money laundering. Clients are aware that Fearnley Securities is or may be obliged to provide public authorities with all relevant information related to its relationship with the client or individual transactions. This may be done without the client being informed that such information has been provided.

As an Fearnley Securities employee, you:

- must ensure and seek to prevent that Fearnley Securities’ financial transactions and business activities are not used to launder money,
- must ensure that all business activities are legitimate and involve legitimate funds which derive from legitimate sources,
- must exercise caution if there are irregularities while receiving or providing payments, such as if there are offshore bank accounts involved or accounts that are not normally used by the party in question, and
- must always consult your Manager if in doubt about the origin and destination of money and property.

## 7.9 Safeguarding of Property and Assets

Fearnley Securities’ property and assets must be safeguarded in an appropriate manner. Our assets are only to be used for legitimate business purposes and only by authorized employees or their designees. This applies to tangible assets, e.g., equipment, and intangible assets such as intellectual property and confidential information. Information produced and stored on Fearnley Securities’ IT systems is regarded as the property of Fearnley Securities. Private use is only permitted to a limited extent with prior consent of the firm, and information that may be considered illegal or inappropriate must under no circumstances be processed or downloaded. By protecting our assets, we protect our competitive advantage in the marketplace. You also have a responsibility to extend the same degree of care to assets entrusted to our firm by others.

As an Fearnley Securities employee, you:

- are responsible for protecting Fearnley Securities’ assets from theft and loss,
- must report any theft, waste or misuse of company assets to Fearnley Securities’ IT department and your Manager,
- shall maintain electronic files and archives in an orderly manner, and
- use the firm’s IT systems, infrastructure, and internet services in particular, in accordance with the reasonable needs of the business and not pursuant to your personal interests.

## 8.0 Protecting the environment

Fearnley Securities shall act responsibly toward reducing direct and indirect negative influences on the external environment. We shall adhere to relevant international and local laws and standards, seeking to minimize our environmental impact, and we shall encourage all Fearnley Securities companies to take a sustainable approach to their operations.

## 9.0 Promoting transparency

### 9.1 Accurate and Timely Information and Financial Reporting

It is our policy that all information in our public communications be full, fair, accurate, timely and understandable. All individuals who are involved in our disclosure process must act in a manner consistent with this policy. They are required to maintain familiarity with the relevant disclosure requirements, and are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit, material facts about the firm to others, whether within or outside the firm, including our independent auditors. All accounting and financial information, as well as other disclosure information, must be accurately registered and presented in accordance with laws, regulations, and relevant accounting standards.

### 9.2 Political Contributions and Activities

Fearnley Securities maintains a neutral position on party politics and does not support, financially or otherwise, any political party or their candidates. Fearnley Securities may participate in public debates if this is deemed to be in the company's interest.

### 9.3 Relations to Business Partners

Fearnley Securities cannot achieve its business goals without its partners. We endeavour to deal honestly, ethically, impartially, and fairly with our stakeholders. We encourage all our business partners to adhere to principles that are consistent with this Code of Conduct.

### 9.4 Sponsorships

Fearnley Securities may utilize sponsorships to promote the company and its business. All sponsorships shall be structured as 'win - win situations' whereby both parties achieve some gain. Charitable donations to organizations do not carry the same requirements for mutual benefits. No religious or political groups or organizations may be sponsored.

## 10. Reporting issues under the Code

### *Reporting*

If you see or suspect that something is illegal or unethical, you have not only the right, but also the obligation, to speak up and share your concerns. It is critical that you strive to identify and escalate potential issues before they lead to problems. When in doubt, you should ask questions about the potential application of this Code. Not to report is considered a breach of this Code of Conduct. You can report the concern to your Manager, your Manager's Manager, or an employee representative.

### *Non-Retaliation Policy*

Our people play a critical role in safeguarding the integrity of our business and escalating any existing or potential breach of that integrity. To enable you to fulfill this responsibility, there will be no retaliations against you, nor any impact on your professional career, for reporting violations in good faith.

In addition, you may have certain rights in connection with reporting legal, compliance, ethical or other issues to regulatory, administrative, or other governmental or self-regulatory bodies.

Nothing in this Code is intended to limit those rights or any protections that may be applicable in connection with reporting potential violations.

*Violations of the Code*

We take this Code of Conduct and your obligations under it very seriously and will take any disciplinary or preventive action deemed appropriate to address existing or potential violations of the Code, up to and including termination of your employment. Violations of the Code may also constitute violations of law, which may result in criminal or civil penalties for you and the firm.