



GILL GRUPPEN

Code of Conduct

Policy for compliance and social responsibility

November 2021

1. Purpose

Based on our vision and our core values, Gill Gruppen takes overall responsibility for society, other people, and the environment.

We work to achieve profitability in a way that is in line with the basics of ethical values and with respect for people, the environment, and the society around us. We create trust through our integrity. We focus on always making the right decisions and take action if something does not meet our high standards.

This policy provides an overall framework for how Gill Gruppen work with compliance and exercise their social responsibility, as well as the principles that will form the basis for associated measures.

Among other things, the following laws and guidelines are used as a basis:

- The provisions of the Penal Code on economic crime, including corruption
- The Competition Act
- The Working Environment Act's provisions on notification as well as discrimination, harassment, etc.
- The Personal Data Regulation
- Regulations on the duty to provide information and care pursuant to the General Application Act
- The group's ethical guidelines
- UN Global Compact

Violations of other laws and guidelines will in all circumstances be covered by the policy for compliance and social responsibility. The policy must help prevent such incidents and ensure that any incidents are handled in accordance with this policy and other relevant guidelines.

Code of Conduct is published annually. This document is valid from 1 January 2022.

2. Who does the Code of Conduct apply to?

The policy applies to all employees that are part of Pongo AS and Gill Holding AS, including wholly and partly owned subsidiaries and the companies are hereinafter referred to as the "Gill Gruppen". It also applies to the board members of the respective company.

Working in the Gill Group should be both attractive and "fun", at the same time as it should be demanding. We should feel proud of the workplace and show respect for our colleagues.

We have developed a set of core values that function as a guideline for how Gill Gruppen should be perceived.

3. Our values

- **Simpel**
 - It should be easy to relate to the Gill Gruppen as an organization, both for partners as well as customers and employees.
- **Responsible**
 - Gill Gruppen is a responsible and accountable organization. We will treat partners and customers correctly. We must respect current laws and regulations.
- **Inclusive**
 - Gill Gruppen is an inclusive organization that shows respect for other fellow human beings regardless of ethnicity, gender, personal faith or sexuality.
 - Gill Gruppen creates talents who make each other good in everyday life.
- **Ambitious**
 - Gill Gruppen is an innovative and ambitious organization that is constantly seeking improvement and development, for the benefit of owners, employees, partners and customers.

4. Definitions

- **The group**
 - The groups Pongo AS and Gill Holding AS, including wholly and partly owned subsidiaries and the companies hereinafter referred to as “Gill Gruppen”.
- **Compliance**
 - Compliance / compliance with laws, rules and internal guidelines.
- **Corporate social responsibility**
 - Integration of social, legal, ethical, and environmental considerations in daily operations and in relationships to stakeholders. Covers what one does in addition to and beyond complying with existing laws and regulations.

5. General guidelines and principles

Compliance with laws, rules, and regulations

Gill Gruppen has zero tolerance for breaches of laws and guidelines, including corruption and other economic crimes. Any suspicions of violations of laws and guidelines will be handled in line with the group’s guidelines for conducting surveys. If conditions are revealed that provide a basis for notification and / or self-reporting to relevant parties authorities, notification and / or self-reporting shall be carried out.

Briefly about risks

Gill Gruppen is a sales organization and operates in a capital-intensive industry. The group sells cars and services to both private customers and private and public companies, and interacts with potential customers, suppliers, etc.

Gill Gruppen's policy for compliance and social responsibility shall safeguard the group's uniqueness and must be adapted. The Group's assessment of this policy for compliance and corporate social responsibility is sufficient and proportionate to reduce risk for non-compliance in the Gill Group.

The groups expectations

Gill Gruppen has defined goals and values that provide guidelines for the group's business operations and policy for compliance and social responsibility. The group's owners, authorities, public and private customers as well as car manufacturers are particularly important stakeholders for the group. Similarly, the group has clear expectations to the business operations and policies of compliance and corporate social responsibility of its business associates.

Environment

The group's management requires that there is a high ethical standard in all business operations.

Management's focus on preventing, detecting, and dealing with any breaches of laws and guidelines, and this must be visible to both employees and external parties. This is made visible through ethical guidelines, a notification channel and the group's reward systems.

The group has defined clear roles and responsibilities to ensure compliance with laws and guidelines.

Ethical guidelines

Gill Gruppen shall have ethical guidelines for, among other things, preventing corruption. The ethical the guidelines must be included in the compulsory training for all employees. The guidelines shall be made available to external parties via the group's website. The group's ethical guidelines must be attached to all supplier contracts.

Notification

Gill Gruppen shall encourage employees to report any matters worthy of criticism to the management. Both internal and external notification channels must be established were employees and outsiders may approach with concerns or suspicions of violations of laws and guidelines and / or other matters worthy of criticism. It must also be arranged for anonymous notification. Gill Gruppen shall have guidelines for receiving and handling incoming alerts.

In the event of notification or other indications of breaches of laws and guidelines, this must be investigated in line with the group's guidelines for investigations, including guidelines for access in e-mail, etc.

Rewards

The groups reward systems shall not contribute to increasing the risk of violations of laws and guidelines. Compliance with the policy for compliance and social responsibility, laws and guidelines shall be imposed emphasis on evaluations, promotions, etc.

Compliance with the group's ethical guidelines and work regulations shall be a condition for employment in the group, and breaches of these shall give Gill Gruppen the right to initiate disciplinary action measures, including termination and dismissal. Disciplinary measures must be enforced consistently throughout the group, regardless of title and function.

Risk assessments

Mapping and assessment of compliance risk shall be included in the group's risk management.

Control measures

Control measures shall be based on risk and the connection between risk and control measures. This must be documented in a risk register. The following important measures must exist:

Financial control measures

The internal control shall consist of authorizations, division of labor, financial regulations and controller function. The power of attorney structure shall describe the instructions and attestation authorizations, as well as decision-making authority related to purchasing, approval of invoices and investment decisions.

Non-financial control measures

Non-financial control measures must be established, including a written procedure for conducting background checks of suppliers and when recruiting. Completion of background check shall be based on a risk assessment. Courses and training shall be an important part of non-financial control measures. This is described more detailed in a separate section.

6. Corporate social responsibility

- All transactions and measures made must be transparent.
- Corporate social responsibility shall be an integral and continuous part of the group's business operations.
- Gill Gruppen shall conduct its activities in accordance with the international guidelines set through, for example operations related to human rights, employee rights, the environment and the fight against corruption.
- When entering into agreements and transactions in the group's operations, social responsibility shall comply with this policy.
- The group's businesses must require that suppliers, partners, and others Stakeholders can document that they conduct their business in accordance with socially responsible principles.
- Suppliers / partners must be able to submit a declaration of conformity for their business compliance with legislation, regulations, employees' professional and social rights as well as, and give the Gill Group access to review and verify this.

7. Information and communication

Communication shall follow guidelines given in the group's policy for both internal and external communication.

Training

All employees must undergo training that deals with topics such as notification, ethical guidelines and economic crime. In addition, based on a risk assessment, it must be given further training for some employees, including buyers, sellers, etc.

The entire group will learn from any incidents through knowledge sharing.

Communication

The group's ethical guidelines and the group's policy for compliance and corporate social responsibility shall be available on the group's intranet and website. The documents must be available at Norwegian and English.

Spotlight on the risk of financial crime and its prevention, including top management focus, must be clearly communicated both internally and externally.

All incidents related to breaches of laws and guidelines must be reported via the group's notification channel or to the immediate manager. The immediate manager is responsible for reporting this to the group management that registers all relevant events to ensure knowledge sharing, learning and that incidents that occur are considered when updating risk assessments. Events shall regularly report matters to the board of the respective companies.

8. Ansvar og myndighet

Roles	Responsibility and authority
Board of Gill Support AS (Gill Gruppen)	<ul style="list-style-type: none"> • Ensure that the group has a relevant policy for compliance and social responsibility. • Ensure that the group with their subsidiaries always has an effective system of compliance. • Ensure that sufficient resources are allocated to the group's compliance work. • Ensure that the group has effective frameworks, rules and management principles for the work with compliance and corporate social responsibility.
CEO	<ul style="list-style-type: none"> • Overall responsibility for the implementation of this policy. • Ensure that responsibilities and authorities for relevant roles related to this policy is assigned and communicated within its area of responsibility in the group. • Promote changes in the policy above the board.
CFO and General Manager per respective unit	<ul style="list-style-type: none"> • Responsible for ensuring that operational management complies with this policy. • Ensure that compliance in business area is established, documented, carried out and followed up on a systematic basis and appropriate manner.
CFO (operational manager) for dealer location	<ul style="list-style-type: none"> • Responsible for ensuring that the policy is complied with employees. • Responsible for implementing adequate controls and others risk-reducing measures in a separate department to ensure targeted and efficient operation, reliable reporting and compliance.
All employees	<ul style="list-style-type: none"> • Familiarize with and comply with this policy and ethical guidelines. • Contact the immediate manager or notify in line with the group's notification routines in case of suspicion of breaches of laws and guidelines.

9. Ownership and implementation

The CEO of Gill Gruppen is the owner of this policy and is responsible for implementation and that this is updated at all times.

The policy is valid from the time it is approved by the board of Gill Support AS.