

Code of Ethics

Wiersholm

This Code summarises what we expect of our employees, our partners and our management within the areas of human rights, sustainability, working environment and diversity, as well as ethics and compliance.



Code of Ethics

Wiersholm is a leading Norwegian business law firm. By virtue of our leading position and our profession, we have a duty to conduct our business in a responsible and sustainable manner, and at the same time provide high-quality advice to our clients.

This Code summarises what we expect of our employees, our partners and our management within the areas of human rights, sustainability, working environment and diversity, as well as ethics and compliance. The Code of Ethics supplements our other procedures and business principles, and is based on leading international standards for responsible business conduct, including the UN Global Compact, the UN Guiding Principles on Business and Human Rights and the Norwegian Bar Association's rules and guidelines.

Everyone at Wiersholm is responsible for reading and complying with our Code of Ethics. As we constantly strive to improve, the Code shall be reviewed annually so that it is adapted to our requirements and expectations at all times.

Purpose

The Code of Ethics shall serve as a guide for our daily business, both for how we conduct our internal affairs and how we practice our advisory services.

The Code clarifies the principles underlying our role as an employer, a supplier of legal services, a purchaser and a community participant, and the demands we place on our staff as employees, colleagues and lawyers in the areas of human rights, sustainability and the environment, working environment and diversity, as well as ethics and compliance.

Our business principles and the Wiersholm handbooks – the HSE Handbook, the Personnel Handbook and the Procedures Handbook -

supplement the Code of Ethics. These handbooks, which are available on the intranet together with the Code of Ethics, contain detailed procedures and rules that are essential to realising the principles of the Code of Ethics, and must be read in conjunction with each other.

The Board of Directors of Wiersholm, June 2018.



Chair of the Board and Partner Stephan L. Jervell,
CSR Officer and Partner Christel Søreide and
Morten Goller, Managing Partner.



**“The Code of Ethics shall
serve as a guide for our
daily business.”**

Morten Goller, Managing Partner.

Human rights

Sustainability

Working environment

Ethics and compliance

Compliance

As lawyers, we have a special responsibility for respecting and contributing to respect for human rights in our own business and in our advisory services.

Our lawyers and employees shall respect human rights in accordance with the UN's guiding principles and the recommendations of the Norwegian Bar Association:

- We will work actively to *integrate human rights* into our practice and business. Our membership in the UN Global Compact is an expression of this, and help us to continuously identify risks in our business.
- We will be *an active* collaboration partner for our clients in ensuring respect for human rights. We shall take the initiative to discuss current and potential human rights violations that an engagement might involve, with the aim of assisting the client in avoiding such violations. This is stated explicitly in our standard engagement letter. If the client decides not to follow our advice, and it is clear to us that the engagement will involve human rights violations, we shall consider withdrawing from the engagement. In such cases, the lawyer in charge shall consult the Ethics Committee.
- We will support work to promote human rights, inter alia, through our *external pro bono* and voluntary activities.
- We require our suppliers to respect human rights in accordance with the *UN's guiding principles*.

The responsibility to respect human rights does not restrict any person's right to seek legal assistance to clarify their legal status, or be provided with a robust defence in disputes, civil and criminal

proceedings. Nor, does the responsibility alter the lawyer's duty of confidentiality, impartiality requirements or other basic ethical principles applicable to lawyers.

As lawyers, we have a special responsibility for respecting and contributing to respect for human rights.



Human rights
Sustainability
Working environment
Ethics and compliance
Compliance

All employees are expected to comply with our procedures for collection, sorting and recycling of waste, procedures for reducing paper consumption, as well as considering the environment during business travels.

Our efforts to make our business more environmentally friendly and sustainable focus on environmental awareness in our procurement, waste reduction and recycling, and a general reduction of our energy consumption. We have implemented environmental management systems through the Eco-Lighthouse (NO: Miljøfyrtårn) certification, and we will conduct our business in a manner that minimises its negative environmental impact.

Environmental considerations will be an integral part of the assessment of all procurement and in the selection of suppliers. Our supplier policy contributes to this.



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Wiersholm is a knowledge firm and our employees are our most important asset. We consider the following principles to be fundamental to Wiersholm being an attractive workplace that ensures everyone a good physical and psychosocial working environment.

Zero tolerance for discrimination and harassment

We shall respect each other, and act professionally and friendly towards everyone, be it colleagues, clients, counterparties and their representatives, public authorities, courts of law or competitors. Wiersholm lawyers shall never be condescending.

Wiersholm has a zero tolerance for harassment and discrimination based on gender, gender identity, ethnicity, religion, disability, sexual orientation or age.

To succeed, everyone must take responsibility for creating the working environment we want in Wiersholm. Be a good colleague and say something if you observe that colleagues are being treated contrary to our principles.

Diversity

We consider it a strength and a competitive advantage that we are different. We value our colleagues' differences and respective capabilities, be it difference in background, gender, ethnicity, sexual orientation, age and, not least, different skills and competence.

Diversity in Wiersholm is therefore much more than our efforts to achieve gender balance at all levels.

Our diversity efforts are primarily a managerial responsibility. The Diversity Committee, the Recruitment Committee, HR and the department managers all have a special responsibility for, and various roles in, our diversity work. In addition, we expect the following of our employees: 1) All colleagues are to be respected, recognised and included regardless of background, ethnicity, gender, life situation, sexual orientation or age: 2) We share experiences and contribute feedback to

the management so that we may improve our diversity efforts.

Responsible management and employee participation

We expect our partners and managers to lead by example and exercise their leadership in line with our values and guidelines. Our partners and managers have a special responsibility for guiding and promoting the principles of our Code of Ethics.

Wiersholm acknowledges the importance of our employees being involved in the development of the firm and in decisions of importance to their working day. Our employees are involved in professional and strategic work in market and professional groups, represented on Wiersholm's board of directors and ensured participation in matters of importance to the working environment through our Working Environment Committee.

Wiersholm acknowledges employees' right to organise, and we value input from, and collaboration with, the professional body that is the employed lawyer's local union.

Wiersholm is a knowledge firm and our employees are our most important asset.



As lawyers, we have a special responsibility to promote justice and prevent injustice. As well as providing excellent client service, we shall demonstrate accountability by how we operate our business and by contributing to the community.

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Ethics

Wiersholm conducts its business in accordance with the highest ethical standards for law firms. This imposes high demands upon our managers and employees:

Dilemma training: Ethics and dilemma training is an integral part of our introductory programmes and our regular professional seminars for all employees.

Supplementary training: Our lawyers are obliged to comply with current ethical rules of conduct for lawyers and the Norwegian Bar Association's requirement for regular supplementary ethics training.

Ethics Committee: Wiersholm's Ethics Committee is a sparring partner whenever dilemmas arise in ongoing matters, and advises the management on ethical issues related to the management of our business.


Compliance

In addition to being obliged to comply with ethical rules for lawyers, both Wiersholm and its employees shall comply with the laws, rules and internal guidelines that apply to our business (compliance). This goes without saying, but still requires continuous focus.

In our Code of Ethics, we particularly want to emphasise the responsibility each person has to:

- ensure compliance with the rules relating to conflicts of interest
- contribute to information security and compliance with our strict duty of confidentiality
- counteract economic crimes
- counteract money laundering and terrorist financing
- counteract violations of insider rules
- counteract privacy violations

Wiersholm has strict internal guidelines on, inter alia, conflicts of interest, information security, money laundering and insider trading, and systems for continuous follow-up and control. All employees are personally responsible for acquainting themselves with, understanding and complying with our guidelines.



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Individual responsibility

Compliance with our Code of Ethics is an individual responsibility for all employees and partners of Wiersholm. By compliance, we mean that everyone is responsible for acquainting themselves with and keeping themselves updated on the Code, for integrating and complying with the principles in our daily business, and for notifying in the event of violations.

Both employees and partners are encouraged to report any violations of the Code to the partner in charge of the engagement or the department manager. Wiersholm's whistleblowing guidelines are available on the intranet. On suspicion of discreditable conduct in business matters, including serious violations of our Code of Ethics, the Code of Conduct for Lawyers, our procedures relating to insider trading, anti-corruption, money laundering or data security and personal data, whistleblowing in accordance with our whistleblowing procedure is encouraged. Our whistleblowing procedure shall ensure that notifications are investigated, and quickly and prudently followed up, and also facilitates anonymous whistleblowing.

Managerial responsibilities

Training and compliance with our Code of Ethics are managerial responsibilities. The manager and deputy manager of each department (market group as well as staff/support) have a special responsibility to ensure that employees are instructed in, understand the relevance of, and act in accordance with the current Code in our daily business.

The management group managed by the Managing Partner, has the overall responsibility for training in, and information about, the contents of our Code of Ethics, and for continuous evaluation and improvement of these and other guidelines, procedures and policies of importance to implementation and compliance.



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