

Code of Conduct – Competition Law Compliance

Nordic Aviation Capital
NAC Corporate Legal/ Compliance

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Introduction and Purpose

NAC and NAC Personnel must be vigilant in all its contacts with competitors or potential competitors. Breach of NAC's Competition Law Compliance Policy (the "Policy") may result in serious adverse consequences for NAC and/or NAC Personnel.

The Policy sets out mandatory rules, procedures, and guidelines for compliance with competition laws, to raise awareness of, and provide information on, reporting concerns and the appropriate channels for addressing enquiries. This is to help avoid and mitigate competition risks that NAC and NAC Personnel may be exposed to while doing business.

Competition (or "antitrust") laws are designed to ensure a fair, free and competitive economy by prohibiting two types of practices in particular:

- anti-competitive agreements and arrangements (e.g., between competitors or companies at different levels of the supply chain); and
- monopolies and abuses of dominant market positions.

NAC cannot enter into any agreement with competitors that deprive customers or suppliers of the benefits of competition.

NAC Personnel means any person employed by NAC, contractors and any member of the Board while acting for NAC.

Relationships with Competitors, Customers, Distributors, and Suppliers

NAC cannot enter into any agreement or any understanding with any competitor about any aspect of competition between NAC and that competitor, including agreements on pricing, bidding, deal terms or allocation of markets. Bids for business can only be submitted based on winning a particular piece of business.

Disclosure or receipt of commercially sensitive information to or from a competitor may breach competition laws even if the disclosure is unsolicited and not reciprocated. NAC must also avoid indirect breaches of competition laws, such as a situation where one of its customers passes information on to NAC's competitors. Even the appearance of an improper agreement or understanding can cause a breach of competition law, so it is important to actively disassociate yourself from any such meetings or discussions and promptly inform your legal counsel.

In your day-to-day activities it is also crucial that sensitive information about NAC's customers' business is treated with the utmost care and confidentiality. This is not only because our customers trust us to do so, but also because the disclosure of that information to a competitor of one of our customers may result in a breach of competition laws.

You must also be careful when participating in meetings with or disclosing business information to trade associations and industry bodies. The publication of sensitive information by those associations or bodies without first aggregating or otherwise anonymising it could breach competition laws. These entities may also provide opportunities for inappropriate discussions or agreements that may breach competition laws, if for instance they lead to price fixing or collusion in respect of other terms or industry standards.

Agreements and arrangements between businesses that operate at different levels of the supply chain can also create competition risks (anti-competitive vertical agreements). This applies to agreements that impose undue limitations on a customer or a supplier's access to their own customers, or other suppliers, or otherwise restricts their commercial freedom (including by imposing exclusive supply or purchase obligations).

Abuse of a Dominant Market Position or Monopolisation

It is not unlawful for a business to have a dominant market position – it is the *abuse* of such position that is prohibited. A dominant position is one with the possibility of acting without constraint by competition from others. A company with a market share of over 50% will generally be considered dominant.

Consequences for Failure to Comply

The potential consequences of breaching competition law include, amongst other things:

- adverse impact on the reputation of NAC and on the individuals involved;
- fines;
- criminal penalties for the individuals involved, including fines and/or imprisonment;
- disqualification of NAC board members;
- civil claims for damages, including as part of a class action;
- commercial agreements being rendered void and unenforceable; and
- significant financial, management, and reputational costs involved in dealing with investigations, even if no enforcement action is ultimately taken.

Mitigation Measures

The Policy sets out measures for mitigating competition risks, ensuring effective communication, and appropriate action in case of inquiries or investigations by competition authorities. NAC and all employees must follow the guidelines laid out in the Policy regarding contact with competitors. You should always follow the "3 Rs" if a competitor attempts to involve you in an agreement or inappropriate discussion about commercially sensitive issues:

- (i) **Refuse** to get involved;
- (ii) **Report** the incident in accordance with the NAC's Global Whistleblowing Policy; and
- (iii) **Record** in writing the proposal and the fact that you refused to get involved, if instructed to do so.

Competition laws vary between different countries. If you are in any doubt about the application of competition law principles in your country, please contact the relevant NAC deal team lawyer or the Compliance Team.

Reporting and Training

The Board (with support from the General Counsel and the Compliance Team) has overall responsibility for ensuring compliance with this Code of Conduct and the Policy by NAC and NAC

Personnel. All NAC Personnel have day-to-day responsibility for compliance with this Code of Conduct and the Policy.

NAC's compliance program includes training (both initial and ongoing mandatory annual training for NAC Personnel), updates, and the monitoring of compliance with the Policy. NAC's Compliance Team will also deal with any internal queries and audit internal control systems and procedures (in cooperation with the General Counsel and Chief Risk Officer) to ensure that they are effective.

Reporting will be a crucial part of the Policy's awareness program. If NAC Personnel become aware of, or suspect that, a breach of law or of this Code of Conduct or the Policy has occurred, they must promptly report via the appropriate internal channels (including their manager, the next most senior supervisor, or the NAC Compliance Team), and/ or via the confidential external hotline (contact details for which can be found in the "Policies & Handbooks" section on the Corporate Hub).

NAC Personnel raising concerns in accordance with the Policy will not be subjected to retaliation or penalised in any way for raising a concern. NAC will not tolerate retaliation against individuals who raise matters under this Code of Conduct or the Policy and instances of retaliation will be taken seriously and addressed appropriately.

Please also refer to NAC's Global Whistleblowing Policy concerning reporting generally.

Consequences For Failure to Comply

Failure to comply with applicable laws and regulations are serious offences and strictly prohibited both by law and by the Policy. NAC Personnel who act in breach of this Code of Conduct or the Policy may be subjected to disciplinary measures, up to and including dismissal. They also risk being prosecuted by the criminal prosecution authorities.

For further information, please refer to the full text of the Policy (and NAC's other codes of conduct and compliance policies) available in the "Policies & Handbooks" section on the Corporate Hub.