



**Document owner:**

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**Approver:**

Board of Directors

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2.0

## Supplier Code of Conduct

### 1. Purpose and Scope

In Nordic Ferry Infrastructure Group (“NFI Group”)<sup>1</sup> responsible, ethical and sustainable business conduct is fundamental in all aspects of our business and is high on the agenda every day. Our company culture shall be characterised by involvement and a proactive approach to the task we shall solve as the leading Pan-Nordic operator of sustainable floating infrastructure.

This Supplier Code of Conduct (“Code”) outlines the minimum standards and expectations for suppliers and business partners (collectively referred to as “Supplier/-s”) of NFI and its affiliated companies. The Code applies to all suppliers and their operations within NFI Group’s value chain, including upstream and downstream activities. This includes all Suppliers’ employees, managers, board members, hired personnel, consultants and other personnel representing or acting on behalf of the Supplier.

It covers all geographies where NFI Group operates or conducts business, and applies to all stakeholders including workers, suppliers, and local communities. It aims to address key risks, opportunities and impacts related to human rights, environmental sustainability, and ethical business practices. The objectives include mitigating risks associated with worker safety, environmental degradation, and unethical business conduct, while also promoting sustainable business growth.

The development of this Supplier Code of Conduct involved interviews and consultations with key stakeholders including investors, suppliers and contracting authorities, and is aligned with Minimum Disclosure Requirement in Commission Delegated Regulation (EU) 2023/2772 ESRS2.

### 2. Responsibility

This is a legally binding document. By doing business with us, you accept to comply with this Code. If the following conflicts with any other provision in a contract between the parties, the more comprehensive and stringent interpretation with the same objectives shall prevail.

By adhering to this Supplier Code of Conduct, Suppliers demonstrate their commitment to ethical, responsible, and sustainable business practices, fostering a collaborative and transparent relationship with NFI Group.

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<sup>1</sup> The combination of Molslinjen Group (including Öresundslinjen), Torghatten Group and NFI Borrower, NFI Parent, and Nordic Ferry Infrastructure AS forms Nordic Ferry Infrastructure Group (“NFI Group”).

### 2.1. Management requirements and compliance

As Supplier to NFI Group, we expect you to develop and implement management systems aligned with the globally agreed minimum standards for sustainability and responsible business conduct, such as, but not exclusively, the UN Global Compact, OECD Guidelines for Multinational Enterprises, and ILO Conventions. These systems should be proportional to the size, complexity, and risk profile of the Supplier's operations, and be in line with national and international laws and regulations. This includes:

- **Policy statement:** A formal policy approved at the senior level, that reflects a commitment to respecting human rights, labour standards, environmental stewardship and ethical business conduct, and the responsible sourcing of raw materials. This policy must be communicated to all employees, made publicly available, and clearly outline the Supplier's commitments and expectations. It should be embedded in operational policies and procedures to ensure consistent implementation.
- **Due diligence process:** Conduct regular assessments to identify, prevent, and mitigate actual and potential adverse impacts on people, the environment and society. This process should follow OECDs Due Diligence Guidance for Responsible Business Conduct, which emphasises a risk-based ongoing approach to managing impacts across the value chain. Where relevant, Suppliers must also take steps to ensure that their operations and supply chains do not contribute to armed conflict or human rights abuses in conflict-affected and high-risk areas.
- **Data and reporting:** Maintain accurate records and transparent reporting on their business activities, including performance against relevant ESG targets and compliance with this Supplier Code of Conduct.
- **Grievance and access to remedy:** Establish accessible, transparent, and effective mechanisms for workers and stakeholders to raise concerns without fear of retaliation. Significant impacts should be reported to relevant authorities, suppliers should cooperate in remediation efforts where appropriate.

### 2.2. Supplier accountability requirements for sub-suppliers in their own value chain

Suppliers must ensure that their sub-suppliers adhere to equivalent standards of ethical conduct and sustainability as detailed in this Code. This includes implementing effective policies and processes to manage risks and opportunities related to workers throughout the supply chain, in alignment with our Supplier Code of Conduct and relevant regulations.

Suppliers are required to report annually on their goals and performance in mitigating negative impacts and enhancing positive impacts on workers. Additionally, Suppliers must conduct regular reviews and take corrective actions as necessary to address any significant issues identified with sub-suppliers.

## 3. Work Environment

### 3.1. Working conditions

NFI Group has a clear vision of zero accidents and occupational injuries and will accept no compromises relating to health and safety in the workplace. NFI Group makes the same demands on its Suppliers. Our suppliers are also responsible for upholding internationally recognised human rights and labour laws, hereunder International Bill of Human Rights, including International Labour Organisations (ILO) core labour rights, and Maritime Labour Convention (MLC) for employees at sea.

This means our suppliers shall:

Supplier Code of Conduct, version 2.0

- Comply with national and international laws and standards on e.g. working hours, rest periods, and overtime.
- Provide a safe and healthy working environment, including regular training on health and safety practices.
- Work proactively to reduce the risk of accidents and occupational injuries and have preparations in place to deal swiftly with any emergencies that may arise.
- Treat all individuals with fairness and respect and uphold by law required requirements regarding privacy, including data privacy.
- Prohibit discrimination based on ethnicity, religion, age, disability, gender, marital status, sexual orientation, trade union membership, or political affiliation, and support equal opportunities for all employees regardless.
- Prohibit any harassment or threats.
- Ensure the right to collective bargaining and freedom of association and not discriminate against trade union representatives or prevent them from carrying out their trade union work.
- Prohibit trafficking, forced labour and child labour.
- Ensure that the employment of young people who are over the minimum permissible age of employment but younger than 18 years of age does not jeopardise the education, health, or safety of these individuals.
- Provide access to clean facilities, drinking water and safe accommodations.
- Avoid short-term contracts to circumvent obligations, provide employment contracts in understandable languages and provide apprenticeship programs clearly defined in terms of duration and content.
- Pay the Supplier's employees at least the minimum wage and adequate compensation for overtime in accordance with national legislation or the applicable collective bargaining agreement.

### **3.2. Intoxicants**

NFI Group has a zero-tolerance drug and alcohol policy. Whilst at work for NFI Group, Suppliers are not permitted to use intoxicating substances, including alcohol and drugs. This in order to ensure that everyone is fully capable of performing their responsibility.

## **4. Environmental impact**

At NFI Group we work actively and passionately to reduce our environmental footprint. We are committed to creating a highly sustainable sea-based infrastructure company, where reduction of greenhouse gas emissions ("GHG") across the supply chain is one of the key priorities. Thus, we look for Suppliers who can support us on this journey, by acting and thinking in the same way. As a Supplier to us, you shall:

- Comply with all statutory environmental requirements and permits.
- Continuously strive to lessen the environmental footprint with clearly defined targets and tracking of progress, including GHG emission reduction.
- Take environmental considerations into account throughout the production and distribution chain, based on local, regional and global environmental aspects, such as loss of biodiversity, long-term damage to ecosystems, pollution that can affect natural environments and the climate, or damage caused by the use of chemicals.

- Take measures to ensure that employees are sufficiently informed and experienced in terms of environmental issues and have sufficient resources in order to enable them to effectively take their responsibilities in this regard.
- Proactively prevent environmental incidents.
- Ensure responsible management of hazardous substances and waste.
- Address environmental violations and communicate them to stakeholders, including NFI Group.

## 5. Business conduct

### 5.1. Conflict of interest

Whilst working with NFI Group, Suppliers shall prevent and avoid all conflict of interest and maintain transparency in business activities. Any situation that involves, or appears to involve, a conflict between personal interest and the interests of NFI Group shall be reported to NFI Group.

In cases of doubt, the situation should be discussed by the individuals involved and the relevant manager.

### 5.2. Anti-corruption and anti-bribery

NFI Group sets high ethical standards for our own employees and others acting on behalf of the company. We have a zero-tolerance for all forms of corruption and bribery and other forms of financial crime, including facilitation payment. Similarly, Suppliers must maintain high ethical standards and good business practice. Suppliers shall:

- Comply with all applicable anti-corruption laws.
- Not tolerate any form of corruption, bribery, other forms of financial crime, including facilitation payments and personal kickbacks or other unethical business practices.

This means that Suppliers shall not offer, accept, request or receive, directly or indirectly, bribes or any other improper advantages for private or commercial gain. An improper advantage can include (but is not limited to) cash, tangible gifts, cost coverage, discounts, payment of travel or lodging expenses, services, attendance to social events etc.

It is not permitted to use consultants, agents or other middlemen to channel payments to any of the aforementioned interested parties. This relates to situations with both public officials and private commercial counterparts.

### 5.3. Gifts and hospitality

Suppliers may not give or receive benefits that could be considered unacceptable rewards for achieving, retaining or managing business operations. When the Supplier does business with NFI this means, among other things, that:

- Representatives of NFI Group shall always pay for their own travel and accommodation costs in connection with visits to the Supplier, attendance at conferences, etc.
- Representatives of NFI Group must not be offered gifts or compensation that, in any way, can be considered excessive or inappropriate in relation to either an actual or prospective business transaction.

#### **5.4. Theft, fraud and money laundering**

NFI Group has a zero-tolerance policy towards any form of theft, fraud and money laundering. Suppliers are expected to act in compliance with all applicable laws and regulations on theft, fraud and money laundering, and shall not take part in any such form.

#### **5.5. Property and assets**

Suppliers shall protect and use all of NFI Group's assets appropriately and responsibly. These assets include physical property, such as equipment, facilities, and supplies, as well as intangible assets like intellectual property, confidential information, and technology resources.

It is essential that NFI Group's assets are used solely for legitimate business purposes and not for personal gain or benefit. Any unauthorised use, whether for personal projects, external business activities, or private advantage, is strictly prohibited.

#### **5.6. Fair competition**

We compete fairly and believe in free and open competition. Suppliers are expected to adhere to antitrust laws, meaning no price-fixing, bid rigging, illegal market sharing or any other unethical practices.

#### **5.7. Trade restrictions and sanctions**

Suppliers shall comply with all applicable trade restrictions and international sanctions. This includes refraining from business with individuals, entities, or regions subject to relevant sanctions issued by the United Nations, European Union, and other national regulatory bodies.

#### **5.8. Responsible sourcing of raw materials**

Where relevant to their operations, Suppliers shall have policies and procedures in place to prevent the intentional sourcing of conflict minerals or other mined minerals linked to serious human rights abuses and environmental harm. Where relevant, suppliers are expected to conduct due diligence in line with internationally recognized standards, such as the OECD Due Diligence Guidance, and provide transparency upon request.

#### **5.9. Handling of accounting information**

Suppliers are committed to transparency, accuracy and verifiability in all aspects of their business. Suppliers shall provide accounting and financial information that is complete, accurate and understandable, in accordance with laws and regulations.

#### **5.10. Data protection and confidential information**

Suppliers are expected to comply with the General Data Protection Regulation (GDPR), and other laws and regulations concerning the protection of personal data, as well as to protect themselves against cyber security risks. This includes the following:

- **Confidentiality and information protection:** Suppliers must protect all confidential information related to NFI Group and its customers and partners. They must implement robust security measures, ensure access is limited to authorised personnel, conduct regular compliance audits, and report any breaches immediately. Non-compliance may result in termination of the agreement or legal action.
- **Data privacy:** Suppliers must comply with relevant data privacy laws (e.g. GDPR) and conduct regular risk assessments to ensure the protection of personal data.

- **Cybersecurity:** Suppliers must implement robust cybersecurity measures, including risk management and incident response plans, to ensure system resilience and protection from cyber threats.
- **Secure information systems:** Suppliers must use secure systems for data storage, transmission, and management, with encryption, access control, and continuous monitoring.
- **Incident reporting:** Any security breaches must be reported within applicable time frames and in accordance with statutory requirements, with clear procedures in place for mitigation and risk reduction.

#### 5.11. Intellectual property rights

Suppliers are expected to adhere to laws concerning intellectual property rights. This includes:

- **Fair competition:** Suppliers are expected to follow antitrust laws, meaning no price-fixing or unethical practices.
- **Respect for intellectual property rights:** Suppliers must respect all intellectual property rights, including patents, trademarks, copyrights, designs and trade secrets, both of the NFI Group and third parties.
- **Proper use of NFI Group's intellectual property:** Suppliers should only use the NFI Group's intellectual property as authorised and in accordance with the agreed-upon terms.
- **Prohibition of intellectual property infringement:** Strict prohibition against the unauthorised use, duplication, distribution, or exploitation of intellectual property owned by NFI Group or other parties.
- **Protection of proprietary information:** Suppliers must ensure that proprietary information shared by NFI Group is protected from unauthorised access and misuse.

## 6. Whistleblowing

Suppliers are expected to maintain the highest standards of ethical conduct. NFI Group encourages and expects Suppliers to report any suspected unethical behaviour, violations of law, or breaches of this Code. Suppliers should provide a safe and confidential means for their employees, sub-suppliers, and other stakeholders to report such concerns without fear of retaliation.

All reports of misconduct should be made in good faith and will be treated with the utmost confidentiality. Suppliers are required to fully cooperate with any investigations arising from whistleblowing reports. NFI Group reserves the right to terminate contracts in the event of verified serious misconduct or failure to address reported issues promptly and effectively.

Please see our respective websites for more information regarding our whistleblowing channels.

## 7. Assistance

Suppliers acknowledge and agree to assist with the NFI Group's ESG and sustainability efforts, as well as statutory requirements, including providing information, reporting, and input as needed to comply with relevant laws and directives (such as CSRD, CBAM, Norwegian Transparency Act, NIS2). The extent of this assistance may vary depending on the supplier's business size, impact on the company, and involvement in high-risk sectors or regions. This may include the following:

- **Documentation and reporting:** Assisting NFI Group with completing required documentation, including forms, reports, and questionnaires, and providing relevant data on environmental and social responsibility measures.

- **Audit support:** Cooperating fully with audits or inspections conducted by NFI Group or appointed third parties, providing necessary access to records and documents, with audit costs covered by NFI Group.

Supplier’s assistance shall be rendered without unnecessary delay and with the same level of diligence and care as if it were part of Supplier’s primary obligations under this contract. This obligation shall continue in full force and effect for the duration of Supplier’s relationship with NFI Group and shall survive the termination or expiration of any contract or business relationship/ partnership. In cases where specific deadlines or response times are set by NFI Group, Supplier agrees to adhere strictly to these timelines to ensure prompt and effective compliance.

Furthermore, Supplier shall designate a point of contact or a team responsible for managing and overseeing compliance-related communications and actions. This designated contact shall be readily available to address any queries or requests from NFI Group, ensuring a seamless and efficient process for handling compliance matters. NFI Group is committed to working with its Suppliers in order to give its objectives and guidance on how Suppliers can comply with this Code.

## 8. Compliance

Suppliers are expected to continuously improve their management systems to comply with this Code. Failure to comply may result in requests for corrective actions within a defined timeframe, or suspension or termination of the business relationship. In such cases, NFI Group is not liable for any damages or losses incurred by the Supplier due to cancellation of orders terminations of contracts.

## 9. Implementation and supervision of this Code

NFI Head of Group Procurement and Procurement Directors in respective subsidiaries are responsible for overseeing and ensuring the implementation of this Supplier Code of Conduct. The Code shall be made available to relevant stakeholders, both within and outside the organisation, and giving implementation guidance. The Code shall be available on NFI Group’s websites and communicated to our Suppliers in negotiations or procurement processes.

## 10. Change log

Version	Date of update	Description of change	Approved by
1.0	17.12.2024	Document created	Board of Directors
2.0	17.02.2026	Added sections on trade restrictions and sanctions, and responsible sourcing of raw materials; clarified management requirements and compliance expectations	Board of Directors