

# Policy on Ethics and Conflicts of Interest at Pangea Property Partners

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## I. INTRODUCTION

The main purpose of this policy on ethics and conflicts of interest is to define a code of appropriate conduct for Pangea Property Partners AS. In this way we aim to ensure that the company's employees demonstrate an unfailingly high degree of integrity and professionalism in the performance of their work for the company and in their relations with clients and other business associates.

Diligence, probity and objectivity are the fundamental values on which employees are expected to base the performance of their work, such that their honesty and integrity may never be called into question.

Efforts will be made to prevent and avoid conflicts of interest, and the company will work strenuously to counteract all forms of corruption and bribery.

Pangea shall be a good place to work, with a working environment characterised by mutual respect among all employees. Particular emphasis is placed on having a non-hierarchical working environment, which allows the individual to raise relevant issues and speak candidly.

This policy applies to all company employees at all times. Where expressly stated and otherwise as appropriate, elected officers and board members are also covered by the guidelines.

If an employee is in any doubt about an ethical issue or other matters covered by this policy, they should contact their immediate supervisor or the compliance officer. Elected officers and board members are also encouraged to make the necessary clarifications and disclosures to the compliance officer.

The guidelines described in this policy must be seen in the context of the company's collection of instructions, job descriptions, non-disclosure statements and employment contracts.

Any violation of the guidelines set out in this policy may lead to the opening of disciplinary proceedings. Serious violations may result in termination of employment or dismissal.

## **2. PERSONAL MATTERS**

### **2.1. Laws, regulations, instructions and routines**

All company employees must at all times comply with the laws and regulations applicable to the company's operations, and otherwise act in accordance with good business practice and comply with the company's instructions and routines.

The company and its employees shall in no way recommend, take the initiative for or contribute to the violation or avoidance of applicable laws and regulations, e.g. circumvention of tax laws. Employees who find themselves in such a situation have a duty to immediately report the matter to the compliance officer.

### **2.2. Employees' relations with each other**

No company employee shall subject any other company employee to bullying, harassment or any other kind of improper conduct.

No form of discrimination shall take place. Mutual respect is fundamental to a good working environment.

### **2.3. Relations with clients and vendors – gifts, etc.**

No company employee shall allow their decisions, actions or lack thereof to be affected by undue pressure or "sweeteners" by parties with special interests, whether internal or external.

Employees and their related parties must demonstrate circumspection with regard to receiving gifts or other benefits from the company's clients or vendors. No one shall receive gifts while negotiations are taking place or as a quid pro quo for commercial agreements entered into with the company. However, this does not preclude employees from receiving ordinary tokens of appreciation in connection with Christmas or other special occasions. The company, in the person of the compliance officer, shall be notified if any employee receives an offer of / receives any benefit whose nature or scope is out of the ordinary. All gifts of any material value must be reported to and approved by the compliance officer.

The compliance officer may refuse to allow an employee to accept a gift or benefit from a third party. Similarly, the compliance officer may order an employee to relinquish a gift or benefit that has already been received.

Efforts shall be made to keep any gifts given on behalf of the company at a modest level. Such gift-giving must in no way be liable to call the company's motives or the recipient's integrity into question.

No one may, on behalf of the company, give gifts with the intention of obtaining a quid pro quo for themselves, their related parties and/or the company.

Employees must not undertake any action that may prevent the individual concerned or the company from acting in the best interest of the client.

### **2.4. Business hospitality, travel, etc.**

Employees who, in their professional capacity, represent the company externally shall do so in a way that engenders confidence in the company and the individual concerned.

The company has separate guidelines for customer care and hospitality, which cover meals paid for

by the company and the client.

Any non-compliance with the guidelines must be reported immediately to the compliance officer, who will notify the employee's department manager or CEO.

## **2.5. Financial relations with the company**

It is presumed that the employee will at all time ensure that their payroll account and all other financial liabilities to the company are kept in order.

## **3. ADMINISTRATIVE MATTERS**

### **3.1. Impartiality**

No employee is entitled to make decisions or engage in or in any way influence, directly or indirectly, matters in which the individual concerned or their related parties have a personal interest.

Employees must voluntarily present all cases of doubt to their immediate supervisor or the compliance officer for assessment.

### **3.2. Suitability**

The company has guidelines and routines to ensure that board members, the CEO and those acting in a management capacity meet the suitability requirements set out in the Norwegian Securities Trading Act (Act No. 75 of 29 June 2007 on securities trading).

## **4. INFORMATION HANDLING**

### **4.1. Confidentiality and discretion**

All company employees have a strict duty of non-disclosure with respect to any personal data or confidential information regarding the company or its business associates that the individual concerned may come across in the course of their work. Employees have a duty to fulfil their duty of non-disclosure not only while they remain on the company payroll, but also after their term of employment has come to an end.

The duty of non-disclosure applies not only externally, but also with respect to co-workers who have no need of the information in the course of their work.

The company expects employees to speak outwardly about internal company matters in ways that are not detrimental to the company, its clients or its staff.

The company has drawn up a non-disclosure agreement, which all employees must sign as part of their employment documentation.

### **4.2. Duty of disclosure – Communications policy**

The duty of confidentiality does not apply when employees have a statutory duty to disclose information. In case of doubt, the person requesting information from the company must themselves document that the information may be disclosed without violating the duty of confidentiality. In case of doubt, the employee must consult their immediate supervisor or the compliance officer before any information is disclosed to a third party.

Nor shall the employee's duty of confidentiality prevent them from reporting business dealings or actions undertaken on behalf of the company or in the company's name that contravene applicable laws and regulations or good business practice.

### **4.3. Protection of information sources**

Any employee who obtains or receives sensitive or confidential information about clients or internal matters shall protect said information by fulfilling their duty of non-disclosure and by properly storing written documents or securing electronic storage media.

### **4.4. Data security**

Company employees have a duty to protect the company's data. This applies to access to and use of all information flows in the company, including physical and electronic data.

Company employees have a duty not to disclose personal passwords to vital systems to other employees, related parties, clients or vendors. If authorisation is granted to others, any passwords must immediately be changed.

Employees who take portable computers out of the company's premises are also expected to safeguard their integrity in order to prevent unauthorised access, the uploading of software (games) and the deletion of data, etc. Company PCs must not be lent to any third party. The same applies to the employee's use of mobile phones.

## **5. CONFLICTS OF INTEREST**

### **5.1. Introduction**

The company has a duty to ensure that conflicts of interest are dealt with properly and in compliance with the provisions of Act No. 75 of 29 June 2007, the Securities Trading Act.

The basic rule is that all clients shall be treated equally, and that information on investments shall not be used in an unlawful or improper manner for the benefit of other clients. The client's interests shall, furthermore, be given priority over the interests of the company or associated person.

Associated person shall be understood in the same way as specified in s 9-1(1)(c) of the Securities Trading Regulations.

For the company, this means that the following must be considered associated persons:

- I. members of management, board members or their alternates or similar,
- II. company employees, as well as any other physical person whose services are placed at the disposal and under the control of the company and who participates in the provision of the company's investment services, or
- III. a physical person who is directly involved in the provision of services to the company under the terms of an agreement on the outsourcing of the company's investment services.

Potential conflicts of interest between the company and clients, and between the company's employees and clients, and between the company and its employees are also treated elsewhere in the company's code of conduct, as well as in routines for employees' trading on their own account.

### **5.2. Identification of conflicts of interest**

#### **5.2.1. Conflicts of interest between clients**

Conflicts of interest between clients may arise, for example, if the company is currently undertaking assignments with overlapping ownership, or if the company possesses information about both the buyer and seller in a transaction due to ongoing or previous client relationships.

The company may also possess insider information from one or more clients, which could affect another client.

Since numerous such situations are imaginable, it would serve no purpose to include a more exhaustive list in this policy. In general, therefore, this issue must always be treated with vigilance and due diligence when any new assignment is accepted.

### **5.2.2. Conflicts of interest between employees and the company**

Conflicts of interest may arise in the event that an employee exploits their position to obtain benefits at the company's expense.

### **5.2.3. Conflicts of interest between the client and the company, and between the client and the company's associated persons**

Conflicts of interest between the client and the company, and between the client and the company's associated persons may arise as a result of employees or associated persons possessing information about projects and clients which they could exploit in connection with private transactions.

It is also possible to imagine that conflicts of interest may also arise as a result of the company or associated person

- being in a position to obtain financial gains or avoid financial losses at the expense of the client,
- or having different interests to the client with respect to the outcome of the investment service provided or the completion of a transaction,
- or have financial or other reasons for putting another client or group of clients' interests ahead of the interests of the client,
- or engaging in the same type of business as the client,
- or being due to receive a fee for the performance of the investment service on behalf of the client from another person than the client in the form of money, goods or services over and above the standard commission for the service.

## **5.3. Organisational measures**

### **5.3.1. Introduction**

All associated persons shall inform the compliance officer of companies in which they hold shares or have other interests. The compliance officer will determine the existence or otherwise of circumstances relating to the associated person that indicate a risk of conflict of interest with individual clients, with the company, with the company's shareholders or in connection with specific projects, as stipulated in 5.2.

To the extent that conflicts of interest between associated persons and individual clients are identified, the associated person concerned shall, as far as possible, avoid participation in matters relating to the said client or project in question.

In the event that a conflict of interest cannot be avoided, the associated person concerned shall put the client's interests ahead of their own. The same applies if a conflict of interest is identified between the company and a client.

Associated persons shall always put the company's interests ahead of their own.

### **5.3.2. Particular organisational measures to counteract conflicts of interest between clients**

In general, the company seeks to counteract conflicts of interest by giving all clients equal opportunities to access the information about existing and potential investments that the company has available and that is of material significance for the client concerned.

Efforts shall be made to limit potential conflicts of interest associated with the processing of orders by treating clients on the principle of first come, first served.

Efforts shall be made to limit potential conflicts of interest in connection with capital investments by providing all clients with access to relevant information at the same time, thus ensuring that each is treated fairly in relation to the others.

### **5.3.3. Reporting to the compliance officer**

Should any suspicion of a conflict of interest arise, employees shall immediately report their concerns to the compliance officer. This applies to both the types of conflict of interest mentioned above and any other potential conflicts of interest.

### **5.3.4. Logging of situations where conflicts of interest have been identified**

The compliance officer shall keep a record of all cases in which a conflict of interest has arisen that involves a real risk of harm to the interests of one or more clients.

## **6. ACTIVITIES OUTSIDE THE COMPANY**

### **6.1. Own business activities, etc.**

Company employees are not permitted to engage in business activities or receive material remuneration outside the company, without notifying the compliance officer and obtaining their prior approval.

Under no circumstances are employees permitted to hold leading positions in or have a controlling influence over any other company without notifying the compliance office and obtaining their approval.

The company operates a blanket ban on employees engaging in private business activities of any shape or form, or having other engagements outside the company if such activities or engagements are pursued during their working hours, take up a significant portion of their capacity for work, are otherwise incompatible with their position in the company or are in any other way incompatible with the provisions of Act no. 75 of 29 June 2007, the Securities Trading Act.

Similarly, the compliance officer may instruct the individual employee to withdraw from such activities.

### **6.2. Elected office**

No employee may become a member of the board of directors, supervisory board or corporate assembly of another company without the prior approval of the compliance officer in each individual

case. Nor may any employee have such influence over another company as stipulated in s 1-3(2) of the Limited Companies Act/Public Limited Companies Act. Such approval will be granted only if the provisions of Act No. 75 of 29 June 2007, the Securities Trading Act, are fully complied with. Similarly, the compliance officer may instruct the employee concerned to withdraw from any such elected office.

### **6.3. Private activities**

Employees may, in their free time, engage in activities outside the company in connection with voluntary associations, sports, politics, culture, etc. However, it is important that such activities are not commingled with their work on behalf of the company. Employees may not use the company's name or logo for private purposes. Nor may they use company stationary (letterheads, envelopes, fax covers) or other company materials. Employees may not lend office space or conference rooms in the company's premises to others in connection with external activities without the prior approval of a member of the management team. All expenses associated with private activities, such as meetings, lunches, travel, postal costs, etc, shall be defrayed by the individual employee.

### **6.4. Board members**

Once a year, the board's members shall report to the compliance officer details of any and all elected offices held in other companies, as well as disclose where they have a controlling influence, as stipulated in s 1-3(2) of the Limited Companies Act. This overview shall be presented annually to the board of directors and thereafter kept in the company's archives, see the board's procedural rules.

Board members shall immediately notify the board's chair, the company's CEO or the compliance officer if they have material direct or indirect interests in a contract that has or will be entered into with the company.

## **7. REPORTING PROCEDURE**

Any company employee who uncovers unlawful activity or other violation of internal or external rules relating to the company's operations is strongly encouraged to report the matter in the manner described below.

Before the employee files such a report, they should, as far as possible given their position and area of responsibility, seek to verify that there are good grounds to suspect that unlawful activity or other violation of internal or external rules has actually taken place.

The employee shall report their suspicions to the company's anti-money laundering officer. Alternatively, the employee may make their report directly to the board's chair. The report may be made outside working hours, either orally or in writing. The person to whom the report is made shall, within a reasonable period of time, do what is necessary to follow up the matter reported. If the report relates to the person or persons who are legally and professionally responsible for the matter within the organisation, any decision must be taken by the next organisational level up. The existence of grounds for the implementation of general measures within the company shall also be assessed. The person who has filed the report shall be informed of the decision.

As far as is legally possible, the person to whom the report has been made shall keep secret the identity of the person who has filed the good-faith report. No company employee who reports a matter in accordance with the above procedure shall experience or be threatened with unpleasant consequences in relation to their work or employment terms and conditions.

Taking into consideration the above requirements for confidentiality and other considerations deemed appropriate in the circumstances, the person to whom the report is made shall notify the CEO, the compliance officer or the board's chair of the matter in question.

## **8. ELECTED OFFICERS AND BOARD MEMBERS**

Elected officers and members of the company's board of directors are bound by the ethical guidelines and rules for dealing with conflicts of interest, etc, where this is directly specified. The guidelines otherwise apply as far as they are relevant for elected officers and board members.

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