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# **Anti-Corruption Policy**

**Northvolt AB**  
**(Reg. No. 559015-8894)**

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Adopted at a Board meeting on 18 September 2018

**DOCUMENT HISTORY**

<b>Version No.</b>	<b>Date Adopted</b>	<b>Summary of changes</b>
v1.0	20180918	First adoption

**1. PURPOSE AND SCOPE**

Corruption deepens poverty, undermines democracy and the protection of human rights, it harms trade and deters investment, hinders good governance, and reduces confidence in the institutions of society and the market economy. This anti-corruption policy (the “**Policy**”) describes Northvolt’s zero tolerance for Corruption (as defined under section 2 below) and forms an integral part of *Northvolt’s Code of Conduct*. Any act or form of Corruption is prohibited in relation to business conducted by or in relation to Northvolt.

Bribery and corruption are illegal in virtually all jurisdictions where Northvolt does business. Penalties for non-compliance can include imprisonment for individuals, and corporate fines reaching into the hundreds of millions of dollars. This Policy shall be seen in the light of Swedish and international legislation and against the background of international conventions in the field of bribery and corruption to which Sweden has acceded.

The Policy applies to all Northvolt’s employees, board members, consultants, interns and members of any advisory board when acting on behalf of Northvolt, and any other person, partner or company acting on behalf of or in co-operation with Northvolt.

**2. HOW NORTHVOLT DEFINES CORRUPTION**

Northvolt defines any of the following acts as “Corruption” and this applies to both public officials and private entities:

**Bribery or negligent financing of bribery**

Bribery involves the exchange of an improper benefit for the performance of a function or activity. A bribe can take many forms, including a payment of money, providing someone with valuable gifts, items or a holiday, giving a charitable donation, or employing a recipient’s relative or friend, etc. Bribery does not have to involve a public official – it can occur between purely private parties, such as two company representatives.

Furthermore, Northvolt shall ensure not to finance bribery committed by its business partners, such as its agents, suppliers, or joint venture partners.

**Facilitation payments**

In some jurisdictions, it is permitted, and even customary, to pay public officials so-called facilitation payments or “grease payments”. These are typically payments to low-level government officials for the performance or expedited performance of a routine action e.g. processing a visa, a license or a customs permit.

Even if permitted by local law, no Northvolt employee, consultant or board member may, directly or indirectly, offer or promise a facilitation payment in the course of their professional duties.

**Nepotism and cronyism**

Nepotism and cronyism is a form of favoritism based on familiar and acquaintances relationships where someone in an official position exploits his or her power and authority to provide a job or favour to a family member or friend, even though he or she may not be qualified or deserving.

**Fraud**

Fraud includes deception through misrepresentation, non-disclosure of information, or the abuse of a position e.g. falsifying company documents, forging a signature on a contract, etc.

**Extortion**

Extortion means obtaining something of value, such as money or a service, through force or threats.

**Money laundering**

Money laundering includes any act or attempted act to conceal or disguise the identity of illegally obtained proceeds so that they appear to have originated from legitimate sources.

**Financing of terrorism**

Funds that are used for terrorist activities. It may involve funds raised from legitimate sources, such as profits from businesses as well as from criminal sources.

**3. ROLES, RESPONSIBILITIES AND DISCIPLINARY ACTIONS****3.1 All employees, consultants, interns, board members**

Everyone working at or on behalf of Northvolt must ensure they are familiar with the contents of this Policy, and that they comply with its provisions and all relevant applicable laws. All Northvolt’s employees, consultants, interns and board members have a responsibility to

report any suspected act of Corruption to a manager at Northvolt or to the Chairman of Northvolt's board.

In the event of breach of this Policy disciplinary action will be taken, as determined by Northvolt, which in serious cases may result in the termination of employment and/or the filing of a police report and ending agreements with supplier and partners.

### **3.2 Management**

Each manager at Northvolt is responsible for:

- (a) ensuring that appropriate action is taken to implement this Policy e.g. risk assessments, instructions, employee training, responding to internal queries involving anti-corruption compliance matters, monitoring and audits, etc.; and
- (b) taking adequate steps, together with the General Counsel, to address anti-corruption compliance risks with suppliers and other third parties.

### **3.3 The Board of Directors**

The Board of Directors shall periodically review and approve proposed amendments to this Policy as appropriate. The General Counsel shall then ensure that a revised version of this Policy is distributed to employees via appropriate channels.

## **4. TRAINING**

There are several anti-corruption e-learnings available online either free of charge or to be purchased. Northvolt will ensure that our employees will receive training in order to uphold the provisions of this Policy. Furthermore, we recommend that our partners, suppliers and others co-operating with us conduct one of the following e-learnings (free of charge):

#### **United Nations Global Compact: The Fight Against Corruption E-Learning Tool**

- An online learning platform to obtain practical guidance on how to fight corruption in all forms through six interactive-video dilemma scenarios. Recommended for all.
- Access: <http://thefightagainstcorruption.org/certificate/>

#### **UNODC Anti-corruption eLearning Course**

- The course consists of two eLearning modules - "Introduction to Anti-corruption" and "Advanced Anti-corruption: Prevention of Corruption". The course has the objective to improve the learners' understanding of the provisions of the United Nations Convention against Corruption (UNCAC). Recommended for people, who need deeper understanding of anti-corruption mechanisms and prevention.
- Access: <https://www.unodc.org/unodc/en/corruption/news-elearning-course.html>

**APPENDIX – Potential Risk Scenarios: “Red Flags”**

The following is a list of possible red flags that may arise during the course of Northvolt’s conduct of business and which raise concerns under applicable anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

A person acting on behalf of Northvolt encountering any of the following should report them promptly to the General Counsel.

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with Northvolt, or carrying out a government function or process for Northvolt;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;

- (m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third party.