

POLICY ON CONFLICTS OF INTEREST

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1 INTRODUCTION

This document (the "Policy") sets out NCR's Policy on the handling of potential, perceived, or actual Conflicts of Interest.

For defined terms used in this Policy, please see NCR Defined Terms Glossary available on NCR's website and intranet.

This Policy is approved by the Board of Directors.

2 APPLICABILITY

Unless specifically indicated otherwise, this Policy applies to all Employees and the Board of Directors (each a "Relevant Person") and the general operations of NCR.

The contents of the Policy and any future updates or changes are published and made available on NCR's intranet and website.

As to compliance with this Policy and reporting of material breaches to ESMA, please confer the procedures regarding the Compliance Function set out in the *Policy on Organisation of material functions*.

3 GENERAL POLICY ON CONFLICTS OF INTEREST

3.1 Introduction

The purpose of this Policy is to identify existing, potential, or perceived Conflicts of Interest and provide guidance on the measures and procedures that shall be undertaken to eliminate or manage identified, potential or perceived Conflicts of Interest. Any Conflict of Interest which cannot be eliminated shall be disclosed. Such disclosures shall specify the measure undertaken to manage the potential Conflict of Interest.

3.2 General Principles

The following general principles shall govern NCR's Credit Rating Activities and Ancillary Services:

- (i) NCR's determination of a Credit Rating is affected only by factors relevant to assessing the creditworthiness of the Rated Entity or its financial instruments.
- (ii) The Credit Rating assigned by NCR is not affected by whether there is an existing or potential Conflict of Interest or business relationship between NCR and the Rated Entity or a Related Third Party.
- (iii) NCR shall not delay, or refrain from, taking a Credit Rating Action based on the potential effect of the action on NCR, a Rated Entity, or Related Third Party.

3.3 Record keeping, communication of procedures, and training

3.3.1 Record keeping

The Compliance Function shall, on an ongoing basis, ensure that the Conflicts of Interest covered in this policy are the relevant ones for NCR and maintain an inventory of existing,

potential, or perceived Conflicts of Interests. These Conflicts of Interest records should be stored in accordance with NCR's record-keeping policy.

3.3.2 Communication

The Compliance Function shall, on an ongoing basis, advise Senior Management and the organisation in general on how to identify, eliminate, or manage and disclose, potential and actual Conflicts of Interest. In addition, it should proactively raise the awareness of Employees in this respect. Furthermore, the Compliance Function shall ensure that Employees have been made aware of any updates to the inventory of Conflicts of Interest.

3.3.3 Training

To ensure all Employees of NCR are aware of the policies and procedures of NCR, including this Policy, NCR requires all Employees to follow the program described in the section on Training and development of staff in *Policy on Staffing and compensation*.

4 PROHIBITED CONFLICTS OF INTEREST

NCR shall not issue a Credit Rating or a Rating Outlook in any of the following circumstances, and shall, in the case of an existing Credit Rating immediately (i) disclose where the Credit Rating is potentially affected and (ii) assess whether there are grounds for re-rating or withdrawing the existing Credit Rating:

- (i) If NCR, its Analysts, or any other natural person whose services are placed at the disposal or under the control of NCR and who are directly involved in the Credit Rating Activities and persons approving Credit Ratings and Rating Actions, directly or indirectly owns Financial Instruments issued by the Rated Entity or the Related Third Party or has any other direct or indirect ownership interest in that entity or party, other than holdings in diversified collective investment schemes, including managed funds such as pension funds or life. These circumstances have been addressed by specific organisational measures and should therefore not arise in NCR.
- (ii) If a shareholder or a Close Associate of NCR holding 10% or more of either the capital or voting rights of NCR or being otherwise in a position to exercise significant influence on the business activities of NCR, holds 10% or more of either the capital or the voting rights of the Rated Entity or of a Related Third Party, or of any other ownership interest in that Rated Entity or Related Third Party, excluding holdings in diversified collective investment schemes and managed funds such as pension funds or life insurance, which do not put the person in a position to exercise significant influence on the business activities of the scheme. According to the Articles of Association, the Board of Directors may refuse acquisitions of shares above the 5% threshold at its discretion.
- (iii) If a Credit Rating is issued with respect to the Rated Entity or a Related Third Party directly or indirectly linked to NCR by control. According to the Articles of Association, the Board of Directors may refuse acquisitions of shares above the 5% threshold at its discretion.
- (iv) If the Rated Entity, a Related Third Party or a Close Associate of a Rated Entity or Related Third Party, holds 10% or more of the voting rights of NCR. According to the Articles of Association, the Board of Directors must consent to any acquisition of

shares and may reject any transaction if it introduces a potential or actual Conflict of Interest.

- (v) If an Analytical Employee, any other natural person whose services are placed at the disposal or under the control of NCR and who are directly involved in the Credit Rating Activities and persons approving Credit Ratings and Rating Actions, is a member of the Board of Directors of a Rated Entity or a Related Third Party.
- (vi) If a shareholder or Close Associate of NCR holding 10% or more of either the capital or voting rights of NCR or being otherwise in a position to exercise significant influence on the business activities of NCR, is a member of the administrative or supervisory board of the Rated Entity or a Related Third Party. According to the Articles of Association, the Board of Directors must consent to any acquisition of shares and may reject any transaction if it introduces a potential or actual Conflict of Interest.
- (vii) If an Analytical Employee has any relationship with the Rated Entity or Related Third Parties which may cause a Conflict of Interest. NCR should track such potential Conflicts of Interest and not allow any conflicted Analytical Employee to participate in Credit Rating Activities with regards to that Issuer.
- (viii) If NCR, or any other person holding, directly or indirectly, at least 5% of either the capital or voting rights of NCR or otherwise being in a position to exercise significant influence on the business activities of NCR, has provided consultancy services or advisory services to the Rated Entity or Related Third Party regarding the corporate or legal structure, assets, liabilities or activities of that Rated Entity or Related Third Party. NCR shall not provide such services, and NCR does not have shareholders holding 5% or more of the shares in NCR. According to the Articles of Association, the Board of Directors must consent to any acquisition of shares and may reject any such transaction if it introduces a potential or actual Conflict of Interest.
- (ix) If an Analyst who participated in determining a Credit Rating, or a person who approved a Credit Rating, has had a recent work relationship with the Rated Entity or a Related Third Party which may cause a Conflict of Interest.
- (x) If an Employee directly involved in the Credit Rating Activities has participated in or initiated a discussion on fees or payments with a Rated Entity or a Related Third Party.
- (xi) If an Employee directly involved in the Credit Rating Activities receives any money, gifts or services from a Rated Entity or a Related Third Party.
- (xii) If an Analyst has provided advice in relation to the scenarios of a Rating Evaluation Service.

5 MANAGEMENT OF PERMITTED CONFLICTS OF INTEREST

NCR has identified the following Conflicts of Interest and taken action to either eliminate, manage, or disclose them in accordance with the table below:

Potential Conflict of Interest	Description	NCR's measures to eliminate or manage it
Issuer pays model	NCR applies the "issuer pays" model, whereby it is paid by the Rated Entity or Related Third	NCR has implemented the following measures to mitigate the Conflicts of Interest that are associated with the "issuer pays" model:

Potential Conflict of Interest	Description	NCR's measures to eliminate or manage it
	Parties rather than by users of Ratings. Consequently, NCR may be perceived as incentivised to provide Credit Ratings that are more favourable to the Rated Entity than its credit profile implies to strengthen the business relationship and attract business opportunities.	<ul style="list-style-type: none"> (i) NCR's Credit Rating Committee has the final and ultimate authority on Rating Decisions. The Credit Rating Committee's members must act independently of NCR's commercial arrangements and remuneration considerations. (ii) NCR's Credit Rating Processes are subject to review by the Compliance Function, which operates independently of the Rating Activities. (iii) Analysts shall not be involved in discussions concerning fees or in any other commercial aspects of NCR's business, such as marketing a new or existing product or service. (iv) Analytical Employees are not compensated based on commercial aspects (such as revenue, fees, or market share), but rather on relevant factors, such as analytical expertise, teamwork, and the quality and efficiency of the Analytical Employee's work as further set out in Policy on Staffing and compensation. (v) NCR discloses the identity of any Rated Entity that represents 5% or more of its annual revenue. NCR may only issue a Rating or take a Credit Rating Action, where the Rated Entity represents 10% or more of its annual revenue in the previous accounting year, if the Independent Board Members have decided that doing this is compatible with NCR's independence. (vi) NCR physically separates its Credit Rating operations and Analytical Employees from any other business of NCR that may present a Conflict of Interest. (vii) Analysts shall not have access to information relating to fees or NCR's commercial dealings. (viii) NCR annually discloses fees charged for individual Credit Ratings and any Ancillary Services to ESMA. <p>The above-mentioned measures may not fully eliminate existing, potential, or perceived Conflicts of Interest related to its remuneration model. NCR prominently discloses the Conflicts of Interest associated with the "issuer pays" model on its website.</p>
Rated Entity with material shareholding in NCR	NCR may rate entities or groups of entities within the same segment that have a direct or indirect ownership interest in NCR. Such Rated Entities may seek to exert formal or informal influence through their	NCR does not have any shareholders that hold a direct or indirect ownership position of more than 5%. According to the Articles of Association, the Board of Directors may refuse subsequent acquisitions of shares above this threshold at its discretion. This risk of actual or perceived

Potential Conflict of Interest	Description	NCR's measures to eliminate or manage it
	ownership position to obtain a favourable Rating or exert other undue influence on the Credit Rating Process.	<p>Conflicts of Interest will be a relevant issue to consider in that respect.</p> <p>Nevertheless, NCR shall disclose in relation to any Rating or Credit Rating Action whether the Rated Entity holds a direct or indirect ownership position of above 5% in NCR.</p> <p>The Board of Directors – including the Independent Board Members - shall ensure that no groups of shareholders exert undue influence over the management of NCR.</p> <p>Furthermore, no individual Rating Analyst shall make a Rating Decision. This is undertaken by the Credit Rating Committee in compliance with the procedure set out in the Policy on Issuance and review of Credit Ratings, eliminating the potential Conflict of Interest on this point.</p>
NCR shareholders may influence Credit Rating outcomes	NCR's shareholders may have commercial relationships with Rated Entities and may want to influence Credit Rating outcomes.	<p>NCR does not have any shareholders that hold a direct or indirect ownership position of more than 5%. According to the Articles of Association, the Board of Directors may refuse subsequent acquisitions of shares above this threshold at its discretion.</p> <p>The Board of Directors – including the Independent Board Members - shall ensure that no groups of shareholders may exert undue influence over the Senior Management or Credit Rating Activities of NCR.</p> <p>Furthermore, no individual Rating Analyst shall make a Rating Decision. This is undertaken by the Credit Rating Committee in compliance with the procedure set out in the Policy on Issuance and review of Credit Ratings, eliminating the potential Conflict of Interest on this point.</p>
Outsourcing arrangements causing a Conflict of Interest	NCR outsources certain activities to external parties that are not directly subject to NCR's internal safeguards that ensure independence towards the Rated Entities.	Pursuant to Policy on Organisation of material functions, any outsourcing agreement that NCR enters shall include provisions that ensure that the Service Provider is and remains sufficiently independent of NCR's clients and its shareholders.
Analyst bias - no Analyst rotation mechanism	NCR has received an exception from ESMA regarding the requirement to implement a gradual rotation mechanism for Analysts, and, consequently, Analytical Employees may become biased towards Rated Entities which they analyse for a longer period.	<p>No individual Analytical Employee can make a Rating Decision. Rating Decisions are made by the Credit Rating Committee in compliance with the procedure set out in Policy on Issuance and review of Credit Ratings.</p> <p>In addition, NCR has established several functions and measures, including the Review Function, the Compliance Function, and the Independent Board Members, that are specifically tasked with the</p>

Potential Conflict of Interest	Description	NCR's measures to eliminate or manage it
		safeguarding the quality and integrity of NCR's Credit Ratings.
Employee loyalty bias	Analytical Employees involved in the Credit Rating Process are likely to feel loyal to NCR and its business interests and can therefore be biased towards providing favourable Ratings to promote NCR's business interests.	Analysts shall not be compensated or evaluated based on the revenue received from Credit Rating activities. Furthermore, no individual Analytical Employee can make a Rating Decision. This will be undertaken by the Credit Rating Committee in compliance with the procedure set out in Policy on Issuance and review of Credit Ratings.
Personal interest in Credit Rating outcomes	Analytical Employees involved in the Credit Rating Process or Ancillary Services may have a personal interest in the Credit Rating outcome of a Rated Entity.	<p>An Analytical Employee shall not be involved in the Credit Rating Process or Ancillary Service related to a Rated Entity if:</p> <ul style="list-style-type: none"> (i) The Analytical Employee, or a Close Associate of the Analytical Employee, is on the Board of Directors of the Rated Entity; (ii) The Analytical Employee, or a Close Associate of the Analytical Employee, holds or transacts securities of that rated Entity; (iii) The Analytical Employee, or a Close Associate, has formerly been employed by the Rated Entity; or (iv) The Analytical Employee, or a Close Associate of the Employee, has received any gift or benefit that is deemed as an unacceptable inducement. <p>NCR's Employees are required to notify the Compliance Function of any other personal relationship to a Rated Entity or its agents that may give rise to a potential or perceived Conflict of Interest.</p>
Methodologies may be biased towards favourable Rating outcomes	A CRA may design its methodologies so that it generates more favourably rating outcomes. The Analytical Function responsible for Credit Rating Activities may be influenced by the Rated Entities and Related Third Parties and have incentives to adopt, promote and use methodologies that are not necessarily rigorous, systematic, and continuous.	<p>Rigorous systematic and continuous methodologies are required in the Credit Rating Activities of NCR. The Criteria Committee is responsible for NCR's methodologies and criteria. The Criteria Committee and the process of Rating methodology development and approval is subject to strict procedures set out in Policy on Methodologies.</p> <p>In addition, the Review Function's independence is especially addressed in policy on Organisation of material functions. NCR has also established several functions and measures, including the Compliance Function and the Independent Board Members, that are specifically tasked with the safeguarding the quality and integrity of NCR's Credit Ratings.</p>
Compliance and risk management function	The Risk Management Function and Compliance Function are performed by the same Employee. There is a potential for a Conflict of Interest between	Risk reports and risk indicators are selected and monitored in collaboration with the Board of Directors to ensure objective measurements that should reduce subjectivity by Risk Management Function. The Board of Directors and INEDs are aware of the potential Conflict of Interest and

Potential Conflict of Interest	Description	NCR's measures to eliminate or manage it
performed by same person	the Risk Management Function and the Compliance Function.	monitors this in their assessment of effectiveness of internal controls.
Potential improper allocation of analytical resources	Provision of Ancillary Services may redirect NCR's resources from the Credit Rating Activities to an extent that reduces the quality of NCR Credit Ratings.	NCR has established several functions and measures, including the Review Function, the Compliance Function, and the Independent Board Members, that are specifically tasked with safeguarding the quality and independence of NCR's Credit Ratings.
Business concerns may affect Credit Ratings	Income related to Ancillary Services can become a significant source of income for NCR. If such income is derived from Rated Entities, there is a risk that a Credit Rating Agency favourably takes account of the income generated by Ancillary Services when rating such entities.	NCR acknowledges that offering Ancillary Services and Credit Ratings may amount to certain Conflicts of Interest and NCR has consequently decided not to offer any Ancillary Services to Rated Entities. In addition, Employees involved in Credit Rating Activities or Ancillary Services shall not participate in Commercial Activities, including discussions on fees, and such Employees shall be functionally separated from any dealings with Commercial Activities, as per Section 6 of this Policy.
Undue influence by users of Ratings	Customers and other external parties that are provided access to Analysts may have an interest in the outcome of NCR's Credit Ratings, and therefore seek to influence the Analyst through its discussions and interactions with the Analysts.	NCR's Credit Rating Committee has the final and ultimate authority on making Rating Decisions. The Rating Committee's members shall act independent of NCR's business concerns. In addition, NCR has established several functions and measures, including the Review Function, the Compliance Function, and the Independent Board Members, that are specifically tasked with the safeguarding the quality and integrity of NCR's Credit Ratings.

6 ANCILLARY SERVICES

NCR will ensure that the provision of Ancillary Services does not present Conflicts of Interest with its Credit Rating Activities and to disclose in the final Rating reports any Ancillary Service provided for the Rated Entity or any Related Third Party.

However, to avoid any Conflict of Interest arising from the provision of Ancillary services, the restrictions set out in 6.1 below are applied.

6.1 Restrictions on Ancillary Services

6.1.1 NCR is prohibited from advising on matters relevant to Credit Ratings

NCR shall not, during its provision of Ancillary Services, provide implicit or explicit advice on how to obtain a favourable Rating outcome. Consequently, NCR shall never provide its customers with advice that may influence a Credit Rating Action and shall take particular care not to comment or opine on corporate, commercial, or financial matters in a manner that explicitly or implicitly recommend actions or strategies to improve a Credit Rating.

6.1.2 NCR may only issue Credit Ratings that have been fully subject to the Credit Rating Process

CRAR defines a Credit Rating as an opinion regarding the creditworthiness of an entity issued using an established and defined ranking system of Rating categories. The CRO must ensure that NCR does not unintentionally provide opinions while providing Ancillary Services that meet the definition of a Credit Rating, as such unintentional Credit Ratings are unlikely to conform with the mandatory requirements prescribed by the CRAR.

7 SEPARATION OF ACTIVITIES

NCR applies a strict separation between its Commercial and Analytical activities to avoid potential Conflicts of Interest and to ensure confidentiality. The separation of activities includes organizational, physical, and technical measures. These are described in detail in the *NCR Routine for Separation of activities*.

8 DOCUMENT INFORMATION, VERSION HISTORY AND DISTRIBUTION

8.1 Document information

DOCUMENT STATUS	
Version	3.1
Author	Compliance
Status	Effective 2024-12-16
Classification	Conflicts of Interest
Adopted by:	Board of Directors
Approved on:	2024-12-04
Next review date:	Jun. 2025

8.2 Version history

#	AUTHOR	ROLE	APPROVED	DATE	COMMENT
1.0	Thommessen	Author	Board of Directors	2018-02-06	Initial application document
2.0	CCO	Author	CEO	2019-06-28	Non-material change made to section 4 – license agreement, and 7 - pricing policy
2.1	CEO, Compliance	Policy review	Board of Directors	2020-06-16	Editorial changes.
2.2	CEO	Author	Board of Directors	2020-12-04	Amending personal account dealings in chapter 9
2.3	Compliance	Policy review	Board of Directors	2021-06-07	Added potential Conflicts of Interest for NCR's Risk Management Function and Information Security Function
2.4	Compliance	Review	Board of Directors	2022-06-09	Updated with one year rule for PAD according to instruction for PAD
2.5	Compliance	Review	Board of Directors	2023-04-20	Added Rating Evaluation Service (RES) and Conflicts of interests regarding RES
3.0	Compliance	Review	Board of Directors	2024-06-10	Revised policy. Removed repeated wording. Clarified parts and corrected references.
3.1	CTO and Compliance	Review	Board of Directors	2024-12-04	Removed section on Conflicts of Interest relating to CTO being responsible for infosec and Board review of external service providers. Editorial updates.

8.3 Distribution and access

ROLE	NAME	E-MAIL
	All Employees	

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