

MPC Container Ships ASA: Business Partner Guideline

Adopted by the Board of Directors
on 24 May 2019

1. INTRODUCTION

MPC Container Ships ASA ("**MPCC**" or the "**Company**", together with its subsidiaries the "**Group**") is a container shipping company established in April 2017 and engaged in the global marine transportation of containerised goods. The main business activity of the Group is to invest in maritime assets with a particular focus on feeder container vessels, chartering out the vessels per time charter agreements, operate and sell them.

The Company's shares are listed on the Oslo Stock Exchange since May 2018. Financial, corporate governance and corporate social responsibility reporting is governed by Norwegian public limited liability company and securities trading legislations, listing rules and continuing obligations as set forth by the Oslo Stock Exchange, and the Norwegian Code of Practice for Corporate Governance. Reporting requirements are supervised by the Norwegian Financial Supervisory Authority (Finanstilsynet).

In order to achieve our business objectives whilst committing ourselves to the responsibility entrusted to us by all stakeholders, e.g. customers, shareholders, regulators and society, MPCC places great emphasis on cooperating with business partners that promote high standards of good business practice. Consequently, the Company's Board of Directors has resolved this guideline to offer transparency, ensure good corporate conduct, mutually beneficial business relationships and alignment of interests.

By embedding the Company's core values into this guideline, MPCC aims to demonstrate the strong commitment to the business standards we have developed, and this guideline must thus be read in conjunction with our Corporate Social Responsibility Statement and Code of Conduct, available on MPCC's website ([link](#)).

For the purpose of this guideline, the term "**Business Partner**" encompasses any physical or legal person, the latter's subsidiaries, employees, directors, officers, agents and representatives, as applicable.

2. BUSINESS ETHICS

Business Partners undertake to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. They must practice fair dealing, honesty and integrity in every aspect in dealing with employees, MPCC, suppliers, competitors, the public and government authorities.

When acting on behalf of the Group, Business Partners shall not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair dealing practices.

MPCC requires Business Partners to prohibit unlawful discrimination on account of ethnic or national origin, age, sex or religion. Respect for the individual is a cornerstone of MPCC, and all persons shall be treated with dignity and shall not be unreasonably interfered with in the conduct of their duties and responsibilities.

Business Partners should not be misguided by loyalty to MPCC or desire for the Group's profitability to disobey any applicable law or this guideline.

In their dealings for the Group, Business Partners must adhere to the same corporate responsibilities as the Company, i.e. to:

- operate their business with integrity and respect laws, human rights, different cultures and human dignity;
- operate their business in accordance with fundamental human rights as enshrined in the United Nation Universal Declaration of Human Rights and follow the standards of the International Labour Organization, which are guiding principles encouraged and implemented by the European Union;
- show consideration for the local communities which they are a part of, the environment in which they operate, and emphasise spin-off effects of their activities;
- contribute to learning and distribution of knowledge;
- establish long-term working relationships and utilise their business expertise for the further development of the industry in which they operate; and
- meet public authorities and customers with insight, respect and understanding and in an open and appropriate manner, and treat suppliers impartially and justly.

3. RULES AND LEGISLATION

Business Partners undertake to use best efforts to comply with applicable laws and governmental rules and regulations in the countries in which they operate.

4. ANTI-CORRUPTION

The Group's overarching goal is to develop a corporate culture characterised by good judgement and the ability to deal with difficult situations. MPCC has zero tolerance for corruption, price-fixing agreements, market sharing or other practices that hamper free competition.

Business Partners undertake to use best efforts to assure that they are and will continue to be in compliance with the provisions of applicable anti-corruption laws, including where applicable the United Nation's Convention against Corruption (2005), the Foreign Corrupt Practices Act and the UK Bribery Act.

Where deemed necessary, the Company will take risk-mitigating actions to prevent Business Partners and other stakeholders from participating in corruption or other illegal or unethical activities in connection with their dealings with or on behalf of the Group.

MPCC adheres to the following anti-corruption principles:

- We do not tolerate active corruption (attempts to bribe others by e.g. offering or giving anything of value) or passive corruption (allowing oneself to be bribed by way of demanding, soliciting, receiving, accepting, etc. an offer of an improper advantage).
- MPCC and Business Partners will support all employees, agents and other persons acting on behalf of the Group, who refuse to bribe, be bribed, make or receive any facilitation payment.
- Gifts must be made openly. They must not be made in the form of cash, must have a clear, legitimate basis in local business relationships and must have a minimal cash value. Gifts made or received from/to the Business Partner in relation to its dealings for MPCC in excess of USD 150 must immediately be reported to the Business Partner's key point of contact at the Company, referencing this guideline.

- Expenses relating to travel, meals and events paid for in relation to Business Partners' dealings for the Group must be reasonable and clearly justified by business considerations, well documented and paid openly.

5. MONEY LAUNDERING PREVENTION

The Group shall not be misused for money laundering. We are committed to complying with applicable laws and regulations relating to combatting money laundering and activities which facilitate the funding of terrorist or other criminal enterprises.

Transactions where a breach cannot be excluded must be rejected firmly and clearly. Business Partners undertake to use best efforts to assure that they are and will continue to be in compliance with the provisions of applicable anti-money laundering laws and regulations. Business Partners are encouraged to adapt anti-money laundering procedures assuring that employees or other persons acting on behalf of the Business Partner, confer with a superior if risks of money laundering is detected.

6. ECONOMIC SANCTIONS AND EMBARGOS

Business Partners undertake to comply with applicable restrictions and/or prohibitions of commercial transactions under statute, regulation, rule, or other such rulings published by a governmental entity, including but not limited to the United States, the European Union and the United Nations. Further, Business Partners undertake not being identified nor listed by the United States, the European Union or the United Nations as a "Blocked Person", "Denied Person", "Specially Designated National" nor being subject to prohibition of commercial transactions under statute, regulation, rule or other rulings published by the United States, the European Union or the United Nations. In their dealings for MPCC, Business Partners shall not enter directly or indirectly into any agreement or transaction with a "Blocked Person", "Denied Person" or "Specially Designated National".

Each Business Partner shall immediately notify the Company in the event it is added to a sanctions list.

7. HEALTH, SAFETY AND ENVIRONMENTAL IMPACT

The Company's policy is to operate our business in a manner designed to protect the health and safety of our employees, customers, the public and the environment, and in accordance with applicable environmental and safety laws and regulations so as to ensure the protection of the environment, our personnel and property.

Equivalently, Business Partners undertake to comply with applicable environmental and safety laws and regulations, to implement systematic risk assessments, necessary prevention measures and assure appropriate training of staff consistent with industry best practices, including but not limited to:

- requiring the use of personal protective equipment where appropriate;
- maintaining injury/illness management;
- maintaining appropriate hazardous/dangerous substances management procedures;
- minimising and preventing pollution risks (soil, air, water, etc.), and ensure responsible use of materials and energy; and
- ensuring appropriate remedies in case of any violation of the obligations set forth in this section 7.

8. QUALITY MANAGEMENT

Business Partner deliverables shall be in compliance with applicable laws, regulations, requirements and orders of relevant certifying agencies at the time of delivery.

Business Partners must prove valid certificates for ISO 9001 and ISO 14001 or otherwise certify satisfactory quality and environmental management systems suitable for the deliverables to the Group.

Prior to delivery, Business Partners shall ensure that their deliverables are in accordance with what has been agreed upon with the Group.

In order to ensure quality, mitigate risks and align interests, the Company may arrange for Business Partner assessments so as to promote a productive and successful working relationship between MPCC and the Business Partner.

9. BUSINESS PARTNER CHECKS AND AUDITS

As part of our corporate governance and compliance measures, MPCC may perform Business Partner Checks prior to entering into and during cooperation with Business Partners. For this purpose, Business Partners will be required to furnish MPCC with a valid Certificate of Registration and other documents deemed necessary to confirm e.g. the Business Partner's legal entity status, years in operation, directorships and business address.

Similarly, the Company reserves the right to audit Business Partners' compliance with the requirements set forth in this guideline and the terms and conditions of any contract/agreement entered into between the Business Partner and the Group. For this purpose, Business Partners shall allow MPCC or its representatives full access to its facilities, worker records and workers for confidential Business Partner audits.

10. CONFIDENTIALITY

Business Partners undertake to ensure that all aspects of their business relationship with MPCC is handled with utmost care and confidentiality, and to disclose information relating to MPCC strictly on a need-to-know basis and according to applicable laws and regulations.

Business Partners acknowledge that in performing their duties and responsibilities for the Group they may become aware of information about MPCC, its financial instruments or other circumstances that may noticeably affect the price of those financial instruments or other securities issued by the Group, and that the dissemination and/or use of such inside information is governed and prohibited under applicable securities law and contraventions are criminal acts.

Business Partners must assure that employees and their family members do not buy or sell the Company's financial instruments, or provide advice related to trading in financial instruments or other securities, while in possession of potential inside information related to MPCC.

11. PRIVACY

MPCC is committed to data protection. It lies in the core of our business to keep data and communication confidential and to process it with care, diligence and in accordance with Norwegian data protection law including the European Union's General Data Protection Regulation 2016/679 ("**GDPR**"). Consequently, Business Partners are required to demonstrate strict adherence to the GDPR and other laws and regulations, where applicable.

In their dealings with the Group, Business Partners may provide personal data to the Group and/or receive personal data from the Group. Business Partners undertake to only process personal data for specified, explicit and legitimate purposes, and to ensure that personal data are not further processed in a manner that is incompatible with the purpose for which they were collected. Further, Business Partners undertake to ensure the data security of their processing systems (cf. GDPR article 32) and to have procedures in place for data breach handling (cf. GDPR articles 33 and 34). Any data breach incident must immediately be brought to the Company's attention.

For Business Partners engaged to process personal data on behalf of the Group are required to furnish MPCC with sufficient guarantees to meet their requirements of applicable data protection law. Where deemed necessary, such Business Partners shall conclude a data processing agreement with the relevant entity within the Group.

12. VIOLATIONS OF THE BUSINESS PARTNER GUIDELINE

If a Business Partner becomes aware of violations of this guideline, be it by own actions or actions of its employees or employees of MPCC, the Business Partner must immediately report to its key point of contact at the Company, referencing this guideline. Notifications of violations will be treated as confidential, and may be done anonymously by contacting the Company's compliance function.

Breach of this guideline may result in actions being invoked against the Business Partner, in addition to any contractual or legal remedies. Actions applied will depend on the nature and seriousness of the violation and on the degree of commitment shown by the Business Partner. The range of actions available to be imposed on the Business Partner include, but is not limited to, the following:

- Formal warnings that the continued non-compliance will result in more severe actions.
- Disclosure of nature of breach to all sub-contractors, subsidiaries and associate companies.
- Immediate termination of contract, without recourse.

Business Partners must maintain all documents necessary to demonstrate compliance with this guideline.