



Title:
Supplier Code of Conduct

Approved by:
Chief Procurement Officer

Last approval date:
2024-11-08

Approved by name:
Marius Naess

Supplier Code of Conduct

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Introduction

Kavli Group strives to conduct business in a responsible manner, based on the duty to respect human rights and labour rights, protect health, safety, and the environment, prevent corruption and in general, apply sound business practices. Henceforth, Kavli Group and all its subsidiaries will be referred to as “Kavli”.

This Code of Conduct (henceforth referred to as “CoC”) has been developed to make Kavli’s position and expectations clear to our suppliers. The CoC is based on the principles of the [Universal Declaration of Human Rights](#), the [Fundamental Conventions of the International Labour Organisation](#) (ILO), the United Nations (UN) [Convention on the Rights of the Child](#) and the UN [Convention Against Corruption](#). It is furthermore harmonized with the requirements in the Business Social Compliance Initiative ([BSCI](#)) [Code](#)



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[of Conduct](#), with which Kavli strives to fully align. Kavli recommends that suppliers also update their policies according to BSCI.

In selecting suppliers, Kavli will assess compliance with this CoC in addition to other quality and commercial aspects. The CoC outlines a minimum standard of conduct. We expect that our suppliers always do their best to exercise good judgement, care, and consideration by following both the requirements and the intentions of this CoC. Furthermore, we expect our suppliers to be transparent and have an open dialogue with us about challenges they may encounter as part of their operations.

Kavli will continuously evaluate and, if needed, improve our own policies, requirement documents and purchasing practices to facilitate suppliers' and their sub-suppliers' compliance with this CoC.

General requirements

This CoC applies to suppliers – including but not limited to contractors, agents, consultants, and other business partners who have a contractual obligation with Kavli. This includes anyone acting on behalf of or representing the supplier, for example hired or outsourced personnel.

Supplier's senior management are responsible for systematically implementing and following up the requirements in this CoC, meaning they shall have policies and management systems in place to implement the requirements, allocate sufficient resources to ensure compliance across the supply-chain and ensure continuous improvement in its implementation.

Suppliers shall:

1. Regard this CoC as a contract document and as an integral part of any contract entered between Kavli and the supplier.
2. Confirm that they have read the CoC and will act in compliance with its requirements as well as any relevant annex requirement documents and policies. Suppliers confirm the acceptance of this document with a legally valid signature.
3. Comply with any additional requirements on specific topics that are relevant for the scope of supply, as detailed in the General Terms & Conditions / Framework agreement. Suppliers are required to adhere to any updates made to these requirements, of which they shall be informed by Kavli.
4. Comply with applicable national, EU and international laws and standards in the countries of operation as well as treaties and regulations relevant to their operations. Where there are differences between applicable laws, regulations, collective agreements and this CoC or the requirements in the contract with the supplier, the supplier must always follow the strictest requirements.
5. Subject to completing a self-assessment questionnaire (SAQ) when sent out by Kavli as part of our systematic due diligence work. In completing the SAQ, the supplier is to answer questions related to both this CoC as well as to any other relevant requirement documents that are connected to materials or services supplied.



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6. Seek continuous improvement through written performance targets and implementation plans to improve their social, environmental, and occupational health and safety performance. Suppliers are encouraged to document dedication to health, safety, environment, and human rights by obtaining third-party certification through appropriate schemes (e.g. SEDEX, ISO 14001, ISO 45001, SA 8000 and others as relevant).

A good and safe working environment

Kavli expects that workers are provided with a working environment that is safe, hygienic and conducive to good health, bearing in mind the prevailing knowledge of the industry and of any specific hazards. Suppliers are expected to regularly identify, evaluate and eliminate health and safety risks whenever possible.

Suppliers shall:

1. Run risk assessments and implement measures to minimize internal and external threats and possibilities of sabotage to safeguard personnel, products and deliveries. Suppliers shall have written access routines as well as controls in place to prevent such risks.
2. Take adequate steps to prevent accidents, fires and injuries arising out of, associated with, or occurring in the course of work by minimizing the causes of hazards inherent in the working environment.
3. Implement safe working routines to minimize the risks associated with hazardous work. This includes procedures and systems to prevent, manage, track and report occupational injury and illness, provide necessary medical treatment, investigate cases, and implement corrective actions to eliminate their causes and facilitate the return of workers to work.
4. Provide access to break rooms, clean toilet facilities and drinking water and, if appropriate, sanitary facilities for food storage.
5. Provide a decent standard of accommodation for workers when the supplier as an employer provides living quarters for its workers.
6. Provide workers with appropriate workplace health and safety information, training and warnings that are clearly visible and in a language the worker can understand for all identified workplace hazards they are exposed to. Training shall be provided prior to the beginning of work and repeated thereafter on a regular basis.
7. Encourage workers to raise any health and safety concerns without retaliation.
8. Report, analyse, follow up and act upon accidents and near misses related to occupational health and safety. Records of any fatalities, accidents, injuries, incidents and near misses are to be kept.
9. Promptly inform Kavli in any case of fatality.



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10. Provide workers with personal protective equipment and protective clothing that are clean, free of charge, in working order, appropriate for the risks identified and adapted to the users' specific needs (e.g. pregnancy). First-aid material must also be provided free of charge.
11. Provide workers with accident insurance covering medical treatment for work-related injuries and illnesses, as well as compensation for work-related injuries and illnesses resulting in permanent disability or death.
12. Implement written emergency routines with safe evacuation routes and adequate firefighting equipment. Workers trained in first aid and firefighting should be available during all operating hours in sufficient number to fit the occupational risks. First aid and firefighting training shall be provided at least every two years for specific workers.
13. Have in place an independent evacuation alarm that is audible and/or visible to all workers. It should be possible to manually activate the alarm and alarm buttons should be clearly visible and marked.
14. Conduct evaluation trainings for all workers as well as documented results from these at least once per year.

Suppliers should:

1. Offer regular and appropriate occupational health checks to workers to identify impacts on health resulting from work. Health checks are to be performed by a healthcare professional and findings related to the individual kept confidential and used by the healthcare professional to issue recommendations on potential adjustments to the work position or workplace.

Human Rights & Labour Standards

Kavli expects that fundamental human rights are respected and that good labour standards are maintained for all workers.

Suppliers shall:

1. Exhibit and, upon request, be able to document human rights due diligence in accordance with the [UN Guiding Principles on Business and Human Rights](#) (UNGPR). This includes to:
 - a. Incorporate responsible business practices into policies and management systems.
 - b. Conduct due diligence to identify actual or potential impacts and human rights violations.
 - c. Cease, prevent or reduce these issues.
 - d. Track implementation and verify results.
 - e. Communicate how impacts are managed and enable remediation where appropriate.
2. Ensure that production sites in risk countries according to the latest BSCI's risk country list are certified by an accredited third-party certification scheme, such as BSCI, SA 8000, Global G.A.P. or Sedex 4-pillar SMETA. BSCI's risk country list is based on the World Bank's Worldwide Governance



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Indicators (WGI), whereby countries with a WGI average rating between 0-60 or three or more individual dimensions rated below 60 are considered risk countries.

Equal and respectful treatment of workers

Kavli demands that all workers are treated with respect and dignity.

Suppliers shall:

1. Value and respect diversity, equity and inclusion and demonstrate a commitment to building and maintaining a diverse workforce.
2. Establish measures to protect workers from intrusive, threatening, insulting or exploitative behaviour, and from discrimination or termination of employment on unjustifiable grounds, e.g., ethnic background, religion, union membership, political affiliation, age, disability, marital status, pregnancy, parenthood, gender, sexual orientation, or HIV status.
3. Prohibit physical or mental abuse or punishment, or threats of physical or mental abuse, sexual or other harassment and verbal abuse, as well as other forms of intimidation.
4. Assess and work to eliminate gender pay gaps. All workers with the same experience and qualifications should receive equal pay for equal work.
5. Not execute non-work-related health testing of workers, for example subject employees to any mandatory health tests (i.e., pregnancy or HIV/AIDS) that have no relevance to the job function or related to workplace safety.
6. Prohibit public warnings and punishment systems.

Suppliers should:

1. Carry out risk assessments of vulnerable groups such as – but not limited to – women, migrants, ethnic minorities, the elderly and indigenous peoples as part of their due diligence to ensure heightened protection and remedy.
2. Implement targeted measures within this area such as, for example, representation targets on gender and ethnicity.
3. Strive towards gender balance in managerial positions.

Wages, benefits and working hours

Kavli expects that all workers are provided with a total compensation package that includes wages, overtime pay, social benefits, insurance, pension, paid leave and holidays.



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Suppliers shall:

1. Ensure wages, social benefits and working hours meet or exceed the legal minimum national standards, appropriate prevailing industry standards or collective agreements, whichever affords greatest protection.
2. Pay wages according to contractual terms, on time and at least monthly.
3. Provide workers with a payslip with complete pay, benefits and deduction information that reflects the pay received.
4. Implement and adhere to compensation terms established by legally binding collective bargaining agreements as a minimum if such agreements have been made.
5. Ensure fees and costs related to recruitment, employment or termination processes are not charged to workers.
6. Prohibit deductions from wages as a disciplinary measure.
7. Ensure all disciplinary procedures are established in writing by the management and are clearly and understandably explained verbally to employees.
8. Prior to implementing any reorganization or closure involving dismissal of workers, implement a process involving reviewing viable alternatives and setting out a retrenchment plan to reduce adverse impacts on workers. The retrenchment plan will be based on the principle of non-discrimination and reflect consultation with workers and their organizations. Workers must be paid all owed salary and paid for their notice period and any other redundancy payments entitled by law, e.g., seniority payments.
9. Grant workers annual leave and sick leave, without any form of negative sanctions.
10. In case of pregnancy, accord female workers maternity leave before childbirth and grant workers with parental leave.
11. Ensure working hours do not exceed 48 hours per week and overtime does not exceed 12 hours per week. Workers shall be provided with at least 24 consecutive hours of rest after 6 days of work. Workers must have at least one break of 30 minutes after every 4.5 hours worked, unless otherwise agreed in writing through worker representation. Exceptions to this are accepted when regulated by a collective bargaining agreement.
12. Ensure overtime work is paid, voluntary and limited.
13. Plan work in such a way that it does not rely on overtime.
14. Have a reliable system in place for registering working hours, including overtime, of all workers.
15. Identify and promote work opportunities for young workers as well as vocational training opportunities for children.



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Suppliers should:

1. Compensate for overtime hours at premium rate or through the equivalent amount of time off.
2. In case of termination of employment, offer a notice period of at least 10 working days prior to termination.
3. Provide workers with the opportunity to take time off from work for exceptional personal circumstances, in addition to that defined by applicable legislation.

Freedom of association and collective bargaining

Kavli supports all workers' right to collective bargaining and that the bargaining body be representative of the workforce.

Suppliers shall:

1. Respect all workers' right to form, join or not join labour unions, bargain collectively, seek representation and join workers' councils.
2. Allow the development of parallel means for independent and free association and bargaining, where the right to freedom of association and collective bargaining is restricted under law.

Suppliers should:

1. Organise union or committee meetings in a way that allows participation for workers of all genders, and in general reflects the diversity of its workforce.

No forced, bonded, or compulsory labour

Kavli demands that all work is voluntary and that workers are provided with transparent, fair, and confidential procedures that result in swift, unbiased, and fair resolution of difficulties which may arise as part of their working relationship.

Suppliers shall:

1. Not allow forced, bonded, or indentured labour, involuntary or exploitative prison labour, slavery, or trafficking of persons. Should any such cases or suspicions arise, Kavli must be informed promptly.
2. Not engage in or tolerate abuse of vulnerability, deception, restriction of movement, physical or sexual violence, intimidation and threats, retention of identity documents, withholding of wages, debt bondage, abusive working and living conditions, excessive overtime, or any other kind of exploitation or abuse.
3. Ensure that throughout the hiring process and employment period, no deposits (monetary or otherwise) are collected from employees, including temporary, seasonal, and migrant labour and employees provided by agencies, recruiters, or brokers. In cases where a fee was collected in violation of this guideline, the supplier shall promptly pay, as appropriate, all such fees either directly



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to labour contractors/agencies or other providers of labour, or promptly reimburse the effected worker.

4. Ensure that workers are free to leave work at any time or terminate their employment without penalty if reasonable notice is given as per worker's contract.
5. Not demand monetary or work time compensation for sponsored activities such as educational courses.
6. Ensure that all workers, both permanent and casual, are provided with employment documents that are freely agreed and which respect their legal and contractual rights. The written contract of employment shall be in a language they understand outlining their wage conditions and method of payments. Temporary work and consecutive short-term contracts must not avoid meeting obligations that apply to regular employment.
7. Ensure no retention of travel and ID documents from workers.

Children's rights

Kavli does not accept child labour, as defined by UNICEF, under any circumstances. Simple, limited tasks performed under adequate adult supervision may be permitted if they do not threaten the child's health and safety, right to play or hinder their education or vocational orientation and training. We encourage suppliers to read the [UNICEF Child Labour and Responsible Business Conduct](#).

Suppliers shall:

1. Take the appropriate measures to ensure that no child labour occurs at their own place of production or operations or at their sub-contractors' sites of production or operations. Should any cases or suspicions of child labour arise, Kavli must be informed promptly.
2. Under no circumstances employ individuals under the age of 15, under the legal minimum age for work or under minimum age for completing mandatory schooling as specified by local laws – whichever is higher.
3. Not engage young persons under the age of 18 in work that is mentally, physically, socially, or morally dangerous or harmful or that interferes with their schooling by depriving them of the opportunity to attend school. Nighttime work is not permitted.
4. Conduct risk assessments to ensure there are clear instructions and safety routines in place for the work executed by minors (workers under the age of 18). The maturity level of minors differs from adults and minors do not have the same ability to evaluate risks and consequences.
5. Have routines in place to prevent the hiring of children, for example by controlling documents or certified copies of an official document which show the worker's date of birth. In countries where this is not possible, suppliers shall implement an appropriate method for evaluating the age of its workers.



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Respect of land rights and marginalised populations

Kavli sees it as paramount to respect the land rights of indigenous peoples and local communities affected by suppliers' operations and procurement practices. We also wish to strengthen the key role of forest dwelling indigenous communities in combating climate change by preserving global forests.

Suppliers shall:

1. Ensure that all dealings regarding property or land of indigenous peoples and local communities, including its use and transfers, comply with the principles of Free, Prior and Informed Consent (FPIC), contract transparency and disclosure.
2. Not contribute to the destruction and/or degradation of the resources and income base of marginalized populations by inappropriate production practices and use of local natural resources, such as claiming large land areas, the unsustainable use of water or other natural resources on which these populations are dependent.

Environmental management

Kavli demands that suppliers have a systematic way of working towards reducing climate and environmental impacts throughout their operations. This includes having near-term targets, plans and programs in place to improve resource use efficiency, reduce greenhouse gas emissions, minimise pollution, and protect biodiversity.

Suppliers shall:

1. Obtain and keep current all required environmental permits, approvals, and registrations.
2. Have a systematic approach to their environmental work, such as ISO 14001 certification or similar.
3. Identify and be able to present an overall assessment of environmental risks and impacts throughout their value-chain.
4. Have near-term targets, plans and programs in place to prevent, mitigate and remediate adverse impacts on climate, surrounding communities, natural resources, and the overall environment. This includes having targets in place for greenhouse gas emissions reductions in line with the Paris Agreement on limiting global warming to 1,5 degrees from, at a minimum, Scope 1 and 2.
5. Evaluate and report on environmental performance at least on an annual basis and provide Kavli with performance data upon request. This includes, at the very least, reporting on Scope 1-2 greenhouse gas emissions in accordance with internationally recognized standards such as the [Greenhouse Gas Protocol](#) or [ISO 1406x series](#).
6. Have objectives and plans in place for increased energy and water use efficiency.



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7. Have objectives and plans in place for material and food waste reduction and reuse/recycling. No waste may be landfilled on site unless for the purpose of recovering energy, and hazardous and non-hazardous waste shall be kept separate.
8. Have a system in place for minimizing – with the ambition to fully phase out – and documenting the use of hazardous chemicals and other substances according to EU REACH Art 57 classification. Alternative chemicals with lower risks to the health and safety of workers and the environment shall be identified and used.
9. Not engender any severe environmental pollution. The local environment at the production site shall not be exploited or degraded. Relevant discharge permits shall be obtained where required. Should any cases of severe environmental pollution arise, Kavli must be informed promptly.
10. Record and act upon environmental complaints.
11. Not use any ozone depleting substances as defined and listed under the [Montreal Protocol](#).

Suppliers should:

1. Have in place, and annually report on, climate targets for Scope 1-2 and Scope 3, respectively. Commitment to the [Science-Based Targets Initiative](#) is seen as an additional merit.
2. Measure and provide data on the carbon footprint of products and services sold to Kavli as well as any underlying method reports such as life-cycle analysis (LCA) reports.
3. Produce an annual sustainability report made publicly available covering climate and additional environmental aspects such as water use, energy use and waste.
4. Be able to demonstrate improvements in environmental performance over the course of the last three years upon signing this CoC.
5. Assess environmental impacts when evaluating operational and structural changes.
6. Keep the use of fossil resources at a bare minimum, such as fossil fuels, groundwater and mineral fertilizers, and actively pursue sustainable, renewable alternatives in terms of both materials and energy sources.
7. Implement circular approaches and solutions in operations and sourcing, such as creating side streams turning waste into new products.
8. Introduce measures restorative to the environment and creating resilience, particularly measures toward climate resilience.



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Business integrity and ethics

Kavli strives to develop a corporate culture characterized by transparency and good judgment. As detailed in our Ethical Guidelines, we have zero tolerance for corruption in all its forms, price-fixing agreements, market sharing or other practices that hamper free competition.

Suppliers shall:

1. Not offer, promise or give any improper benefit, favour or incentive to any public official, international organisation or other third party.
2. Not, directly or indirectly, offer gifts to Kavli employees or persons representing Kavli or anyone closely related to these, unless the gift is of insignificant value. Such gifts must be made openly. Hospitality, such as social events, meals or entertainments may be offered if there is a legitimate business purpose involved, and the cost is kept within reasonable limits. Travel expenses for the individual representing Kavli shall be paid for by Kavli. Hospitality, expenses, or gifts shall not be offered or received in situations of contract bidding, negotiations, or award.
3. Avoid conflicts of interest and ensure non bias from transactions, as well as state any potential such conflicts of interest.
4. Not source materials or products from occupied territory as defined by the United Nations, as well as comply with and not engage with any entities subject to sanctions.

Supplier's responsibility to implement this Code of Conduct in own supply-chains

Suppliers are responsible for the performance of their subcontractors as if it were their own and must make adherence to Kavli's requirements mandatory. This applies to the requirements detailed in this CoC as well as any annex requirements as stated in the General Terms & Conditions / Framework Agreement.

Suppliers shall:

1. Have an established process to communicate and follow up on the requirements of this CoC (including any updates) throughout their supply-chain and require sub-suppliers to adapt management systems and practices to comply with this CoC. Implementation of this CoC is a dynamic rather than a static process.
2. Have in place due diligence processes in accordance with the UNGP, including adequate policies, value-chain risk assessments, risk categorization of sub-suppliers, and follow-up routines. By 2026, we expect suppliers to have a due diligence process in place that is fully aligned with the OECD Due Diligence Guidelines for Responsible Business Conduct.
3. When using subcontractors in connection with a delivery to Kavli, ensure that all links are traceable. If requested by Kavli, the first-tier supplier shall inform Kavli about all second-tier (in some cases also third-tier) suppliers and their manufacturing locations, all the way back to the origin of production.



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Based on this, Kavli shall have the right to map sub-suppliers and publish maps and information on sub-suppliers (name and location of factories and key raw materials).

Suppliers should:

1. Have in place dedicated training and competence development programs to secure that employees have sufficient competence to comply with the CoC.
2. Have certifications of management systems in place or be a member of a control system/buying network (BSCI, SEDEX).

Grievance mechanism

Kavli strongly supports a culture of speaking up for both suppliers and their workers without fear of retaliation against those who report actual or suspected breaches.

Suppliers shall:

1. Provide a grievance mechanism for confidential complaint reporting (whistleblowing) to all workers and affected communities, taking into consideration best practice guidelines (such as UNGP). The system should include confidential reporting channels, such as an online portal or a dedicated telephone line. The existence and scope of this mechanism must be clearly communicated to all workers and their representatives, and all workers must have equal access.
2. Ensure that processes are in place so that that workers who raise concerns and speak up in good faith are protected from retaliation. Issues should be addressed in a timely and respectful manner and include documentation of corrective actions.
3. Register and document any failure to comply with this CoC of which the supplier is aware. Any failure to comply with this CoC of which the supplier is aware should be reported to Kavli as soon as possible. Suppliers, their employees, workers, or contractors may report actual or suspected breaches of this Coc to Kavli by phone or online (see contact information below).
4. Based upon Kavli's investigation of any concern raised, assist with any such investigation, and provide access to any information reasonably requested.

Suppliers should:

1. Regularly monitor and incorporate complaints and incidents into own risk assessment considerations and mitigation measures, as part of the management system.
2. Aim to have an appropriate gender balance in the composition of grievance committees that processes complaints.
3. If remediation is required, devise and inform Kavli of their corrective action and implementation plans and timeline to resolve the breach effectively and promptly.



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Auditing and monitoring

Kavli may conduct inspections and audits to evaluate compliance with this CoC. Kavli reserves the right to use various auditing approaches to this end. Auditing may be conducted via questionnaires, own audits or audits based on known standards. The supplier may also be asked to carry out a separate evaluation of its operations based on this CoC.

Kavli reserves the right to conduct inspections and audits either using Kavli's own personnel or via independent auditors appointed by Kavli. Inspections may be conducted announced or unannounced. Kavli's personnel or an auditor appointed by Kavli shall, if requested by Kavli, be allowed to interview members of the supplier's workforce.

Suppliers must be able to document, through adapted protocols or other documentation, compliance with this CoC and provide Kavli with information to demonstrate compliance if requested by Kavli. Documentation is to be provided as soon as possible upon request. This applies to all stages of the supply-chain including facilities and locations for raw material production, processing, storage, and transport.

Kavli aims to subject all its suppliers to a desk-based audit on sustainability so that Kavli may assess not only inherent risk profiles but also suppliers' performance as well as identify potential non-compliances with this CoC. The desk-based audits come in the form of standardized self-assessment questionnaires (SAQ) in Sedex that are to be completed by supplier staff. Any time and/or costs associated with completing the desk-based audits are to be carried by the supplier.

Suppliers that still come out as high-risk from a desk-based audit will, if requested by Kavli, have to subject themselves to a site-based audit which is to be funded by the supplier. If a follow-up revision is required, the supplier is to assume the associated costs with this revision. A follow-up revision may be requested by Kavli if non-compliances have been identified, to ensure that corrective actions have been taken and that alignment with this CoC has been achieved within an agreed timeframe.

Non-compliance and corrective actions

If Kavli discovers non-conformity between a supplier's practices and the requirements laid out in this CoC, the parties will have a constructive and open dialogue to discuss and prioritize corrective measures. The supplier will be given a reasonable timeframe to implement such measures and improve its practices.

The supplier is expected to do its utmost to carry out corrective measures as soon as possible, and Kavli must be informed of the initiation of such measures, expected progress and completion. Wherever needed, Kavli will seek to provide support and advice to the supplier.

If a supplier is unwilling or unable to carry out corrective measures that are necessary to ensure compliance with this CoC, or if the supplier or any of its subcontractors has committed themselves to a significant breach of the requirements in this CoC in terms of violation of national legislation or international conventions, Kavli reserves the right to terminate the cooperation or agreement with the supplier within a reasonable timeframe without incurring any liability or compensation whatsoever



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towards Kavli. A termination in these cases will take effect from the time when Kavli notifies the supplier in writing of a termination.

Point of Contact

Kavli strives to maintain a transparent business climate as well as high business ethics. We value the safety and respect of all stakeholders affected by our business.

If you would like to report on any concerns or potential breaches of this CoC, please get in contact via Kavli's [whistleblowing system](#). To ensure anonymity, the reporting channel is provided by an external partner, the Whistleblowing Centre. The reporting process is encrypted and password protected. All reports will be processed in confidence and deleted after the matter is concluded.

If you have any questions regarding this CoC, please get in touch with your contact person at Kavli.