

Exhibit D-3 NT's Code of Ethical Conduct for Suppliers

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Norske tog's code of ethical conduct for suppliers

1. Purpose of Norske tog's code of ethical conduct for suppliers

Ethical and responsible conduct by its suppliers is of highest importance for Norske tog (NT).

The purpose of NT's Code of Ethical Conduct (CEC) for Suppliers is to ensure that all suppliers of goods and services to NT are equally aware and obligated by these values.

CEC applies to all of NT's suppliers and sub-suppliers (jointly referred as Supplier).

The Supplier is responsible for his own and any sub-suppliers' compliance with CEC.

CEC is a part of the contract between NT and the Supplier, and violations may have consequences, ref. clause 12.

2. Basic human rights

The Supplier shall ensure that his business does not directly or indirectly violate basic human rights, as set out in UN's Declaration of Human Rights.

3. Child labour

The supplier shall respect and comply with the provisions on child labour in the UN Convention on the Rights of the Child art. 32. and ILO Convention No. 138 on the Minimum Age for Admission to Employment and work and ILO Convention No. 182 on the Worst Forms of Child Labour. The Supplier shall i.e. not in violation of the conventions

- use workers of an age where school is mandatory or that are under the age of 15 years, or
- use workers under the age of 18 years for work at night or work that poses physical danger and/or health risk.

4. Forced labour

The Supplier shall comply with ILO Convention No. 29 on Forced or Compulsory Labour or Forced Labour Convention, and No. 105 Abolition of Forced Labour Convention i.e. by ensuring that the Supplier does not contribute to, and counteracts, forced labour, slave labour and involuntary work. All of the Supplier's employees shall i.e. be at liberty to terminate their employment with a reasonable termination period.

5. Discrimination etc.

The Supplier shall comply with ILO Convention No. 100 on Equal Remuneration Convention and ILO Convention No. 111 on Discrimination (Employment and Occupation), i.e. by ensuring that no arbitrary or illegal discrimination takes place based on sex, race, sexual orientation, political views, or other grounds.

6. Employees rights, wages and working conditions

The Supplier shall comply with ILO conventions No. 87 Freedom of Association and Protection of the Right to Organise on No. 98 on Right to Organise and Collective Bargaining. The Supplier shall i.e.

- ensure respect of national legislation on worker's rights
- ensure respect of legislation on minimum wages
- ensure that his employees or hired workers' rights are respected

The Supplier shall respect legislation on working conditions, i.e.

- requirements on working hours and working environment
- legislation on acceptable remuneration

The Supplier shall ensure that the working environment complies with legal requirements i.e. regarding information on health risk to workers

- requirements in access to safety equipment.

The Supplier shall respect employees and third parties personal data protection, the Suppliers may i.e. not register or monitor employees in violation of legislation in the relevant jurisdiction.

7. Environment

In the event that the Supplier's business is potentially harmful to the environment, or if required by NT, the Supplier shall have a publicly available environmental policy.

The Supplier shall continuously work to achieve the least possible environmental effects of its business, i.e. continuously endeavour to

- reduce use of energy and resources
- reduce any discharges, e.g. by participating in relevant systems for recycling and deposit, etc. of the Suppliers' goods and raw materials
- work for the development of more environmentally friendly solutions.

8. Business ethics

The Supplier shall comply with legislation on all relevant areas, i.e. within the areas of taxes and duties and competition law.

The Supplier shall actively and continuously work to eliminate extortion, corruption and money laundering. The Supplier shall i.e.

- if he has more than 30 employees, or in all events on NT's requests, present a publicly available policy against corruption and ensure that any incident where there is suspicion of corruption is properly investigated,
- implement internal regulations on gifts to employees, etc.,
- comply with general standards on ethical conduct of business, and ensure orderly and transparent conduct of its business,
- comply with requirements of legal competence, and report on any instance of possible legal incompetence, ref. clause 9.

9. Anti – corruption and bribery

The Supplier and his directors and employees shall comply with any applicable anti-corruption and anti-bribery laws, including the Norwegian Penal Code and any other anti-corruption or anti-bribery laws in effect where the Supplier conducts his business.

10. Inspection and reports

NT shall have the right to perform all inspections at the Supplier's and its sub-suppliers' premises that are necessary to verify that CEC are complied with.

The Suppliers shall immediately report any violation of CEC that the Supplier detects in his own or his sub-suppliers' business.

The Supplier shall immediately carry out necessary actions to remedy the relevant violations.

The Supplier shall immediately report to NT in the event of a possible conflict of interest between NT and a third party with which the Supplier has a business relationship, or owns, is owned by or has a joint ownership with.

11. Information to employees and sub-suppliers

The Supplier shall provide employees and sub-suppliers with the necessary introduction to CEC, so that all participants in any work done for NT shall have information and understanding of the CEC.

12. Consequences of breach

Violations of CEC shall be regarded as material breach of contract and may result in i.e.

- termination of the contract by NT, ref. clause 9 of the contract, and
- exclusion of the Supplier from qualification as a supplier to NT.