

AKASTOR 

2016

CORPORATE
RESPONSIBILITY
REPORT



ABOUT THIS REPORT

This report constitutes the corporate responsibility report for Akastor ASA and covers the 2016 fiscal year. In this report, Akastor presents its approach to corporate responsibility as well as the implementation, activities and performance of Akastor and each of its portfolio companies in 2016. The purpose of the report is to support Akastor's primary stakeholders — shareholders (existing and potential), customers of its portfolio companies and employees of the Akastor group — in gaining insight into activities related to corporate responsibility at Akastor. The report aims to provide a balanced picture of the opportunities and challenges Akastor meets in this area and how it seeks to manage them.



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COMPANY PROFILE

Akastor ASA is a Norwegian oil-services investment company with a global portfolio of industrial holdings and other investments. Akastor ASA and its portfolio companies (hereinafter jointly referred to as “Akastor”) are organized as independent stand-alone companies responsible for all aspects of their own operations. Aker Kværner Holding AS, which is owned by Aker ASA and the Norwegian government, is the largest shareholder of Akastor with a shareholding of 40.27 percent. The Akastor shares are traded on the Oslo Stock Exchange under the ticker AKA. The Akastor portfolio had in 2016 revenues of about NOK 5 310 million, EBITDA of NOK 69 million and 2 702 employees worldwide at year-end.

Akastor AS comprises 21 employees, based at Fornebu near Oslo, Norway. Akastor has a range of strategic, operational and financial value-creating measures at its disposal, including operational improvements and organic growth, acquisitions and divestments, and financial measures. The aim is to maximize the value potential of each portfolio company by clarifying their business models, capitalizing on their market positions and strengthening underdeveloped areas of value creation.





Our experience shows that systematic focus on non-financial indicators such as good governance, high integrity and sustainable business models adds robustness to our businesses, increasing shareholder value over time.



Kristian Monsen Røkke
CEO

A REVIEW OF 2016

Transactions

Akastor executed several transactions in 2016, including the divestment of Managed Pressure Operations (MPO), Frontica Business Solutions and Fjords Processing. A joint venture was created owned by AKOFS Offshore and Mitsui/ Mitsui O.S.K. Lines, and an agreement was reached to join Frontica Advantage with NES Global Talent (completed in January 2017). These transactions have strengthened Akastor's financial position, and focused its portfolio of companies.

Continued Adjustments

As a result of the challenging market conditions, Akastor's portfolio companies have had to implement downsizing and cost base adjustments in 2016. Some adjustments will still be necessary in 2017, but Akastor believes the portfolio companies have implemented the most significant adjustments, and are now better prepared for the future.

With reduced activities in their traditional markets and business areas, the portfolio companies have focused on adjusting their service offerings and business models as well as expanding their customer base and exploring new regions. New operating structures and new jurisdictions may represent additional integrity and commercial risks, and Akastor has cooperated with the portfolio companies to ensure that these risks are addressed by implementing robust and responsible operating procedures in all areas of operations.

Zero Tolerance for Corruption

Akastor has zero tolerance for corruption, and this remained a key focus in 2016. This approach strengthens the portfolio companies' position in the market. The companies regularly operate in high risk markets, but take pride in knowing and understanding the selected business partners, communicating and sharing the zero tolerance policy, and asking questions where there are elements of business that they don't fully understand. Akastor's goal is to never compromise on integrity and to choose the robust approach towards the future.

DRIVING VALUE THROUGH ETHICS

Ethical Commitment

Within its corporate responsibility efforts, Akastor is focused on the environmental, social and governance areas that builds financial and non-financial value in the portfolio companies. Akastor focuses on working against corruption, caring for health and safety, respecting human rights and minimizing adverse impact on the environment. Through the Akastor Integrity Policy, it requires each portfolio company to implement a corporate responsibility strategy based on these main priorities. Akastor will continue its work with the portfolio companies to address the focus areas in 2017.

Akastor's Code of Conduct constitutes the most important guideline for corporate responsibility and integrity in Akastor. The Code of Conduct describes the group's commitments and requirements to business practices and personal conduct. The Code of Conduct is mandatory and applicable to all employees, hired-ins and other representatives of Akastor and any of its portfolio companies. The Code of Conduct is available for download from the company website, www.akastor.com. The Akastor Integrity Program is outlined in the Akastor Integrity Policy and supports the implementation of the Code of Conduct by describing the processes that must be in place in all the portfolio companies to manage integrity risks.

Akastor requires its portfolio companies to align with the corporate responsibility principles of the UN Global Compact, the United Nations Convention against Corruption, the Universal Declaration of Human Rights, the UN Guiding Principles for Business and Human Rights, as well as the ILO

Declaration on Fundamental Principles and Rights at Work. These international principles guide the Akastor Code of Conduct and Integrity Program and provide the overall framework for the corporate responsibility efforts in the Akastor group.

Operating Model

Each Akastor portfolio company conducts its own risk assessment, establishes a process and work flow for risk management; and reports its risk mitigating activities to the portfolio company's board of directors. Akastor is represented in all portfolio company boards and also asserts its ownership through day to day interactions and follow up on business and governance issues.

Akastor's Legal and Compliance function supports and monitors policy implementation of Akastor's Code of Conduct and Integrity Program through continuous dialogue with the portfolio companies, quarterly compliance status reports and by undertaking reviews of portfolio company operations. Certain business activities require approval from Akastor Legal and Compliance before they are carried out. Each portfolio company has appointed a compliance officer who oversees the implementation of the Akastor Integrity Program, and is the main contact person for day-to-day compliance and integrity assessments and discussions.

Activity and progress in the work with integrity and corporate responsibility in Akastor is reported quarterly by the management to the Akastor Board of Directors and its Audit Committee.



2 702

employees worldwide (FTE)

5.3 NOK billion

total revenues

AKASTOR GROUP KEY FIGURES (continuing)¹

	2016	2015
Total revenues (NOK million) ²	5 310	9 983
EBITDA (NOK million)	69	567
PEOPLE		
Employees incl. hired-ins (FTE) ³	2 702	4 069
Female / Male (%) ⁴	18 / 82	19 / 81
INTEGRITY		
Integrity classroom training (%) ⁵	85	77
Code of Conduct e-learning (%) ⁶	86	79
On-site compliance reviews (%) ⁷	33	4
Whistleblowing reports ⁸	22	24
ENVIRONMENT		
Energy used (MWh) ⁹	61 900	95 500
Energy intensity (MWh per million hours worked) ¹⁰	10 400	10 100
CO ₂ emissions (tonnes) ¹¹	17 200	25 900
CO ₂ emissions intensity (tonnes per million hours worked)	2 900	2 700
Total waste (tonnes) ¹²	3 500	3 100
Recycling factor (%)	89	77
Hazardous waste (tonnes)	200	400
HEALTH AND SAFETY		
Lost Time Incident Frequency (LTIF) ¹³	1.2	0.7
Total Recordable Incident Frequency (TRIF) ¹⁴	1.9	1.6
Fatalities incl. subcontractors	0	0
Sick leave (% of hours worked)	2.8	2.4

¹⁾ Following agreements to divest Managed Pressure Operations (MPO), Frontica Business Solutions, Fjords Processing, and the transaction involving Frontica Advantage, these operations have been classified as discontinued operations, and excluded from the group's key figures. The figures referred to in this report are related to continuing operations and historical comparative figures have been restated accordingly.

²⁾ The reduction is mainly due to lower activity and weaker market conditions in the industry.

³⁾ Includes approximately 100 contractors.

⁴⁾ The reported figure is based on permanent employees (2602 people).

⁵⁾ The participation rate is calculated as percentage of target group. The target group includes all managers and staff who interact with business partners, comprising 81 % of all employees.

⁶⁾ The participation rate is calculated as percentage of target group. The target group includes all managers and office-based employees with PC, constituting 74 % of all employees. The 2015 figure includes participation in the Zero Tolerance anti-corruption e-learning campaign.

⁷⁾ The figure is accumulative and includes % of entities/country operations (>10 FTE, totally 27) that have been target of compliance review in 2015 or 2016 by Akastor's or the portfolio company's compliance function. Akastor considers that the increased review activity has been valuable and aims to continue this focus in 2017.

⁸⁾ Number of concerns reported to the whistleblowing channel.

⁹⁾ The reduction in energy use is due mainly to reduced activity levels in 2016.

¹⁰⁾ Hours worked in 2016: 5.9 million and 2015: 9.5 million. The intensity figure has increased slightly due to reduced hours worked in 2016, while some energy intensive operations and buildings have remained constant.

¹¹⁾ GHG Protocol standard is used to calculate tonnes CO₂ emissions; the 2016 figures are Scope 1: 11 500 and Scope 2: 5 700.

¹²⁾ Increased due to disposal of selected stored items at KOP's base in Nigeria.

¹³⁾ Seven lost time incidents in 2016. The reported figure is calculated using incidents per million hours worked and includes subcontractors.

¹⁴⁾ Eleven recordable incidents in 2016. The reported figure is calculated using incidents per million hours worked and includes subcontractors.



Photo: Rolf Estensen



INTEGRITY PROGRAM

The Akastor Integrity Program is mandatory across the Akastor group and is outlined in the Akastor Integrity Policy. It supports the Code of Conduct by outlining requirements to processes and controls that must be in place to manage integrity risks. The Akastor Integrity Program describes requirements to integrity training, due diligence and know your customer requirements, approval procedures, requirements to supply chain management and to building a culture where dilemmas can be brought up and discussed. Akastor improved on its integrity parameters in 2016, due to a continued significant focus on training, review and monitoring.

Integrity Training and Awareness

Strong integrity is a valuable safeguard against corruption and unethical conduct, and is a key pillar in a sustainable, value-driving business. Education and awareness are in place throughout Akastor to ensure that managers, directors, employees, hired-ins, and other representatives of Akastor recognize integrity risk and know when to raise a concern and how to respond to non-acceptable practices. This is achieved through dilemma based classroom training and e-learning. All portfolio companies continued the implementation of the integrity training program in 2016. From 2017, e-learning refresher training on Code of Conduct will be implemented yearly for all employees in the target group.

In addition to the standard training programs, specific and ad hoc training is implemented to ensure competence in relevant employee and management groups in areas such as sanctions training and monitoring of third party representatives engagements.

Restricted use of Third Party Representatives

Working with third party representatives may constitute a potential integrity risk. Akastor has had a restrictive approach to third party representatives for several years and continued its focus on monitoring and minimizing the use of such engagements in 2016. Portfolio companies that require the use of sales agents or other third party representatives are required to implement strong controls, such as in-depth due diligence; integrity training; and monitoring of services and payments.

Country Risk Evaluations

In order to enable robust operations in high risk countries, Akastor maintains a "Country Watch List" which prescribes different risk assessment and approval procedures for countries according to their risk level.

Through these due diligence procedures, the portfolio companies build increased awareness of potential risks, such as corruption risks, risk of sanctions and trade embargoes,

human rights impacts and environmental risks. With this, they are better positioned to address such risks at an early stage, or withdraw from the business if necessary.

Whistleblowing

Whistleblowing is an important channel for receiving information about undesirable conditions so that they can be corrected. All employees in Akastor are required to report breaches of the Code of Conduct, and Akastor encourages reporting of any concerns pertaining to potential breach of law or ethical standards. Employees are encouraged to report concerns to the line manager, compliance officer, top management or the whistleblowing channel.

Akastor's whistleblowing channel is available for reports relating to all Akastor portfolio companies. All notifications reported are received by Akastor's Legal and Compliance function and investigated in accordance with the Akastor Whistleblowing Investigation Procedure. The whistleblowing process is monitored by the Akastor Board of Directors and its Audit Committee.

During 2016, Akastor received a total of 22 whistleblowing notifications (continuing operations). This is a slightly lower figure than the previous year, probably due to the reduction in the work force. All notifications received in 2016 have been investigated and resolved. Most notifications received were allegations concerning office environment and management issues, and a few cases related to suspicions of conflict of interest, fraud or corruption. Akastor will continue to foster awareness of the whistleblowing channel and ensure strong investigation procedures in 2017.

Compliance Reviews

Akastor's Legal and Compliance function regularly undertakes on-site compliance reviews to assess and give feedback on the implementation of the Akastor Integrity Program in the portfolio companies. The reviews strengthen the implementation of the Akastor Integrity Program through defined follow-up activities, and also provide extended insight into relevant business risks and challenges. Akastor implemented compliance reviews in 2016 of operations in UK, UAE (Dubai and Abu Dhabi), Singapore, Norway, Nigeria and Indonesia. In addition, the portfolio companies perform their own review activities, such as internal compliance reviews; audits of suppliers and third party representatives; and investigations related to whistleblowing reports.

ENVIRONMENTAL IMPACT

Akastor works to ensure that its portfolio companies implement strategies to reduce adverse impact on the environment, caused by their products or their operations. Akastor's portfolio companies also aim to be in a position to support its customers in their managing of environmental risks. Akastor requires each of its portfolio companies to set goals and strategies for their environmental impact, which are monitored by its board of directors.

As a group, Akastor reduced its energy consumption in 2016, while it increased energy use per hour worked. Low market activity has been the main cause of the reduction in use of energy (MWh) and CO₂ emissions. The increase in energy intensity is due to some fixed assets and buildings having constant energy consumption despite reduced utilization. The goal is to reverse this trend in 2017.

Supporting Sustainable Operations

Most of Akastor's portfolio has a role to play in reducing environmental risk or impact of the oil and gas sector. MHWirth's key environmental goal is to provide leading technology and products which reduce the adverse environmental effects of MHWirth's and the customers operations. For example, MHWirth's waste management system provides for safe transport and handling of cuttings, the broken bits of solid material removed from a borehole, and can be integrated into third party equipment to facilitate the operations.

AKOFS Offshore operates with annual goals for environmental protection. Each vessel develops a local environmental program with actions to meet these goals. The key environmental goal for the company's offshore operations in 2016 was to have no recordable incidents with oil spills to sea. This goal was successfully achieved, supported by a new monitoring and registration system for potential spill point and drains. Preventing oil spills has also been a focus in the conversion and outfitting of the vessel Aker Wayfarer, which will commence a new contract for work for Petrobras in Brazilian waters in 2017.

Wellhead equipment produced by KOP plays a significant role in the containment of flow pressure to safeguard personal safety and reducing the risk of oil spills. KOP's equipment has been designed, developed and manufactured in conformance with the highest environmental standards. For meeting such environmental standards, KOP has obtained American Petroleum Institute (API) 6A and American Petroleum Institute (API) Q1 equipment and quality qualifications which certify that KOP's equipment will meet the quality and reliability standards required by the oil and gas industry.

STEP Oiltools, providing drilling waste management products and services, has in cooperation with its partners and other specialty suppliers developed a package of equipment and services, which ensure that drill cuttings and fluids can be effectively contained, handled, treated, and disposed of with minimal environmental impact.

Cool Sorption is a leading provider of Vapour Recovery technology for the downstream oil and gas segment and thereby supporting reductions in emissions to the air. VOC vapours, for example gasoline or benzene, are harmful to the environment and strict regulations apply for such emissions. Vapour Recovery also provides economic benefits in many cases, where the recovered product can be resold. The company has a long history in solving most complex Vapour Recovery cases and has delivered the largest vapour recovery units (VRU) that are in operation today. This has had a positive impact on the environment and local communities over the last three decades, where harmful emissions have been reduced, while at the same time reducing waste of valuable products.

Reducing Consumption

Akastor's investment portfolio consists of companies that manage their operations in a way that aims to limit the potential negative impact on the environment. All Akastor companies work to conduct their operations with efficient use of materials and energy, and with minimum waste and damage to the environment. This approach also reduces costs of materials, energy and waste disposal.

The companies seek to ensure that products can be recycled or safely disposed of, and measure the environmental footprint of their operations. An example of this is MHWirth's green designs on equipment and the use of bio oil on equipment, rather than other more toxic oils. AKOFS Offshore has since its establishment run offshore operations in line with environmental requirements of oil companies and operators; national and international environmental legislation; and the requirements of the ISO 14001 environmental management system.

Recycling is a key focus in the Akastor portfolio. The recycling factor of the group is 89%, mainly driven by KOP's ability to recycle 99% of its waste materials. AKOFS and MHWirth both had targets to exceed 80% recycling factor in 2016, and reached their goals by 80% and 82% respectively. Step Oiltools, Cool Sorption and First Geo generate limited volumes of waste from their operations as they are mainly service driven. The companies will continue to focus on waste recycling and improved recycling efforts.



Photo: Rolf Estensen

WORKING ENVIRONMENT

Akastor believes that value is created when people are motivated, engaged and allowed to challenge themselves in a safe and healthy working environment. All Akastor portfolio companies strive to protect the health, safety, human rights, and well-being of their workforce. In particular, HSE is a key priority for Akastor businesses.

Restructuring and Downsizing

2016 was a challenging year for several of Akastor's portfolio companies. The demand in the oil and gas market remained low. It has been important for the companies to restructure their organizations in order to improve efficiency and to reduce their cost base. MHWirth had to reduce its workforce by approximately 1 150 employees in 2016, down to a team of 1738 employees. KOP also had to reduce its workforce by approximately 200 employees, and today has a team of 488 employees. The downsizing processes were conducted in line with relevant local legislation, with focus on professional processes, and in consideration of the people involved. Redundant personnel in MHWirth Norway have been offered professional outplacement services that provide help in searching for new jobs. Some organizational adjustments may still be necessary in 2017, depending on the market conditions, but the most significant adjustments are completed and the Akastor companies are now better prepared for the future.

Working with Trade Unions

Akastor and all portfolio companies acknowledges all its employees' right to form and join trade unions of their own choice, and works to ensure that its global operations are free from harassment, discrimination and use of child or forced labour.

Akastor is also committed to follow the Global Framework Agreement entered into by Aker with the trade unions Fellesforbundet, IndustriALL Global Union, NITO and Tekna on 17 December 2012. The agreements builds on and continues the commitment from the previous framework agreements signed in 2008 and 2010, and outlines key responsibilities in relation to human and trade union rights. The parties commit themselves to achieving continuous improvements within the areas of working conditions; industrial relations with employees; health and safety standards at the workplace; and environmental performance.

Equality and Diversity

The Akastor's portfolio companies have a world-wide presence and the employees represent a multitude of nationalities and cultural backgrounds. Akastor works to ensure that all employees can expect a workplace free from harassment and discrimination.

A high proportion of the employees in Akastor portfolio companies are male. All portfolio companies regularly assess whether they live up to the principle of equal pay for equal work and no significant differences have been identified.

Health and Safety

Each Akastor portfolio company works to ensure safe working conditions for its employees, and bring this core value and a commitment to its customers, employees and business partners. The portfolio companies have implemented occupational Health, Safety and Environment (HSE) management systems, policies and procedures and work to ensure that HSE is an integrated part of the companies' culture. All portfolio companies have dedicated resources to follow up the HSE work conducted at all the portfolio companies' sites.

Some Akastor portfolio companies had an increase in the total recordable incident frequency (TRIF) in 2016, and are now monitoring its incidents and the global development trends in this area closely, continuously keeping the employees' safety the highest priority. KOP reached its goal with zero accident and had no lost time or recordable incidents. No fatalities occurred in any of the companies or its sub-contractors working for the group.

The portfolio companies achieved various recognitions in managing occupational HSE risks in 2016. KOP received recognitions, for example for operation of heavy machineries and work undertaken in challenging offshore environments. One such recognition, the Sistem Manajemen Keselamatan & Kesehatan Kerja (SMK3) was awarded by the Indonesia Ministry of Manpower to the company's manufacturing facility, PT KOP Surface Products at Batam Indonesia for its good safety records and compliance with the Indonesian Government safety regulations. MHWirth UK and Erkelenz service engineers received an award from a customer for the team's work ethic and excellent attitude to HSE safety rules. AKOFS Offshore was awarded the marine management certifications (ISM/ISPS/MLC) for the Aker Wayfarer vessel, while Step Oiltools was awarded the BIZ Safe, Star rating. BIZ Safe is a five-step program initiated by the Workplace Safety and Health Council (WSHC) in Singapore.



GLOBAL IMPACT

Global Portfolio

Akastor portfolio companies are active on six continents and serve customers based in more than 20 countries. The divestments of key businesses in 2016 have resulted in a presence at fewer locations, but the portfolio is still highly global. The portfolio companies are integral participants in the countries and regions in which they operate, and are often important contributors in local communities. Akastor's goal is that its portfolio companies contribute positively in the societies where they are active, and that they do their utmost in protecting, respecting, and contributing positively towards human rights.

Supply Chain

Akastor strives to ensure that all activities in the supply chain focus on integrity and the principles described in our Code of Conduct. As a tool in this respect, Akastor has prepared a Supplier Declaration which outlines key requirements to ethical conduct, respect for environment and human rights, and compliance with HSE requirements. The Supplier Declaration is used throughout the investment portfolio. The supplier selection criteria also mandate quality, on-time delivery, fulfilling customer requirements, appropriate competition and equal treatment of suppliers.

MHWirth, AKOFS and KOP use the Supplier Qualification and Information System (SQIS) to manage supplier selection processes while other portfolio companies use other management processes for approving suppliers, tailored to their needs. Before any supplier can be qualified, it has to complete a questionnaire regarding HSE, quality, integrity and

human rights; sign and agree to the Supplier Declaration and pass a due-diligence screening. All portfolio companies have KPIs measuring the supplier's performance, and suppliers not performing according to the requirements will be audited and followed up.

Local Commitment

Akastor has an international portfolio and a widespread local presence. Its social development goal is to safeguard that the value derived from operations also benefits the societies in which the company has a presence. In 2016 the companies continued their focus on local content, regional production requirements and local expertise.

MHWirth aims to benefit from its global reach to support local and regional goals in order to develop skills across functions and regional borders. For example, MHWirth's aftermarket division (Drilling Lifecycle Services) re-assigns local service engineers to work with the company's most experienced technicians at other locations. This advances the company's international training environment and sharing of best practices.

At KOP's main production facilities at Batam, Indonesia, the team has had a strong focus on reaching out to the local community, for example by donating food and basic school materials to poor families and orphanages. Blood donation events have been arranged annually at Batam since 2009. In 2016, the company once again partnered with Red Cross Indonesia in running this event, and received a record amount of blood donated by the company's employees.

COUNTRY	EMPLOYEES including hired-ins (FTE) ¹	REVENUES NOK million ²	COUNTRY	EMPLOYEES including hired-ins (FTE) ¹	REVENUES NOK million ²
Australia	21	91	Nigeria	30	12
Azerbaijan	64	216	Netherlands	2	0*
Brazil	225	270	Norway	949	2 904
Canada	1	9	Pakistan	67	21
China	24	1	Russia	43	76
Denmark	26	73	Singapore	176	498
Germany	353	359	Thailand	154	156
India	59	0*	UAE	29	113
Indonesia	285	33	UK	52	134
Kazakhstan	3	0*	USA	95	322
Malaysia	44	22			

* Internal revenue only

¹ The locations of employees and hired-ins under contract are based on the location of the company where they were employed as of 31 December 2016 (continuing operations).

² Revenue figures by country include internal and external revenues and are based on location of the company in which the revenue is recognized. Intercompany sales are subtracted (as "eliminations") to present external revenues in the income statement

REPORTING PRINCIPLES

This report describes the corporate responsibility approach and activities of Akastor ASA and its investment portfolio in 2016. The report should be read in conjunction with Akastor's Annual Report for 2016 to give the fullest picture of our business and how Akastor creates value.

Following agreements to divest Managed Pressure Operations (MPO), Frontica Business Solutions, Fjords Processing, and the transaction involving Frontica Advantage, these operations have been classified as discontinued operations, and excluded from the group's key figures. The figures referred to in this report are related to continuing operations and historical comparative figures have been restated accordingly.

The corporate responsibility report builds on our own analysis of stakeholder expectations. This analysis has not been validated by stakeholders. The information presented about corporate responsibility activities and Key Performance Indicators (KPIs) is based on reporting by Akastor's portfolio companies.

This report is intended to make Akastor and its portfolio companies compliant with the corporate responsibility requirements of the Norwegian Accounting Act. The report has been prepared with inspiration from the Global Reporting Initiative (GRI) Sustainability Reporting Guidelines, the UN Global Compact's guidelines for communicating on progress and the Oslo Børs (Oslo Stock Exchange) guidance on reporting of corporate responsibility.

The report covers the activities of the holding company Akastor ASA and its portfolio of companies, based on the accounting principle of operational control. Shares of profit from associates (20-50 percent ownership) and jointly controlled entities are included in the reported figures.



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