



ANTI BRIBERY POLICY



ANTI BRIBERY AND CORRUPTION POLICY

ZERO TOLERANCE TO BRIBERY AND CORRUPTION

The Tentamus Group Companies are committed to conducting their business with honesty and integrity in all aspects, and are therefore committed and adhere to a zero-tolerance approach towards any form of bribery and corruption.

SCOPE OF THE POLICY

The Policy applies across all Tentamus Companies and to all of their Directors and employees. This also applies to any third party who engages with or performs work for, on behalf of one or more Tentamus Companies. The Policy is to set a general standard applicable to all Tentamus Companies. It does not override requirements of local law; whenever local law specifies stricter requirements than this Policy, local law shall always prevail.

WHAT IS TENTAMUS GROUP'S POLICY?

Bribery, either as a giver or as a receiver, by any person or business in the Tentamus Group globally is completely prohibited. You must also not make facilitation payments.

There is a zero-tolerance approach towards any form of bribery and corruption.

There are no exceptions, whether for local practice or otherwise. Breach of this policy will result in disciplinary action up to and including dismissal. It will be considered to be a breach of policy if a manager tolerates and / or fails to report a breach by an employee reporting to him or her.

TENTAMUS GROUP CODE OF CONDUCT STATES:

We will not give, offer or accept bribes, whether in cash or otherwise, to or from any third party, including but not restricted to government officials, clients, agents, brokers or their representatives.

We will collectively ensure that staff understand this policy through communication, training and by example from the Group Management teams.

WHAT IS A BRIBE?

Bribery is a prohibited concept defined in a number of national and international laws, including but not limited to the Foreign Corrupt Practices Act 1977 („FCPA“) in the US and the UK Bribery Act 2010 in the UK (the „UK Bribery Act“), most of which have extra-territorial reach. Bribery is defined as:

- giving, offering, promising, requesting, agreeing to receive, authorising or receipt or acceptance of anything of value, which need not be financial, including any payment, gift, loan, fee, reward, recommendation, referral or other advantage to or from any person or entity, in order to:

- influence the person or entity corruptly or improperly in their actions or inactions, whether in their exercise of duty or otherwise; or
- gain any commercial, contractual, regulatory, personal or other improper advantage.

Bribery can be direct or indirect through third parties, and bribery can occur between private parties as well as where there is a government official.

Examples of bribery include, but are not limited to:

- bribery to secure or keep a contract;
- bribery to secure an order;
- bribery to secure advantageous tax or customs treatment;
- bribery to use a particular product, supplier or service provider;
- bribery to recommend or refer a particular product, supplier or service provider (including but not limited to kick-back arrangements);
- bribery to gain any advantage over a competitor;
- bribery of a local, national or foreign official to secure a contract;
- bribery to falsify a test report; and
- bribery to obtain a permit, licence or certificate.

Bribery:

- is not limited to offering money – it can include anything of value, including but not limited to inappropriate gifts, favours, entertainment and hospitality or employment;
- is not limited to offering something of value to government officials – any person or entity in the private sector can be subject to a bribe;
- is not limited to offering or giving bribes, it can include receiving money, employment or other things of value;
- may be committed by the use of charitable or political donations, offers of employment or the use of various kinds of sponsorship; and
- includes facilitation payments, which are small payments made to government officials to expedite or secure performance of a non-discretionary, routine government action, for example approving licensing applications, granting permits or applying customs or tax treatment.

BRIBERY – EXAMPLE ‘RED FLAG’ SCENARIOS

The following is an example list of possible red flag scenarios which may raise concerns relating to anti-bribery laws. The list is not intended to be exhaustive and is for illustrative purposes only.

- If you encounter any of these red flag scenarios while working for a Tentamus Company, you must report them promptly to your Country Manager and/or Tentamus Group, or use the EthicsPoint secure whistleblowing platform to raise any genuine concerns;
- you become aware that a third party dealing with a Tentamus Company engages in, or has been accused of engaging in, improper business practices;
- if any third party unreasonably refuses to divulge adequate compliance information during due diligence processes;
- you learn that any third party with which a Tentamus Company has or plans a business relationship has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having (or claims to have) a ‘special relationship’ with foreign public officials or representatives of state-owned entities;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with the relevant Tentamus Company or carrying out a government action on its behalf;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to ‘facilitate’ a service;
- a third party requests excessive gifts, invitations or hospitality before commencing or continuing contractual negotiations or provision of services with the relevant Tentamus Company;
- a third party requests that a payment is made to ‘overlook’ potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;

- a third party requests that you make a political contribution or donation to the party or charity of their choice before agreeing to provide a service to, or undertake a business relationship with the relevant Tentamus Company;
- you receive an invoice from a third party that appears to be non-standard, customised and/or does not comply with the contractually agreed terms;
- a third party refuses to put terms agreed in writing;
- you notice that a Tentamus Company has been invoiced for a commission or fee payment that appears large or unusual given the service stated to have been provided;
- a third party requests or requires the use of an agent, advisor, intermediary, consultant, distributor or supplier that is not typically used by or known to the Tentamus Company; and
- you are offered an unusually generous gift or offered lavish hospitality by a third party.

Bribery is illegal. We must not make, pay or receive any bribes.

ADVISORS / THIRD PARTY RELATIONSHIPS

There is a general prohibition on the use of ‘Advisors’.

This is not restricted to a narrow definition of an “Advisor”. It applies to any business relationship that has an inherently higher risk of bribery or corruption, including agents, and any consultancy to assist with the pitch processes.

It is imperative that staff know who they are doing business with:

For example:

- what services are offered;
- is the remuneration appropriate;
- are you confident that none of that remuneration will be paid illegally to other parties – i.e. a corrupt payment or a bribe;
- is the third party free from a history of bribery or corruption;
- is the third party a related party that could cause a conflict of interest (whether to an employee involved in the contract or to a potential client if the third party is being engaged to assist in a pitch process)?

Where a Tentamus Company uses third parties including but not limited to advisors, consultants, agents and partners (referred to as „Advisor“) to assist with business, the following must be performed:

- comprehensive background checks (including but not limited to checks to highlight any previous unethical behaviour) on the Advisor must be performed before entering the business relationship;
- in-person due diligence interviews with the Advisor should be performed before entering into the relationship if this is determined appropriate to the risk of the work performed by the Advisor;
- the Country Manager and/or Tentamus Group must provide prior approval in writing before entering the relationship – depending on the nature of the relationship and services;
- the Advisor must accept and sign our Vendor Code of Conduct adhering to our Code of Conduct rules of engagement;
- the Advisor must not take any action for or on behalf of the Tentamus Company prior to entering into a contract; and
- the contract with the Advisor should include the following items:
 - clearly define the scope of work and deliverables;
 - clearly define the length of the engagement (which must not exceed 2 calendar years without following a formal renewal process);
 - append a copy of the signed Vendor Code of Conduct;
 - explicitly state that bribery is forbidden in any form;
 - include appropriate representations and warranties concerning compliance with applicable anti-bribery and corruption laws;
 - require the third party to issue annual certifications in respect of compliance with applicable anti-bribery and corruption laws;
 - include termination rights for the contracting Tentamus Company in the event of breach of bribery related representations and warranties and/or the Vendor Code of Conduct;

- include rights for the contracting Tentamus Company to audit the Advisor to assess compliance with the contract and the Vendor Code of Conduct; and
- require the Advisor to provide regular updates on the nature and extent of the work performed on behalf of the Tentamus Company.

FACILITATION PAYMENTS

Facilitation payments, also known as „grease payments,“ are small, unofficial payments, typically made to government officials to expedite or secure the performance of routine actions they are already obligated to perform.

Examples of facilitation payments include:

- payments to speed-up the receipt of a visa for travel or for an expatriate;
- payments to customs officials to reduce the time it takes for goods to be released.

Facilitation payments are strictly prohibited in all circumstances. The prohibition to a bribe in this policy also equally applies to facilitation payments.

GIFTS / ENTERTAINMENT / HOSPITALITY

The giving or receiving of gifts, entertainment or hospitality could be deemed as bribery if:

- (a) its timing is coincidental with an important business decision involving the two parties;
- (b) it is of such a value that it could be perceived as influencing decision making; or
- (c) is so frequent that it could be perceived as influencing decision making.

It is important to recognise that the benchmark by which these criteria will be judged is "what would a reasonable person think?" – and that means perception is as important as the underlying facts.

Gifts and entertainment / hospitality in the ordinary course of business are permitted by Tentamus Group as long as they are not excessive either in value or volume and are not associated with a business decision (awarding a contract for example).

Gifts and entertainment / hospitality require documented pre-approval from Country Managers and/or Tentamus Group for items over a certain de-minimis level set appropriately for the local market, but in any event not more than

the equivalent of EUR200 per person; and this should be formally documented in the local Country Gift and Entertainment Register if it exceeds this limit, and this Register needs to be maintained locally.

You must not accept any gifts, entertainment or hospitality from third parties which is given with an intent to obtain an improper advantage or which gives the appearance of an intention to obtain an improper advantage. It is never acceptable to accept cash or a cash equivalent.

For the avoidance of doubt, you are strictly prohibited from accepting or giving gifts, entertainment or hospitality from a third party in the following situations:

- (d) it is made with the intention of improperly influencing a third party including in respect of obtaining or retaining business, gaining business advantage over a competitor, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favourable treatment or benefits;
- (e) it is given or received in your name and not in the name of the Tentamus Company that employs you;
- (f) it includes cash or a cash equivalent (such as gift certificates, stored-value cards or vouchers);
- (g) it is of an inappropriate type or value or given at an inappropriate time (e.g. during or after a competitive tender process); or
- (h) it is given secretly and not openly.

If you want to accept an invitation to an ordinary, proportionate and appropriate hospitality event which has significant business content, such as a group conference or training seminar, you must first seek prior written approval from the Country Manager prior to confirming your attendance.

If you are invited to attend a group meal as part of the hospitality event, you must only attend if it is offered to all participants and in each case as a courtesy to the host organisation only. You must never attend if the invitation is made with the intention to obtain an improper advantage or may give the appearance of an intention to obtain an improper advantage.

No gifts, entertainment or hospitality of any nature or value should be given to government officials or officials representing state-owned organisations or enterprises without prior written approval from your Country Manager and/or Tentamus Group.

CHARITABLE GIFTS AND CONTRIBUTIONS

Charitable gifts, contributions and patronage (including but not limited to donations and sponsorship), whether monetary or non-monetary cannot be made using funds belonging to a Tentamus Company unless pre-approved in writing by the Country Manager and Tentamus Group.

POLITICAL CONTRIBUTIONS

The contribution of Tentamus Company funds or the use of Tentamus Company assets or facilities for the benefit of political parties or candidates in any country or for any lobbying practice is strictly prohibited.

CONSEQUENCES OF BRIBERY

If any employee, Director or other person acting for or on behalf of any Tentamus Company is found to have committed an act of bribery, the individual may face punishments including but not limited to imprisonment and/or monetary penalties, which will not be funded by the Tentamus Company. Further, where a Tentamus Company concludes that an act of bribery has been committed, the individual will also be subject to disciplinary action up to and including termination of employment or other contractual relationship with the Tentamus Company. These actions may also be applied to other individuals who condone or fail to report an act of bribery.

In addition to the above, if an individual is found by a court of law or regulator to have committed an act of bribery, the Tentamus Company could, amongst other things, be punished with a substantial fine, or be prevented from tendering for Government contracts and potentially face trade and license restrictions. Directors and Executives of the Tentamus Company may also be held personally liable for breaches committed by individuals, potentially facing significant fines and/or imprisonment.

As local law on bribery often has extra-territorial reach (e.g. the US FCPA, and the UK Bribery Act), acts of bribery may be prosecuted and fined in multiple countries.

REPORTING AND WHISTLEBLOWING

All staff have a responsibility to detect, prevent and report instances of any potential or actual bribery, and also any other suspected activity or wrongdoing in connection with any other activities undertaken by a Tentamus Company. All staff should report any genuine issues or concerns to the Country Manager and/or Tentamus Group or to use the

EthicsPoint secure confidential whistleblowing platform. Please refer to the Tentamus Whistleblowing Policy.

TRAINING AND COMMUNICATION

All staff must complete the online anti-bribery and corruption training when requested by Tentamus Group and ensure that all their staff are aware and comply with the policy at all times. All staff must ensure they are aware of the specific risks of bribery and corruption in their business and location. The risks must be evaluated and appropriate mitigating procedures put in place. If any person encounters a situation of possible or actual bribery or corruption, they must discuss immediately with their Country Management teams, who must contact Tentamus Group for advice.

CODE OF CONDUCT FOR SUPPLIERS AND FREELANCERS

Tentamus Group expects all suppliers, freelancers, companies or third parties it works with to abide by the same principles as in its Code of Conduct.

All these third party suppliers, freelancers and other external parties should sign the Tentamus Code of Conduct for Suppliers.

If a supplier refuses, but is instead able to confirm its adherence to its own Code of Conduct that comprises the same points of principle, this is an acceptable alternative.

If a supplier refuses to sign and does not have its own equivalent principles, you should consider an alternative supplier.

If the supplier is such that you are a generic consumer – for example a national telecommunications or power company – it is unlikely that you will be able to have the Supplier Code of Conduct signed. This is an acceptable exception, assuming there is not an ethical issue with the supplier that is already in the public domain.

RISK REGISTER

Each Tentamus Company should maintain a register of business risks that is updated annually. This risk register must incorporate specific risks of bribery and corruption.

It must not be a generic “risk of bribery” entry, but should address specific risks of bribery (for example: the use of advisors/agents in the market, or the risk of kickbacks, or of being obligated to make facilitation payments). The mitigating factors and actions you have in place to protect

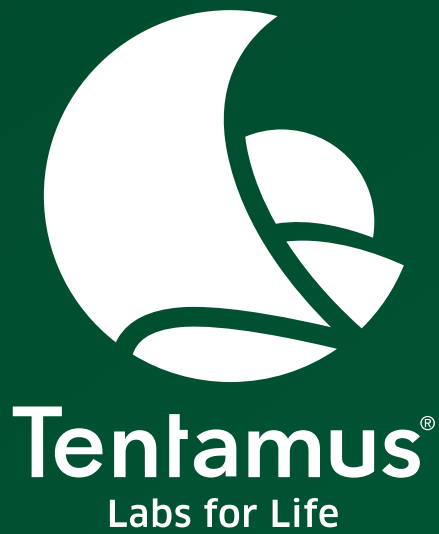
your business and people from these risks must be stated clearly.

RECORD KEEPING AND MONITORING

Each Tentamus Company must keep complete and thorough financial records and have appropriate internal controls in place to safeguard the assets of the business, and ensure compliance with all laws and regulations. Staff must record the business reason for making any payments or gifts to external parties and provide evidence for the payment. All expense claims relating to gifts, hospitality, or expenses incurred for external parties, must be approved by your line manager in advance.

All accounts, invoices, notes and other documents and records relating to dealings with external parties, such as customers, potential customers, suppliers and business contacts, should be maintained with accuracy and completeness. No documentation is to be kept “off the record”, whether or not to facilitate or conceal any improper payments.

Tentamus Group will develop and implement on a risk basis suitable monitoring and audit processes to ensure that this Policy is being followed.



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