

# Anti-Corruption and Anti-Bribery Policy



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## 1. Introduction

The Anti-Corruption and Anti-Bribery Policy (“the Policy”) is meant for all Caldic entities (“the Company”) to ensure compliance with all potentially applicable laws, regulations and conventions.

This Policy applies to everyone working for the Company regardless of contract type (including permanent, temporary, agency workers, interns, external and other hired staff) location, role or level of seniority (“Employees”).

Third parties acting on behalf of the Company, such as agents, consultants, partners, or distributors must also comply with the spirit of this Policy and all applicable laws.

Employees may be subject to disciplinary proceedings, up to and including termination of employment, for any violation of this Policy or for failing to report violations of this Policy by other Employees or any party with whom the Company does business.

The most current version of this Policy and all supporting materials will always be available on the Legal & Compliance intranet page.

This Policy should be read in conjunction with the Caldic Code of Conduct and other policies such as the Know Your Customer (KYC) and Know Your Supplier (KYS) Policy and the Speak Up Policy.

## 2. Anti-Corruption and Anti-bribery

Employees are not permitted to give or offer anything of value, directly or indirectly, to any Government Official or any commercial party for the purpose of improperly obtaining or retaining a business advantage.

“**Anything of value**” should be broadly interpreted to include cash, gifts to family members, forgiveness of a debt, loans, personal favors, entertainment, meals, travel conditions, political and charitable contributions, business opportunities and medical care, among other items.

Employees must conduct their activities in full compliance with this Policy in addition to applicable anti-corruption and anti-bribery laws including:

- Any local Anti-corruption and/or anti-bribery law;
- UK Bribery Act; and
- Foreign Corrupt Practices Act (FCPA)

Bribes, kickbacks or similar payments are never permitted, whether made to a Government or to customers, clients, contractors, distributors or other private parties.

Similarly, Employees may not provide or accept such payments. Doing so is not only a breach of this Policy, but in most jurisdictions also a criminal offence.

Employees are prohibited from making facilitation payments to Government Officials.

A “**facilitation payment**” is a payment (in cash or other benefit) made to Government Officials to expedite or secure the performance of a routine governmental action from officials or employees who ordinarily perform such actions, such as the granting of a visa or export license.

### 3. **Gifts, Meals and Entertainment**

The Company competes for and earns business through the quality of its personnel, products and services, not with gifts or lavish entertainment.

The use of the Company’s funds or assets for gifts, gratuities, or other favors to any individual is prohibited, unless all of the following circumstances are met:

#### 3.1 **Gifts**

In terms of gifts, a gift should meet the following conditions:

- Does not involve cash or cash equivalent gifts (e.g., gift cards, store cards, securities or gambling chips);
- Is permitted under all applicable laws and the guidelines of the recipient’s employer;
- Is presented openly with complete transparency;
- Is properly recorded in Caldic’s books and records in each local office;
- Is in the course of a normal business relationship; and
- Costs less than €100 or equivalent in local currency

All Caldic Employees must inform their line manager of any gift they intend to give.

A gift that would not meet all of the mentioned criteria requires advance consultation and written approval from your line manager and the Legal & Compliance department. This includes both providing and receiving of gifts.

This Policy does not prohibit the receipt of occasional or nominal, non-cash gift items, such as holiday gifts, so long as the value of the gifts received by the Employee from any one source over a calendar year does not exceed €100.

If the individual or entity providing the gift conducts or is considering conducting business with the Company, including ongoing tender applications, then you should consult with your line manager and Legal & Compliance before accepting or providing any gifts.

#### 3.2 **Entertainment**

Common sense and moderation should prevail in business entertainment and the payment of travel and lodging expenses engaged in, on behalf of the Company.

Employees should provide business entertainment only if the entertainment is:

- Infrequent;
- Modest (not more than EUR 250); and
- Intended to serve legitimate business goals

Meals, entertainment, travel and lodging should never be offered as a means of influencing another person's business decision.

Each of the above should only be offered if it is appropriate, reasonable for promotional purposes, offered or accepted in the normal course of an existing business relationship and if the primary subject of discussion or purpose of travel is business.

Employees should always discuss with their supervisor before making any such offers.

Expenses for meals, entertainment, travel and lodging for private business partners are permissible only if all of the following conditions are met:

- The expenses are reasonable, proportionate, made in good faith and properly incurred
- The expenses do not involve providing cash or cash equivalent to the other party
- The expenses are permitted under all applicable laws and by the rules of the recipient's employer (if applicable)
- The meal, entertainment, travel or lodging is permitted as a gift
- The cost of the meal, entertainment, travel or lodging is less than €250; and
- All relevant records relating to all such expenditures are referenced and copies provided to your line manager. All documents should be retained locally.

### **3.3 Government Officials**

Entertainment and Gifts related to Government officials or individuals who work on behalf of a governmental organization (regardless of the conditions), **always** require prior review from Legal & Compliance.

## **4. Political and Charitable Donations**

Employees are not permitted to make charitable contributions in their own name or in the Company's name in order to obtain or retain business or to gain an improper business advantage.

Before making any charitable donation in the Company's name, you should ensure that the contribution or donation:

- Is legal under all local laws and internationally applicable laws;
- The donation is to be made to a bona fide charity (only registered charities, without any political aim);
- Inform the Legal & Compliance department if any Government Official is associated with the charity or requested the donation; and
- Has been approved in writing by the Legal & Compliance department; and

- Is not made with the intent to receive a direct or indirect benefit from the recipient.

Political contributions in the Company's name are never permissible.

## 5. Relationships with Third Parties

Anti-corruption laws prohibit **indirect payments** made through a third party, including giving anything of value to a third party while knowing that value will be given to a Government Official or business partner for an improper purpose. Therefore, employees should avoid situations involving third parties that might lead to a violation of this Policy.

### 5.1 Types of Third Parties and Intermediaries

Third parties are parties who performs services for or on behalf of Caldic and whose actions could be attributed to Caldic, including:

- Agents, representatives or other intermediaries
- Resellers, distributors or licensors
- Contractors, sub-contractors and service providers
- Lobbyists
- Consultants or advisors
- Public relations or marketing advisors or consultants
- Real estate contractors
- Sales and marketing firms
- Suppliers who are performing services for Caldic, rather than simply acting as a seller of goods

### 5.2 Risk Based Diligence Required When Hiring Third Parties

Before any third party is engaged, you should review the Know Your Customer ("KYC") and Know Your Supplier ("KYS") Policy and complete the KYC or KYS form.

The KYC and KYS form should then be submitted to your local Managing Director and Finance Director to be reviewed and, if appropriate, approved.

All records should be retained in the local Caldic offices.

### 5.3 Contractual Clauses

In general, you should seek to obtain risk-based contractual protections related to anti-bribery compliance in agreements with third parties.

You should consult the Legal & Compliance department before entering into such a contract where there is any question, or where the prospective counterparty resists, inclusion of such provisions. No deviation from this requirement for anti-bribery contract provisions is permitted except by the prior written approval of the Legal & Compliance department.

## 5.4 Red Flags

Red flags are certain actions or facts which should alert the Company that there is a high possibility of improper conduct by a third party. A red flag does not mean that something illegal has happened, but indicates that further investigation is necessary.

Once a third party is engaged, Employees who deal with third parties must continue to be aware of any potential red flags.

Red flags are highly fact-dependent, but some examples of red flags are:

- Requesting or demanding an unusually high salary or fee or an irregular compensation mechanism, such as success fees or mid-stream compensation payments
- Requesting an inappropriate method of payment: requests for indirect payments made payable in a country other than from where the entity operates, payments in cash, or payments to a numbered or secret account or the account of a third party
- Demonstrating an unwillingness to sign a contract or agree a scope of work
- Insisting on “Consulting” or other agreements with vaguely described terms/services
- Demonstrating a beneficial unwillingness to provide information and documentation on important matters such as anti-corruption policies and ownership
- Mentions of a close relationship with any Government Official or promises unusually fast or successful results
- Apparent lack of qualification or experience for the position or role
- Past accusations or instances of improper business practices
- Requesting a payment or gift for himself or another

Any of these concerns should be immediately reported to the Legal & Compliance Department for further review and analysis.

## 5.5 Payments

All payments must adhere to the following principles:

- No payments to any third party shall be made in cash other than documented petty cash disbursements.
- No corporate checks shall be written to “cash,” “bearer” or third party designees of the party entitled to payment.

- No payments should be made:
  - outside the country where the recipient resides and/or
  - to bank accounts held in a name other than the name of the party to which the payment is owed

Any deviation from the above must have advance written review from the Legal & Compliance department.

## **6. Dealing with Regulators**

Employees may sometimes need to interact with Government Officials, including customs officials, inspectors and agencies issuing permits, licenses, and approvals.

Employees should not make payments, or give any other advantage, to Government Officials to obtain any work permit, visa, license, customs clearance, or other necessary approval.

In the context of all official payments, Employees must:

- Pay only those taxes, fees, fines or other charges required by published judicial, legislative or administrative order of the jurisdiction, or those approved by the Legal & Compliance department
- Pay only those taxes, fees, fines and other charges directly to the authorized service of the relevant governmental or other agencies rather than to any individual Government Official
- Maintain contemporaneous records of all negotiations in writing. These should be kept in local Caldic offices
- Accurately document all taxes, fees, fines and other charges to avoid duplicative payments and to detect any corruption or the appearance of corruption

## **7. Record keeping and Internal Controls**

All business transactions on behalf of the Company must be reflected accurately in its accounts in accordance with applicable accounting rules and the Company's Code of Conduct.

This means that all payments and expenses must be fully and accurately recorded.

Employees must:

- Make and keep books, records, and accounts that, in reasonable detail, accurately and fairly reflect all payments, expenses, and transactions
- Make written reports of all meetings with Government Officials, customers, suppliers, vendors and other business partners in a timely manner



All transactions, especially those involving Government Officials, must be recorded completely and accurately so that the purpose and amount of any such payment is clear. No undisclosed or unrecorded funds or assets of the Company should be established for any purpose.

False, misleading, or artificial entries should never be made in the Company's books and records for any reason.

Records of all due diligence and relevant approvals required under this Policy must be maintained.

Please refer to the Code of Conduct for more details on the Company's policy on business and financial records. In terms of the period for which all records must be retained, please refer to our Data Protection Policies.

## **8. Business Integrity/Conflicts of Interest**

Caldic insists on Respect, Transparency and Integrity in all aspects of its business and expects the same in its relationships with all those with whom it does business.

Employees must avoid conflicts of interest between their private activities and their part in the conduct of Caldic's business.

A "**personal conflict of interest**" occurs when an individual's private interest improperly interferes with the interests of Caldic or any of its investors, or affiliates.

Personal conflicts of interest are prohibited under this Policy, unless they have been approved in writing by the Legal & Compliance department.

In particular, employees must never use or attempt to use their position at Caldic to obtain any improper personal benefit for themselves, for their family members, or for any other person, including loans or guarantees of obligations, from any person or entity.

## **9. Certification and Training**

As part of the Company's ongoing commitment to anti-corruption and anti-bribery all Employees must receive and review a copy of this Policy.

Employees must certify in writing their understanding and agreement to comply with the Policy. See Annex A attached.

In addition, the Company will hold mandatory training programs, included web-based training programs on anti-corruption and anti-bribery.

It is imperative that you attend and pass all training programs.

## **10. Reporting Requirements and Whistleblower (Speak Up) Protection**

No Employee will ever be penalized, either through performance reviews, compensation or any other method, for refusing to engage in improper conduct under this Policy or for reporting in good faith any such conduct by Employees or third parties acting on the Company's behalf.

Similarly, business performance will not be judged adversely for delays or financial losses or lost business or profits as a result of strict compliance with this Policy.

The Company will not tolerate any retaliation against any Employee who in good faith reports potential wrongdoing under this Policy.

If you observe behavior that concerns you, or that may represent a violation of this Policy, you may either:

- Raise the issue promptly with your line manager or the Legal & Compliance department.
- Submit the concern or complaint to the Speak Up Channel in accordance with the Speak Up Policy available at the intranet. The Speak Up Policy provides for a mechanism by which concerns or complaints may be submitted on an anonymous basis

For further information please see the Speak Up Policy.



**Annex A: Employee certification**  
**Anti-corruption and Anti-bribery Policy**

Name

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Job Title

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Operation/Division

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Location and Country

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If you cannot make each of the statements in this certificate in good faith, unconditionally and without exception, you must consult with the Legal & Compliance department.

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I have read and understand the Policy. I am fully familiar with its contents, and I agree to observe and follow the provisions of the Policy at all times as a condition of my employment.

All employees of Caldic and its subsidiaries reporting to me have been informed of, and provided with, this Policy.

There are no facts known to me that constitute reasonable grounds for suspicion that a violation of the Policy by any person subject to it has occurred.

Date: \_\_\_\_\_

Signature of Employee: \_\_\_\_\_