



12. Anti-Corruption and Bribery Policy

Responsible: CFO

Updated: 21/08/2024

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Any non-employee who breaches this policy may have their contract terminated with immediate effect.

This policy does not form part of any employee's contract of employment, and we may amend it at any time. It will be reviewed regularly.

Who Must Comply With this Policy?

This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners.

What Is Bribery?

Bribe means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.

Bribery includes offering, promising, giving, accepting or seeking a bribe.

All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your manager.

Specifically, you must not:

- give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received in return, or to reward any business received.
- accept any offer from a third party that you know, or suspect is made with the expectation that we will provide a business advantage for them or anyone else.
- give or offer any payment (sometimes called a facilitation payment) to a government official in any country to facilitate or speed up a routine or necessary procedure.

You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

What is corruption?

Corruption means the abuse of power for an individual's or organization's private gain. It includes practices such as facilitation payments, fraud, extortion, collusion and money laundering. It also includes misuse of public funds including subsidies and licenses granted by the government and misuse of the organization's funds for private purposes. All forms of corruption are strictly prohibited, and we comply with all local laws and regulations regarding corruption. You must not:

- Establish off-the books accounts
- Conduct inadequately identifiable or off-the books transactions
- Record non-existent or incorrect expenditure
- Use false documents
- Intentionally destroy bookkeeping documents earlier than required by law

Gifts and Hospitality

This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our products and services.

A gift or hospitality will not be appropriate if it is unduly lavish or extravagant or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).

Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. Gifts must not include cash or cash equivalent (such as vouchers) or be given in secret. Gifts must be given in our name, not your name.

Promotional gifts of low value such as branded stationery may be given to or accepted from existing customers, suppliers and business partners.

For activities within the scope of their employment, staff members are not permitted to accept any gifts that go beyond normal tokens of appreciation in business life; they are also not permitted to make any unusual gifts in connection with their employment relationship. The upper limit for the cost of gifts that are acceptable will be set by each country's MD and will be reviewed by the CEO.

The following items are considered to be common tokens of appreciation / gifts:

- Advertising or promotional gifts whose value does not exceed the limit set by Nilörn in each country;
- Gifts whose value does not exceed the limit set by Nilörn in each country and which are given on the occasion of the Christmas holiday and end of the year or other festive occasions on which gifts are normally given;
- Any other benefit whose value does not exceed the limit set by Nilörn in each country;
- Price benefits that are also valid for third parties, provided their value does not exceed the limit set by Nilörn in each country in total;
- Tokens of appreciation and polite business gestures such as meals or invitations to talks, provided they do not extend into the luxury range and occur only one time per year; and
- Gifts that arise due to a function among the staff members, such as in connection with retirement, resignation from the company, a wedding or similar occasion.

Record-keeping

You must declare and keep a written record of all hospitality, or gifts given or received. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

How to Raise a Concern

If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your manager or report it in accordance with our Whistleblowing Policy. More information regarding the whistleblowing process, investigation and protection of whistleblowers can be found in our whistleblowing policy.

Training

Yearly training is provided by the CFO to all employees, and special in-depth training is provided for functions and regions that are most at risk for corruption and bribery, to enable them to identify and differentiate bribery and corruption from regular business transactions and to report those cases.