



Anti-Corruption Policy

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1. Introduction

1.1 INTRODUCTION

As part of our integrity policy, **Ex2 Inc.** ("**Ex2**") has implemented an Anti-Corruption Policy (the "Anti-Corruption Policy" or the "Policy") which applies to **Ex2** and to all its subsidiaries within the meaning of Article 2:24a of the Dutch Civil Code (hereinafter referred to as the "Group" or the "Organization" or the "Entities **Ex2**").

At the house of **Ex2** We are committed to upholding the highest standards of conduct in all our activities. We will act professionally, fairly, and with the utmost integrity in all our business relationships and transactions, regardless of where we operate.

Bribery and corruption harm the societies in which these acts occur. Corruption hinders economic growth and development. Our commitment to preventing bribery and corruption is not just a statement of principle; it is an integral part of our work.

Paying bribes is a criminal offense in all the countries where we operate. Corrupt practices expose us all to prosecution, fines, and imprisonment, and damage our reputation. It is therefore imperative that this Policy be respected at all times.

We have a zero-tolerance policy towards corruption and bribery in all its forms and will ensure strict compliance with all anti-corruption and anti-bribery laws in all countries where we operate. We are committed to implementing and enforcing systems that guarantee the prevention of corruption and bribery.

1.2 PURPOSE OF THIS POLICY

The objective of this Policy is to define the zero-tolerance approach to **Ex2** Regarding bribery and corruption, to raise awareness of this issue and provide guidance on how to identify and report any such activity. The entities **Ex2** and their management are responsible for ensuring compliance with this Policy and must ensure that their own processes and policies conform to the minimum standards set out in this Policy.

1.3 APPLICABILITY OF THIS POLICY

This Policy applies to all entities **Ex2** It applies to employees and representatives of all entities **Ex2** regardless of their place of work. It also applies to managers, directors, board members or committee members of the entities **Ex2** at all levels. Furthermore, this Policy applies to any third party acting on behalf of an entity **Ex2**, such as sponsors, (commercial) agents, subcontractors,



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suppliers, distributors, joint venture partners, clients or consultants, as well as their representatives and officers, regardless of where they operate.

This Policy is an extension of the Code of Conduct in the field of anti-corruption and aims to serve as a basis for professional, ethical, and fair conduct. It cannot address all situations and does not replace common sense and sound judgment, taking into account the best interests of the group **Ex2**. Stricter local laws may apply and must, of course, be respected. In the event of any apparent conflict between this Policy and local legislation, please inform your manager or the Human Resources department.

This Policy is not static. Our operational environment, applicable laws, and best management practices may evolve. This may result in modifications or additions to this Policy. Such information will be communicated in a timely manner and according to appropriate procedures.

1.4 ALERT

If an employee, subcontractor, or representative observes a violation or potential violation of this Policy, they must immediately contact the whistleblower officer or report it through the whistleblower procedure (see Whistleblower Policy). Reports can be made confidentially and without fear of reprisal.

All employees, subcontractors, and representatives are encouraged to report any problems or suspicions of wrongdoing as soon as possible. If they are unsure whether a particular action constitutes bribery or corruption, or if they have any other questions or concerns, they should first inform their line manager or one of the confidential advisors listed in the Code of Conduct.

Once local management is involved, it must immediately report all relevant information concerning these incidents to the Director General. The Board of Directors may grant an exception to any provision of this Policy, provided that such exception does not violate applicable laws and regulations.

1.5 CONSEQUENCES OF A VIOLATION OF THIS POLICY

Any violation of this Policy may result in disciplinary action or, depending on the severity of the violation and applicable laws, termination, reporting to the relevant authorities, and/or legal proceedings. Certain violations may result in severe penalties under applicable law.

In order to ensure the early identification of all risks, including those likely to affect reputation, and, as far as possible, to anticipate them, any situation causing or likely to cause us harm, of whatever nature, is classified as a compliance incident.



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2. Guiding Principles

2.1 GENERAL RULE AND DEFINITIONS

We prohibit any form of bribery or corruption, or participation in any activity that could be perceived as bribery or corruption.

There is no clear definition of bribery or corruption. Generally, bribery refers to the act of offering, promising, giving, paying, soliciting, requesting, agreeing to receive, or accepting, directly or indirectly, a gift, promise, entertainment, service, or any other object of value.

- to obtain or retain business activity or a commercial advantage;
- to or from a Public Official in order to obtain or retain a business activity or commercial advantage, or to induce that Official to perform or refrain from performing an act, regardless of whether that Official acted in breach of his or her obligations;
- and/or to induce a third party to act or refrain from acting, in violation of that person's obligations to their employer or principal.

A public official includes, among other things:

- any person appointed by public authorities to perform a public function in order to exercise certain powers of the State or its official bodies;
- any person holding a legislative, administrative or judicial position within a foreign, national, local or municipal government, whether elected or appointed;
- civil servants, government employees or employees of a public entity;
- political parties, candidates for public office or for a political party, leaders or employees of a political party;
- any person acting in an official capacity or performing a public function on behalf of or in the name of a government or its agency;
- any manager or employee of a public international organization;
- judges (disciplinary), judges of national and international courts, arbitrators and mediators;
- any person who is part of the armed forces of a government or state; and
- employees of public companies or commercial companies controlled by the State.

For an act to be classified as bribery, it is not necessary for the person to act in violation of their obligations or to act differently from what they would have done otherwise.

In general, corruption refers to the abuse of power entrusted to someone for the purpose of personal enrichment. It is often linked to conflicts of interest (a blurring of personal and professional interests). Examples include bribery, extortion, and undue influence, as well as the



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laundering of the proceeds of these acts. It does not matter whether it involves a public official, a political figure, or a private individual.

If you are unsure whether an act constitutes bribery, corruption, or any other act prohibited by this Policy, please contact your manager or one of the confidential advisors.

2.2 OUR RULES REGARDING GIFTS AND HOSPITALITY

Gifts and hospitality brands should never influence employees' business decisions or give others the impression that the group **Ex2** exerts undue influence.

Gifts include any payment, gratuity, benefit, present, or advantage, whether monetary or otherwise, offered, promised, given, or received without any direct or indirect tangible or intangible compensation. The promise of a gift is also considered a gift.

Hospitality encompasses all forms of social benefits (such as lunches and dinners), entertainment, travel, or accommodation, including invitations to sporting, cultural, or professional events. The promise of hospitality is also considered hospitality.

We recognize that offering and accepting certain gifts or tokens of hospitality can help build trust in business relationships and is considered legitimate for strengthening customer relationships. However, our employees, Subcontractors and representatives should only offer or accept gifts given in good faith, that are reasonable and appropriate. These must be transparent and fall within the bounds of normal business courtesy.

Any gift given or accepted with a value exceeding €50 (or the equivalent in another currency) must be reported to the Human Resources department or the local management. Gifts will be recorded in a gift register.

In matters of hospitality, we permit normal, reasonable and good-faith exchanges, such as business lunches, dinners, social, sporting or occasional entertainment events, when reasonably related to a clear business purpose, within the limits of what is customary and without excessive costs.

Our employees, subcontractors and representatives are not authorized to offer or accept gifts, tokens of hospitality or any other valuable items, whether directly or indirectly:

- with the aim of obtaining an undue or unjustified advantage;
- that could reasonably be considered a bribe;
- in the form of cash;
- of an indecent or sexual nature (for example, adult entertainment); or
- likely to insult a person because of their sex, ethnic origin, nationality, religion, age, disability, gender identity or change of sex, sexual orientation or any other protected characteristic.



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Our employees, contractors and representatives must exercise particular caution when dealing with Public Officials or Politically Exposed Persons (PEPs), as Gifts or tokens of Hospitality that may be appropriate for non-governmental/non-public clients may be illegal or unethical when dealing with Public Officials or Politically Exposed Persons.

For example, some governments prohibit their employees and civil servants from accepting any valuable items from third parties, which may even include payment for a simple meal. Many authorities set relatively low limits for their staff regarding gifts and hospitality (for example, 50 euros or a similar value in another currency). It should be noted that employees and civil servants of certain schools, universities, hospitals, museums, or other public institutions may also be considered public officials.

If in doubt, keep in mind that:

- Offering and/or accepting gifts or gestures of hospitality should not create a sense of obligation. It is imperative that no one feels compelled to act because of the offering and/or acceptance of gifts or gestures of hospitality.
- The timing can be important. For example, during tendering processes or just before contracts are signed, offering or accepting gifts or invitations can become problematic.
- Occasions such as birthdays, holidays, project completions, or social events like Christmas or New Year's can be legitimate occasions for giving gifts and showing hospitality. However, if there is no obvious reason for the gift, one should be able to explain the occasion/reason for the gift.
- The offering and/or acceptance of gifts or hospitality tokens must not create or appear to create a conflict between the personal interests of an individual and those of the group.

We expect everyone to be open and honest when a potential conflict of interest arises. Always use common sense: would this gift or gesture of hospitality embarrass us if it were reported in the press? Remember that just because a gift or gesture of hospitality is culturally acceptable in a given country or in our industry does not mean it will be considered appropriate according to our standards.

Please note that gifts offered to the Group by suppliers with a value exceeding \$70 CAD (or an equivalent value in another currency) must be reported to the Human Resources department or local Management and that, in principle, provisions in this regard should be included in the contract with the supplier when it is a recurring practice.

2.3 OUR RULES CONCERNING FACILITATION PAYMENTS



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Although in many countries the payment of Facilitation Payments is common and often expected, it is strictly forbidden for our company, our employees, our subcontractors and our representatives to make, initiate, accept or receive any Facilitation Payment, whether directly or through a third party.

A facilitation payment is a small sum of money paid informally to someone to ensure they fulfill their duty, either more quickly or simply at all. These are typically small payments intended to facilitate or expedite a routine administrative procedure, for example, to an immigration officer to speed up customs clearance or a visa application, or to other government officials or politically exposed persons to obtain a license or operating permit.

Legitimate fees available to everyone to expedite a service, such as the official expedited visa process, are not considered Facilitation Payments. If you encounter a request for a Facilitation Payment, please report it to Human Resources or Local Management.

2.4 OUR RULES CONCERNING THE USE OF (COMMERCIAL) AGENTS AND INTERMEDIARIES

Agents (commercial) and intermediaries are deemed to be acting on our behalf and we can be held responsible for their inappropriate conduct, particularly when dealing with Public Officials or Politically Exposed Persons.

Our relationships with agents and intermediaries must therefore always be governed by written contracts, including an explicit commitment to comply with all applicable anti-corruption laws. We will maintain an appropriate level of due diligence over agents and intermediaries before they act on our behalf.

In order to ensure compliance with the above procedures and to verify the absence of other warning signs, contracts with agents (commercial) and intermediaries must always be signed by local management before establishing any commercial relationship.

2.5 OUR RULES REGARDING POLITICAL INTERACTION AND DONATIONS

Our employees, subcontractors, or representatives are prohibited from making political donations or contributing in any way to a political party or candidate, directly or indirectly, whether in cash, in kind, or by any other means, on our behalf, unless the group's management owns Ex2 gave his prior written consent.

Political donations can be perceived as an attempt to gain an unfair commercial advantage. We do not sponsor political meetings, conferences, or conventions, nor social events held in connection with such gatherings.



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Relationships with public officials or politically exposed persons (PEPs) carry a higher risk of corruption or perceived corruption. Particular caution should be exercised when communicating with, assisting, or employing public officials or PEPs.

2.6 OUR RULES REGARDING CHARITABLE DONATIONS AND SPONSORSHIPS Charitable donations and/or sponsorships must not be made without the prior written consent of the Board of Directors.

2.7 OUR LOBBYING RULES Our employees, subcontractors, representatives and other third parties acting on our behalf are strictly prohibited from engaging in lobbying activities, except with prior written authorization from local management.

Lobbying refers to any direct or indirect communication with public officials, politically exposed persons, policymakers or representatives, carried out, managed or directed with the aim of influencing public decision-making.

2.8 OUR DOCUMENT RETENTION RULES We must keep accurate and honest records of all transactions. It is forbidden to make false, misleading, or artificial entries for any reason whatsoever, including to conceal the purpose or nature of payments, gifts, or entertainment, whether given or received.

These artificial entries can include misclassifying improper payments, such as commissions, business development fees, or processing fees, as legitimate expenses. An artificial entry can also involve incorporating an irregular payment into other costs by inflating the recorded amount or failing to provide any explanation for the payments or receipts.

Appendix 1 - Definitions

In this Policy, the following definitions apply:

- **Board of Directors** The Board of Directors of the group that owns **Ex2**.



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- **Wine glass**Bribery is any consideration of value given, promised, offered, received, or solicited with the intent to corrupt the conduct or decisions of a person or organization, or to obtain an undue advantage or value in the course of professional activities. This includes, but is not limited to, transactions involving a public official, a family member of a public official, or a business partner. Bribery may include, but is not limited to, cash payments or their equivalent, excessive gifts, travel, entertainment, hospitality, job offers, preferential treatment, and certain contributions or donations.
- **Corruption:** Abuse of official power for profit or to obtain personal advantage, or attempt to obtain such profit or personal advantage by abusing one's official power.
- **Extortion:** An act consisting of obtaining money, goods, services or any other advantage from a person or organization through coercion, threats, intimidation or abuse of authority.
- **Facilitation Payments**Unofficial payments, usually modest, made to public officials or politically exposed persons (PEPs) for the purpose of accelerating or facilitating non-discretionary actions or services, such as obtaining a license or operating permit.
- **Gifts**Gifts include any payment, gratuity, benefit, present, or advantage, whether monetary or not, offered, promised, given, or received without any direct or indirect tangible or intangible compensation. The promise of a gift is also considered a gift.
- **Hospitality**Hospitality encompasses all forms of social interaction (such as lunches and dinners), entertainment, travel, and accommodation, including invitations to sporting, cultural, or professional events. The promise of hospitality is also considered hospitality.
- **Undue influence:** To influence something to which the company was not clearly or legally entitled, such as preferential treatment or the continuation of certain activities. This preferential treatment may include access to tenders or bids, tax evasion or non-payment of fines, influence over legal proceedings or enforcement measures, and non-compliance with contract terminations.
- **Management Local**The Board of Directors of the organization where the employee is employed.
- **Politically exposed person or PEPA** former civil servant, the immediate family of a civil servant, which includes the civil servant's parents, siblings, spouse, children, and parents-in-law, as well as their close associates. A "close associate" of a civil servant is someone who is widely and publicly known to have an unusually close relationship with the civil servant and includes romantic partners.
- **Public servant:** Includes (but is not limited to) any person holding a position or working for or on behalf of a government entity, or for any public agency, business or initiative, as well as any person performing a public function or providing public services (whether or



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not employed by a government entity), and candidates for such positions or functions in the public sector.