

# Noventiq's Sanctions and Trade Controls Policy

## 1. Summary

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**Noventiq** is committed to conducting its business transparently and in accordance with applicable **Sanctions** and **Trade Controls**-related laws, rules, and regulations to avoid violating laws and damaging our reputation.

**Sanctions** limit trade or the provision of money, goods, or services to certain countries, organizations, companies, and people. **Sanctions** can also restrict the trade in goods and the provision of money, goods, or services to **Sanctioned Persons** and **Sanctioned Countries**.

This Policy sets out certain requirements and guidance to prevent any breaches of **Sanctions** and **Trade Controls**.

## 2. Scope

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This Policy applies to all **Employees**.

## 3. Terms and definitions

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Any defined terms in this Policy are in bold. The defined terms used in this Policy shall have the following meanings.

**Business Partner** means any person who provides services to **Noventiq** or who otherwise acts for and/or on behalf of **Noventiq** including service providers, consultants, advisers, contractors, distributors, agents, commercial intermediaries and other intermediaries.

**Chief Compliance Officer** means Noventiq's Global Chief Compliance Officer.

**Customer(s)** means individual persons or companies who purchase goods or receive services from **Noventiq**.

**Director** means any member of the governing Board of a corporation, association, or other incorporated body.

**Dual-Use Items** means any Items which can be used for both civil and military purposes and including all Items which can be used for both non-explosive uses and assisting in any way in the manufacture of nuclear weapons or other nuclear explosive devices.

**Due Diligence** means the process undertaken to assess risk by gathering, analyzing, managing, and monitoring information about an actual or potential **Business Partner**.

**Employee** means each manager, **Director**, employee, worker or officer hired on a permanent basis or under a fixed-term or casual employment contract by **Noventiq**, including any of **Noventiq's** agency workers, temporary workers, casual workers, part-time workers, trainees or interns.

**Item(s)** means any goods, part, product, component, software, technology, or related technical data.

**Sanctions** means any trade, economic or financial sanctions laws, regulations, embargoes, and restrictive measures administered, enacted or enforced by the United Nations, the European Union, any Member States of the European Union, Russia, the United Kingdom and the United States.

**Sanctioned Countries or Sanctioned Country** means countries and/or territories which are from time to time subject to comprehensive country- and/or territory-wide **Sanctions**.

**Sanctioned Persons** means any persons, entities or any other parties (a) located, domiciled, resident or incorporated in a **Sanctioned Country**, (b) targeted by any **Sanctions** administered by the United Nations, the European Union, any Member States of the European Union, Russia, the United Kingdom, the United States, and/or any other applicable country, and/or (c) owned or controlled by or affiliated with persons, entities or any other parties as referred to in (a) and (b).

**Noventiq** means Axion Holding Cyprus Limited (or any successor) and any entity, operation or investment more than 50% owned by Axion Holding Cyprus Limited.

**Technical Data** means information required for the design, development, production, manufacture, assembly, operation, repair, testing, maintenance, modification, use, installation, overhaul, or refurbishing of **Items**. Information may be in the form of blueprints, drawings, photographs, plans, instructions, diagrams, models, formulae, tables, engineering designs, and specifications, manuals, and documentation no matter in what form media.

**Trade Controls** means any prohibitions or restrictions on the trade or movement of goods, products or services from, to or through a particular country, imposed by the government or relevant authority of a country. Restrictions may be imposed over direct and indirect imports, exports, re-exports, transfers, and re-transfers in respect of (a) particular kinds of goods, products or services; (b) the exporting or destination country or geographic territory; and/or (c) the identity of the exporter or recipient.

## 4. Obligations

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### 4.1 Employee obligations

Employees are obliged to:

- read, understand and follow this Policy and any other documents aimed at its implementation;
- demonstrate ethics, integrity and accountability at all times and expect the same from other;
- direct any questions, concerns, or any known or suspected violations of this Policy to the **Chief Compliance Officer** or through the channels described in the Speak Up Policy; and
- receive training as and when required by **Noventiq**.

## 4.2 Manager obligations

In addition to the above, managers are obliged to ensure that **Employees** follow the requirements and instructions set out in this Policy and receive training (where required).

## 4.3 Compliance Function / Chief Compliance Officer obligations

The Compliance Function / **Chief Compliance Officer** is:

- obliged to review and, if necessary, update this Policy and any other documents aimed at its implementation on an annual basis;
- obliged to organise training and education on **Sanctions** matters for relevant **Employees** on induction and as and when decided by **Noventiq** and make sure relevant **Employees** complete such training and education successfully;
- responsible for the implementation of this Policy and maintaining a register of any requests made and approvals given;
- obliged to raise any actual or suspected breaches of this Policy or of any **Sanctions** to the Board of Directors of **Noventiq** as soon as is practicable; and
- obliged to provide **Employees** with advice and support in the matters of compliance with this Policy and relevant legislation.

## 5. Provisions

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### 5.1 Sanctions and Trade Controls

**Noventiq** must ensure that it and its **Employees** are aware if the people, companies, and countries that they are doing business with are **Sanctioned Persons** or **Sanctioned Countries**.

There are many different types of **Sanctions**, including:

- **asset freezes, “blocking” or financial sanctions** on people, companies, governments, and countries; and
- **sector-related restrictions** that stop or limit the provision of certain goods and services in relation to targeted people, companies, governments, and countries.

**Sanctions** can target either specific individuals or entities, or may target industry sectors or entire countries/territories. **Sanctioned Persons** can be anywhere in the world and include persons on the US Specially Designated Nationals and Blocked Persons List (the so-called SDN List) and the US Sectoral Sanctions Identifications List (the so-called SSI List).

Additionally, many countries impose **Trade Controls** on the export, import, transfer, re-export, and re-transfer of military goods and **Dual-Use Items**.

Broadly, **Dual-Use Items** are items that are capable of a military or civilian use. The rules are complex and can capture the transfer of **Technical Data**, as well as the movement of physical goods. Often the controls are related to the identity of the country of destination, the exporter, or the recipient of the Items and can extend upon **Dual-Use Items**.

You must always:

- ensure that **Business Partners, Customers** and targets in M&A transactions are subject to **Sanctions** screening in accordance with our Business Partner Due Diligence Policy before any contracts are signed or any agreements are entered into or renewed. Anyone who is a **Sanctioned Person** or linked to **Sanctioned Country** will need very careful assessment before any business is done with them. Please refer to the Business Partner Due Diligence Policy for more details on the screening process;
- in accordance with the Business Partner Due Diligence Policy, obtain the prior written approval of the **Chief Compliance Officer** (where appropriate following consultation with external counsel) before having any dealings involving a **Sanctioned Person** or a person linked to a **Sanctioned Country**;
- understand the **Trade Controls** relevant to any **Items** that you deal with as part of your role and comply with them;
- undertake a geographic risk-assessment before the import, export, transfer, re-export, or re-transfer of any **Items** takes place and ensure that **Items** are not delivered to prohibited end-users or for prohibited end-uses;
- ensure that nothing is exported, transferred, re-exported, or re-transferred to a **Sanctioned Country** without the prior written approval of the **Chief Compliance Officer** (where appropriate following consultation with external counsel); and
- comply with the laws of your country or countries of citizenship. It is your responsibility to understand any relevant requirements imposed by your country or countries of citizenship as they may restrict you from being involved in certain activities.

Further details on how red flags are addressed in the context of our **Due Diligence** of our **Business Partners** can be found in the Business Partner Due Diligence Policy.

## 5.2 Communications with governments and regulators

You must obtain approval from the **Chief Compliance Officer** prior to entering into any communications with a government or regulator regarding **Sanctions**. Such communications could involve potential or actual breaches of law, disclosures, audits, information requests, or the start of an investigation.

## 6. Speaking up and reporting

Any **Employee** who becomes or became aware of breach of this Policy or any other event or circumstance that gives rise to an actual or suspected breach to any **Sanctions** or **Trade Controls**-related laws by any of Noventiq's **Employees** or **Business Partners**, is obliged to escalate the issue in accordance with the Speak Up Policy. **Employees** and **Business Partners** may report a matter anonymously (although we would encourage them to go on the record).

**Noventiq's** top management will provide comprehensive support to any of its **Employees** who report any issues in accordance with the Speak Up Policy in good faith. Retaliatory behaviour resulting from good faith reporting in accordance with the Speak Up Policy is never acceptable

and **Employees** and **Business Partners** will not be punished for good faith reporting (even if their concern is not substantiated). Those who engage in retaliatory behaviour will be subject to disciplinary action.

## **7. Violation of this Policy**

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Where **Noventiq** is informed of any breaches of this Policy or any event or circumstance that gives rise to an actual or suspected breach of any **Sanctions** or **Trade Controls**- related laws by any of its **Employees** or **Business Partners**, it will initiate an internal investigation thereof in accordance with the Speak Up and involve law enforcement and other competent authorities, if necessary.

All **Employees** bear responsibility for the compliance with this Policy and any other documents aimed at its implementation. Failure to comply with the requirements of this Policy will be grounds for disciplinary action up to and including dismissal.

Any questions about this Policy can be raised with the **Chief Compliance Officer** or emailed to [compliance@noventiq.com](mailto:compliance@noventiq.com).

**S.V. Chernovlenko,**  
**Global CEO of Noventiq**