

Anti-Bribery and Anti-Corruption Policy

1. Summary

Noventiq is committed to conducting its business transparently and in accordance with the highest ethical standards. This means that **Noventiq's** business must be carried out in strict compliance with all applicable laws and regulations at all times, including in the field of **Bribery, Corruption** and **Fraud**.

Noventiq has a zero-tolerance approach to all forms of **Bribery, Corruption** and **Fraud** and exerts best efforts to eliminate and prevent the causes and situations which can breed and feed **Bribery, Corruption** and **Fraud**. Such efforts and behaviour are crucial to **Noventiq's** success.

Noventiq expects that all of its **Employees** and **Business Partners** commit and adhere to, and fully support, the practices outlined in this Policy and the **Bribery, Corruption** and **Fraud**-related laws applied in the private and public sectors wherever we do business.

This Policy establishes the standards and describes the instructions to be followed by **Noventiq's Employees** and **Business Partners** when doing business around the world in order to prevent **Bribery, Corruption** and **Fraud**.

2. Scope

This Policy applies to all **Employees** and **Business Partners**. You must refer to the **Business Partners Due Diligence Policy** for further information and requirements in relation to **Business Partners**.

3. Terms and definitions

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

Books and Records means accounts, books, records, invoices, correspondence, papers, and other documents that record and reflect **Noventiq's** business, transactions, and other activities whether in written or in any other form (including electronic).

Bribery or **Bribe** means any direct or indirect offer, promise, giving, request, agreement to receive, acceptance or receipt of any payment, gift or any other advantage of value (financial or otherwise), to or from any person (including any individuals or corporate entities), in order to induce that person (or any other person) to perform their role improperly or to secure any improper benefit or advantage for **Noventiq** or any other person.

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

Commercial Sponsorships means the provision of financial or in-kind support for an event, person or organization in return for the opportunity to promote that entity's brand and/or personnel or to access services, an event, or other marketing opportunities.

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

Conflict of Interest (or **Conflict**) means any situation in which a person, or a family member, has a personal or outside interest that may appear to influence the objective exercise of judgement in official duties for **Noventiq**, regardless of whether it would actually influence that exercise of judgement.

Corruption means any act done to give some improper advantage inconsistent with an official duty; the misuse of a station or office to procure some benefit either personally or for someone else contrary to an official duty.

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

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.

Facilitation Payments means any payments to a **Public Official**, made in order to speed up or secure the performance of routine governmental actions (e.g. processing a visa or issuing a customs invoice or permit) which are not expressly provided for by law.

Fraud means any intentional act of misrepresenting a fact to secure an unfair or unlawful advantage for business or personal profit, theft, the abuse of position or authority and the intentional and wrongful waste or destruction of property or resources.

Lobbying means any individual or collective acts attempting to influence decisions made by governments, government officials, legislators, or other regulatory bodies.

Political Contributions means any monetary or non-monetary contributions, such as resources and facilities, to support political parties, candidates, or campaigns.

Public Official means any:

- government official or any person who is authorised by law to perform any public function;
- elected or appointed official;
- employee or officer of government and/or local authority, including, but not limited

to, educational, health care and military institutions, law enforcement and customs authorities, taxation and migration services, organizations that issue state licenses, sanctions and permits;

- employee or officer of a company, enterprise, agency, business organization or entity that is wholly or partly owned or controlled by the state;
- employee or officer of international organizations, including, but not limited to, the United Nations Organization, International Olympic Committee, International Committee of Red Cross and Red Crescent;
- leader and activist of a political party;
- candidate for a political office;
- members of royal families;
- honorary government officials; and
- other persons who hold a legislative, administrative, military or judicial position of any kind.

Noventiq means Noventiq Holdings plc (or any successor) and any entity, operation or investment more than 50% owned by Noventiq Holdings plc.

Tangibles or other valuables mean:

- money (including **Facilitation Payments**);
- gifts;
- entertainment or hospitality expenses;
- job offers (including for a person's relatives);
- promises of future employment;
- discounts on products, which are not available to regular buyers;
- payment of travel, living and entertainment expenses;
- personal favours;
- **Political Contributions**;
- Charitable donations;
- **Commercial Sponsorships**; and/or

- any other advantage or benefit (whether financial or not).

4. Obligations

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 others;
- 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;
- receive training on this Policy on induction and as and when required by **Noventiq** but at least on an annual basis. All **Employees** must complete this training successfully; and
- where within the scope of their employment, notify **Business Partners** of the requirements hereof and apply the **Business Partner Due Diligence Policy**.

4.2 Manager obligations

In addition to the above, managers are obliged to ensure that **Employees** and **Business Partners** follow the requirements and instructions set out in this Policy and receive on-going training on this Policy and its requirements.

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 anti-bribery and anti-corruption matters for all **Employees** on induction and as and when decided by **Noventiq** but at least on an annual basis and make sure all **Employees** complete such training and education successfully;
- responsible for the implementation of this Policy;
- obliged to report to the Board of Directors of **Noventiq** at least quarterly on the implementation of this Policy. The **Chief Compliance Officer** will raise any actual or suspected breaches of this Policy, or of any **Bribery, Corruption** or **Fraud-**

related laws or regulations, to the Board of Directors of **Noventiq** as soon as is practicable; and

- obliged to provide **Employees** and **Business Partners** with advice and support in the matters of compliance with this Policy and relevant legislation.

5. Provisions

5.1 Prohibition on Bribes

Bribery and **Corruption** can take many forms: they can be obvious, for example, a cash **Bribe**, or more subtle, for example job offers, commissions and excessive gifts or hospitality. To ensure compliance with the requirements of legislation and this Policy, the following rules and instructions have been developed within the framework of our anti-bribery management system and are to be followed by all **Employees** and **Business Partners**.

Employees and **Business Partners** must not:

- make, support, offer or allow, promise, request, agree to receive, accept and/or receive any payments or any financial or other advantages as **Bribes** (directly or indirectly);
- directly or indirectly (including through third parties) promise, pay, donate, transfer, offer or provide **Tangibles or other valuables** in whatever form to **Public Officials** for reasons which are not expressly provided for by law (for example, legitimate and lawful payments provided to **Public Officials** for services rendered would not be prohibited). **Employees** and **Business Partners** should always err on side of caution when dealing with **Public Officials**;
- transfer, directly or indirectly (including through third parties) any **Tangibles or other valuables** to any **Public Official's** children, spouses or other immediate relatives or associates or any other person to which a **Public Official** has requested any such transfer be made for reasons which are not expressly provided for by law (and if **Employees** or **Business Partners** propose to transfer **Tangibles or other valuables** to such persons where it is expressly provided for by law, they must nonetheless obtain prior approval in writing by the **Chief Compliance Officer**); or
- make **Facilitation Payments** or kickbacks of any kind except where making such a payment is required to avoid risk to life or personal injury (in such circumstances, the payment must be reported to the **Chief Compliance Officer** as soon as practicable and the payment is to be recorded properly in the relevant **Books and Records**).

Some administrative fees or fast-track fees are permissible and will not amount to **Facilitation Payments**, provided they are permitted or specifically required by written

local law. Payments which are made pursuant to a common practice or in keeping with cultural traditions, as opposed to transparent written law, will however not be acceptable.

The prohibitions above shall be applied, regardless of whether **Noventiq**'s funds are used to offer or make such a **Bribe** or **Tangibles or other valuables** and regardless of whether these are promised, given or offered, directly or indirectly, through third parties (such as agents, consultants, sales managers, distributors, resellers and subcontractors).

Where a **Bribe** is demanded or requested, the **Employee** or **Business Partner** must:

- refuse to pay or provide the advantage subject of the **Bribe** and explain that **Noventiq** does not, under any circumstances, make such payments or provide such advantages, as these contradict the provisions of applicable legislation and **Noventiq**'s policies and guidelines on compliance with business ethics and internal rules;
- explain that such refusal is final;
- not use any non-verbal means of communication, including gestures and postures, and not provide any hints to imply mutual understanding in order to prevent any assumption about the possibility of actions that do not comply with this Policy;
- in the case of an **Employee**, alert his or her line manager and **Chief Compliance Officer** or, in the case of a **Business Partner**, alert his or her primary contact at **Noventiq**, who will be obliged to inform the **Chief Compliance Officer**; and
- where it comes to a joint venture partner or a **Noventiq** representative, explain that they are not authorized to make payments or provide any other benefits on behalf of **Noventiq** and that the relationship with them will be terminated if such payment is made or benefit given.

5.2 Prohibition on Fraud

Fraud can take many forms. For example, it could include falsifying accounts and financial statements and making false expenses claims, entering into fraudulent transactions and falsifying inventories.

All **Employees** and Business **Partners** must:

- not engage in (directly or indirectly), or otherwise facilitate, any **Fraud**;
- protect our property and use our property with honesty and care; and
- understand the internal controls and procedures relevant to your work that seek to reduce the risk of **Fraud** occurring.

5.3 Expenses, gifts and donations

All expenses (including for hospitality and entertainment), gifts and donations must:

- be for a legitimate business purpose, directly related to **Noventiq's** business, of a nature and value that is in line with industry norms in the place they are given or received, and reasonable and appropriate. The appropriate value will vary by country or region, and an acceptable value in some countries may be unacceptably high in others, so you must always be aware of the risk that even something of a low value may be inappropriate;
- not be capable of being reasonably interpreted as a **Bribe**;
- not put you or **Noventiq** in a compromising or embarrassing position;
- not be used to improperly influence or appear to influence you or anyone else or have the intention of improperly obtaining or retaining business or any business advantage;
- not be offered to or accepted from a person or organization that has a reputation for dishonesty, or unethical or illegal conduct;
- not be offered or received with any party with whom **Noventiq** is engaged with in an open bid or tendering process;
- be one-off or infrequent;
- not lead to a **Conflict of Interest**;
- not breach any policies or local laws, rules, or regulations applicable to you or the person giving or receiving it. It is your responsibility to check this;
- pre-approved by your manager in writing before the expense, gift or donation is made, purchased or accepted if it is over a value of USD 100 or equivalent, however all expenses relating to the **Public Officials** must be approved regardless of cost (see further below); and
- supported by receipts (whenever possible) and be recorded fully and accurately in the relevant **Books and Records** of **Noventiq** in a timely fashion and in line with applicable legal and accounting requirements.

Gifts must never be cash or a cash equivalent (such as a gift card).

Any gifts or hospitality received from, or proposed to be made to, **Public Officials** (where allowed by applicable law) must (irrespective of value) be the subject of prior approval in writing by the **Chief Compliance Officer**.

For clarity, gifts of low value (no more than USD 10 or equivalent) designated for an advertisement (which usually bear the printed logo of **Noventiq** or a **Business Partner**) are not considered gifts and may be made to **Public Officials** without prior

approval, provided such payments are for legitimate business purposes and appropriately recorded in **Noventiq's Books and Records**.

Charitable donations in favour of third-party organizations may not be used to influence a customer's decisions on procurement, decisions by **Public Officials** or any other decisions by a third party to obtain favourable business conditions or advantages. Charitable donations may only be made to registered charity funds and must be appropriately recorded in **Noventiq's Books and Records**.

5.4 Political Contributions, Lobbying, Commercial Sponsorships and commission

Any **Political Contributions, Commercial Sponsorships** or commission payments may never be used as a form of **Bribe** and must not give rise to any immediate business advantage for **Noventiq**. All such payments, where allowed by applicable law, must be appropriately recorded in the relevant **Books and Records**.

You may not make **Political Contributions** or engage in **Lobbying**, unless pre-approved in writing by the **Chief Compliance Officer**.

Any personal political activities undertaken by you in your personal capacity should be kept totally separate from **Noventiq** and you may not refer to **Noventiq** or use **Noventiq** resources.

Any **Commercial Sponsorships** and commission payments must be formalized in a legally binding agreement, must receive prior written approval from the **Chief Compliance Officer** regardless of cost, and must be appropriately recorded in the relevant **Books and Records**.

5.5 Conflicts of Interest

Employees and **Business Partners** must seek to avoid any relationship, influence or activity that will impair, or appear to impair, their ability to do their job or make fair and objective decisions when performing their job, or that is not in the best interests of **Noventiq**, in accordance with the Conflict of Interest Policy. This shall – for example – include business transactions with a person associated with them (for example, spouses, children, parents and other close personal relationships).

Where a **Conflict of Interest** arises, **Employees** and **Business Partners** must:

- report the situation promptly to the **Chief Compliance Officer** before entering into any business transaction; and
- carry out any steps required by the **Chief Compliance Officer** to resolve the **Conflict of Interest**.

5.6 Books and Records

Noventiq's Employees and Business Partners are obliged to follow established accounting and reporting procedures in order to reflect accurately each transaction and support internal accounting control system and keep accurate **Books and Records**.

All transactions and payments (including gifts) are required to be properly, fairly and accurately registered and recorded not only in general ledgers, but also in all original documents, including invoices, receipts and expenditure documents. These requirements are designed to prevent **Bribery** and **Fraud**.

6. Speaking up and reporting

Any **Employee** who becomes or became aware of breach of this Policy or any other event or circumstance that give rise to an actual or suspected breach to any **Bribery, Corruption** or **Fraud**-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).

The way in which **Employees** respond to these issues is crucial for **Noventiq's** ability to prevent **Bribes, Corruption** and **Fraud** and maintain its ethical principles and its business reputation.

Noventiq's top management will provide comprehensive support to any of its **Employees** or **Business Partners** who refuse to participate in **Bribery, Corruption** or **Fraud** or 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

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 **Bribery, Corruption** or **Fraud**-related laws, it will initiate an appropriate internal investigation thereof and involve law enforcement and other competent authorities, if necessary.

All **Employees** and **Business Partners** bear responsibility for their 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, or termination of business relationship. Further, persons who violate anti-bribery and anti-corruption legislation may be prosecuted a fined and/or imprisoned.

Any questions about this Policy can be raised with the **Chief Compliance Officer** or emailed to compliance@noventiq.com.

8. Revision history

Issue No	Version No	Issue Date	Summary of Changes
1	1.0	June 2021	Initial Document
2	2.0	July 2021	Revision of Initial Document
3	3.0	August 2021	Final Document
4	4.0	Feb 2023	Changes to reflect Noventiq Holdings plc

S.V. Chernovolenko, Global CEO of Noventiq