

Anti-Bribery and Anti-Corruption Policy

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1. Objectives

Devyser does not tolerate any form of bribery, corruption and/ or manipulation. This policy outlines the rules the employee should follow when making decisions and receiving any gifts, entertainment or other benefits - in alignment with our commitment to maintaining the highest ethical standards and upholding our anti-bribery and anti-corruption stance. Devyser supports each colleague in ensuring that we conduct business fairly, transparently and honestly - as described in Devyser's Code of Conduct.

2. Scope

The Anti-Bribery and Anti-Corruption Policy applies to all Devyser's employees worldwide, as well as temporary personnel, board members, consultants and others acting and/or working on its behalf. Managers are responsible for making the Anti-Bribery and Anti-Corruption Policy known in their teams, and for promoting and monitoring compliance with this policy. The CFO is responsible for administration, revision and interpretation of the Anti-Bribery and Anti-Corruption Policy and shall update it annually and revise as needed.

3. Applicable Laws and Regulations

Devyser's employees worldwide, as well as temporary personnel, board members, consultants and others acting and/ or working on its behalf must act according to International and national laws and regulations on corruption such as, the U.S. Foreign Corrupt Practices Act (FACPA) and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business transactions.

4. What is Corruption?

Devyser bases its definition of corruption on UN Global Compact's and GRI's definitions and includes bribery, kickbacks, facilitation payments, charitable and political donation, sponsorship, travel and promotional expenses, conflict of interest, collusion (bid rigging, cartels, price fixing), revolving door, patronage, Illegal information brokering, insider trading, tax evasion and similar undertakings as various forms of corruption.

5. Definitions

Bribery can be defined as the act of offering, promising, giving, accepting, or soliciting an advantage with the aim of influencing an action that is illegal, unethical, or constitutes a breach of trust, or to prevent someone from taking a particular course of action. This advantage can take the form of financial benefits or in-kind rewards and may be conveyed directly or through intermediaries.

Kickbacks are a form of bribery that occurs once an enterprise has granted a contract to a party. These illicit activities are typically found in departments responsible for decision-making regarding contracts, such as purchasing or contracting departments. In this scenario, the supplier engages in bribery by returning a portion of the contract fee to the buyer, either through direct means or intermediaries.

Facilitation payments, commonly referred to as "grease payments," are generally small sums of money offered to ensure or speed up the execution of a routine or essential action to which the payer is legally or otherwise entitled. Entities often find these payments troublesome since they are frequently coerced in situations like the release of perishable goods from customs or obtaining entry at an immigration desk.

Charitable and political donations, sponsorship, travel, and promotional expenses

are legal activities for entities, that can however be manipulated to conceal bribery. It's crucial to understand that, under the foreign bribery laws of many countries, especially those adhering to the OECD Anti-Bribery Convention, there are risks associated with these transactions. In some cases, providing an advantage to a Foreign Public Official with the aim of gaining or retaining business could be seen as a breach of anti-bribery regulations.

Conflict of interest, a conflict of interest arises when an individual or entity with a responsibility to an enterprise holds a competing interest, duty, or commitment. It's important to note that having a conflict of interest is not inherently corrupt. However, corruption can emerge when a director, employee, or contracted third party violates their duty to the enterprise by prioritizing another interest over the entity's best interests.

Collusion can manifest in various forms, with the most prevalent examples being bid-rigging, cartels, and price-fixing.

Bid rigging is a practice where colluding competitors work together to artificially inflate prices when purchasers seek goods or services through competitive bidding. Essentially, these competitors prearrange who among them will submit the winning bid for a contract that's put up for competitive bidding. Importantly, not all bidders need to be involved in the conspiracy for bid rigging to occur.

Cartels refer to covert agreements or collusions between enterprises to engage in illegal activities or fraud. These activities commonly encompass practices such as price fixing, the sharing of information, or manipulating the market through the establishment of production and supply quotas.

Price fixing involves an agreement among competitors to increase, set, or otherwise control the price at which they sell their goods or services. It's important to note that competitors don't need to agree to charge the exact same price, nor is it necessary for every competitor in a particular industry to be part of the conspiracy. Price fixing can take various forms, and any agreement that curtails price competition may potentially violate relevant competition laws.

Revolving, the "revolving door" refers to corruption associated with the movement of high-level employees between public sector positions and private sector jobs, and vice versa. The primary concerns in this practice pertain to how an enterprise's engagement in this process can undermine the impartiality and integrity of public office. For enterprises, there are potential risks associated with offering discussions or promises of future employment to public officials, as well as utilizing former public officials as board members, employees, or consultants, as such actions may raise ethical and legal concerns.

Patronage is a practice characterized by favouritism, wherein a person is chosen for a job or benefit not based on qualifications, merit, or entitlement, but rather due to their affiliations or connections with influential individuals or entities.

Illegal information brokering involves the illicit intermediary activity of trading corporate confidential information that has been acquired through illegal means.

Insider trading refers to any transaction involving securities in which the individual executing the trade possesses knowledge of non-public material information, thereby violating their obligation to keep such information confidential.

Tax evasion is the unlawful act of failing to pay the taxes owed to the government of a jurisdiction by a person, enterprise or trust that is illegally obligated to be a taxpayer in that particular location.

6. General Anti-Bribery and Anti-Corruption Guidelines

Those included in 2. *Scope* shall follow Devyser's guidelines on Anti-Bribery and Anti-Corruption:

- Work and promote democratic processes characterized by participation, transparency and accountability;
- Assess corruption risks in the development of procedures and routines such as, contracts, recruitment, attestation scheme and project plans including budgets;
- Not offer, promise or give a bribery to any person;
- Not ask for or receive a bribery from any person;
- Not make a facilitation payment, even if these payments are common in the jurisdiction in which they are requested; and
- Not pay, agree to or receive kickback or other fraudulent or dishonest payments.

Devyser encourages its stakeholders to report any genuine concerns regarding corruption and bribery in accordance with the Whistleblower Policy.