

Anti-Bribery and Corruption Policy



CONNECTING THE WORLD OF TOMORROW

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PURPOSE

The purpose of this Anti-Bribery and Corruption Policy (the “**Policy**”) is to explain the rules you are required to follow to prevent bribery and corruption occurring in our business. Constructel Group is committed to conducting business globally with the highest level of honesty and integrity. Violating applicable anti-corruption laws exposes the Group and its employees (regardless of nationality or location of residence) to significant criminal and civil liability, fines and penalties.

As a global company, Constructel must comply with the anti-Corruption laws of many jurisdictions, including without limitation the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, Loi Sapin II from France, and the applicable anti-corruption laws of each country in which we operate. Neither Constructel, nor its employees nor others acting on Constructel’s behalf will bribe another party to obtain any type of benefit. Nor will Constructel or its employees accept bribes or be used by any other party to facilitate bribery.

All Constructel employees are expected to make business decisions, and conduct their work, based on quality, price and service, and must always act with integrity. Even the perception of bribery and corruption can harm Constructel’s reputation and trigger government scrutiny, and so we must strive to avoid even the mere appearance of wrongdoing.

This Policy should be read in conjunction with Constructel’s Code of Ethics and Business Conduct, Gifts and Hospitality Policy and Third Party Onboarding Policy.

Application

This Policy was approved by the Board of Directors of Constructel Group on 2022, October 27. Its adoption and enforcement is mandatory for Constructel and its subsidiaries and covers all activities conducted by Constructel worldwide. It applies to the all Group companies, their directors, officers, employees, contractors and anyone else acting on Constructel’s behalf in any jurisdiction. Where local customs, standards, laws, or other policies apply that are stricter than the provisions of this Policy, the stricter requirements must be complied with. However, if this Policy stipulates stricter requirements than local customs, standards, laws or other local policies, the stricter provisions of Policy shall apply.

Policy Violation and Disciplinary Action

Failure to comply with this Policy can have severe consequences. For the Company, these could include significant monetary penalties, debarment from contracting with public entities, confiscation of profits, damages claims and/or significant reputational damage. Individuals could face prosecution, criminal fines and imprisonment.

Constructel will view any violation of this Policy by an employee as a significant matter subject to disciplinary action, including termination of employment. The Company reserves its right to terminate its contractual relationships with any agents, representatives, contractors or other third parties that breach this Policy.

GLOSSARY

Bribery	Any advantage or anything of value given with the intention of inducing a person to act improperly or of influencing a person's actions or decisions in order to gain or retain a business advantage.
Corruption	The misuse of public office or power for private gain
Entertainment	Entertainment refers to any cultural, social, sporting, leisure or recreational gathering, activity or event (such as concerts, theater, museums, hunting, boating, etc.)
Facilitation payment	Typically a small, unofficial payment made to secure or expedite a routine or necessary action (for example by a government official)
Gift	Gifts include any item of monetary or non-monetary value provided as a symbolic token of appreciation. Gifts do NOT include product promotions, samples (including demonstration and evaluation products).
Government Official (GO)	Any officer or employee of a local, state, regional or national government or any department, agency or ministry of a government; individuals who, although temporarily or without payment, hold a public position, employment or function; employees of a public international organisation; the individuals acting in an official capacity for or on behalf of a government agency, department, ministry or public international organisation; political party officials or any candidate for political office; employees of a state-owned or state-controlled entity, as well as entities or individuals that perform a government or public function (such as airports or seaports, utilities, notaries, arbiters etc).
Meals	Any food or beverage expense.
Third Party	Any individual or legal entity with whom Constructel interacts and that is not a Constructel legal entity or an officer, director or employee of Constructel. It includes but is not limited to customers, agents, representatives, contractors and suppliers.

Travel and Lodging Expenses	Any costs associated with transportation, accommodation, and/or required visas for the purpose of conducting business related activities away from the traveler's ordinary place of business.
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REQUIREMENTS

Bribery and Corruption are prohibited. The following principles outline the minimum standards that Constructel is committed to meet with regards to all business interactions:

- All Constructel employees are expected to make business decisions, and conduct their work, based on quality, price and service, and must always act with integrity;
- Even some legitimate business practices, such as providing Gifts, Meals, Travel and Lodging, paying for business Travel, and making political or charitable donations, can be construed or perceived as corruptive in certain circumstances. Therefore, all business practices must only occur in the appropriate manner.

Even the perception of Bribery or Corruption can harm Constructel's reputation and trigger government scrutiny, and thus Constructel strives to avoid even the mere appearance of wrongdoing.

Prohibition on Bribery and Corruption

Corruption means the misuse of public office or entrusted power for private gain. Bribery is a form of corruption.

A bribe means any advantage or anything of value offered or provided to any person, directly or indirectly, to:

- influence or reward a desired action;
- influence or reward an act in violation of a lawful duty;
- induce someone to perform a function improperly (or reward them for doing so);
- secure any improper advantage; or
- influence a government official.

The rules on bribery apply to private transactions as well as to dealings with public officials. They apply to the receipt as well as to the offering of bribes. Bribery can be motivated by different things. Examples include seeking to gain access to confidential information, trying to

influence decision-making, attempting to obtain preferential treatment or attempting to cover up illegal activity.

Bribes can take many forms and can include payments of money in any amount and in any form, including cash, gift cards, discount cards, commissions, rebates, loans at favorable terms, use of houses, cars or other property without economic consideration, offers of employment, or other compensations, as well as donations, in-kind services, gifts, meals and entertainment, travel, contractual rights, other business advantages, favours, and anything else of economic value. Indeed, on-monetary favours can often be considered bribes – for example offering an internship or job to a family member of a business contact in exchange for a business advantage.

You must not, directly or indirectly:

- give, promise, or offer a payment, gift, or hospitality with the intention that a business advantage will be received or to reward a business advantage already given;
- give or accept a gift or hospitality during commercial negotiations if this could be perceived as intended or likely to influence the outcome;
- accept a payment, gift, or hospitality that you know, or suspect, is offered with the expectation that Constructel will provide a business advantage for the third party; or
- offer or accept any gift beyond those of de minimis value (e.g. notepads or pens) to or from public officials or their representatives.

Special rules apply to dealings with government officials. While you must not offer or provide a financial or other advantage to anyone with the intention of influencing them to obtain or retain business or an advantage, the risks associated with providing benefits to government officials are heightened. It is important that you exercise heightened caution in dealings with government officials, including the employees of state-owned organisations, to ensure you do not even create the perception of an attempt to improperly influence them.

Facilitation Payments

“Facilitation payments”, also known as “back-handers” or “grease payments”, are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). Facilitation payments are bribes.

Making or accepting facilitation payments is strictly prohibited under this Policy. If you are

asked to make a facilitation payment or kickback, you must report it immediately to the Group Compliance Officer (compliance@constructel.com).

Personal Safety Payments

The health and safety of all employees is Constructel's utmost concern. In limited circumstances where immediate payment may be demanded of Constructel personnel to avoid imminent serious physical harm or imminent deprivation of liberty (for example, threatened unjust imprisonment for a routine traffic violation in a foreign country) then payments may be made to alleviate the immediate risk. A payment of this nature which is made under extortion or duress does not count as bribery. However, you must report it immediately to the Group Compliance Officer (compliance@constructel.com).

Gifts and Hospitality

Proportionate and reasonable corporate hospitality and gifts provided by or to you as an essential business courtesy will not by themselves constitute bribes. However, you must not offer any gifts, hospitality, or entertainment to public officials (or third parties connected to them) save for token gifts of nominal value or basic courtesies offered at Constructel's office while meeting with public officials (for example coffee or a modest lunch at the office during a meeting).

You must follow the rules in Constructel's Gifts and Hospitality Policy in respect of all gifts and hospitality given and received.

Political and Charitable Donations and Sponsorship

Political donations are prohibited. Reasonable charitable donations and sponsorship are permitted provided they are made properly, transparently, and not for the personal or financial benefit of any public official. Any charitable donation or sponsorship made on behalf of Constructel must be approved by the Group Compliance Officer (compliance@constructel.com). If there is any doubt as to whether the donation or sponsorship is appropriate, you should speak with the Group Compliance Officer (compliance@constructel.com).

Engaging Third Parties

Before engaging an agent, representative, contractor, supplier or other third party, you must conduct appropriate due diligence in accordance with the Third-Party Onboarding Policy.

All contracts with agents, representatives, contractors, suppliers and other third parties must include appropriate representations, warranties and undertakings that address bribery and corruption compliance in accordance with the Third Party Onboarding Policy.

General Requirements for Financial Transactions and Accounting Records

Constructel and all its personnel shall make and keep books, records, and accounts which contain reasonable detail and accurately reflect the transactions and dispositions of the Constructel's assets. At a minimum, all financial transactions must:

- Be authorised in accordance with the Company's expense authorisation approval limits;
- be recorded in accordance with International Financial Reporting Standards and the Local Generally Accepted Accounting Principles; and
- be periodically reviewed to identify and correct any accounting discrepancies, errors, or omissions.

Supporting documents for all financial transactions must be specific and detailed enough to properly support the true nature of the transactions. An invoice related to an expense, must be obtained and the nature of the expense must be clearly recorded.

The Company must have appropriate internal controls in place related to financial information designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles.

Training and Communication

Training on this Policy forms part of the induction for all new starters. Thereafter, training on this policy will be delivered every two years. All employees will receive online training on the types of bribery, the consequences of engaging in bribery and how to report bribery in accordance with Constructel's Policy on Reporting Potential Violations.

Raising a Concern

You have a duty to report concerns about any instance or suspicion of misconduct. Concerns should be reported in accordance with Constructel's Policy on Reporting Potential Violations.

If you are in doubt about whether something constitutes bribery, or have any questions in relation to this Policy or any other compliance policy, please consult the Group Compliance Officer (compliance@constructel.com) for further guidance.

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