

Group Anti-Bribery & Corruption Policy

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3. Purpose

3.1 Qualco HoldCo Ltd (the Company) and its subsidiary companies (the Group) are committed to the practice of responsible corporate behavior and to complying with all Laws, regulations and other requirements which govern the conduct of the Qualco Group operations.

3.2 Qualco Group is fully committed to instilling a strong anti-corruption culture and is fully committed to compliance with all anti-bribery and anti-corruption legislation and ensures that no bribes or other corrupt payments, inducements or similar are made, offered, sought or obtained by the Company and its subsidiaries or anyone working on their behalf or representing them. The aim of this Policy, and of the *“Tone from the Top”* of the Company’s Management, is to ascertain the Group’s commitment to combat bribery and corruption. In developing this Policy, the Company has taken into account the applicable national legislation and regulatory requirements in all countries of operation, the EU legislation (to the extent applicable), as well as best practices in the conduct of business, and the treatment of employees and customers. Aiming to fight corruption and bribery the company sets the following goals:

- Expressly prohibits all phenomena of corruption and bribery in all relations within the company as well as in those between customers, suppliers, and partners.
- Fully complies with all relevant legislation related to corruption and bribery issues.
- Educates and raises awareness among its employees continuously about issues of corruption and bribery.
- Encourages staff to report incidents of corruption and bribery.
- Provides independent communication channels for all stakeholders to report incidents of corruption and bribery.
- Protects staff who reports incidents as well as individuals involved in the investigation from retaliation.
- Ensures the independence of the Compliance Officer.
- Defines a specific framework of indicators for the continuous monitoring and improvement of the Management System.
- Commitment for the continuous improvement of the Management System’s effectiveness.
- Follows the prescribed provisions of the law in case of deviation from the principles of this Policy.

3.3. Qualco Group holds as fundamental to its success the trust and confidence of those with whom it deals, including clients, suppliers (including contractors and sub-contractors) and employees. Conflicts of interest potentially undermine the relationship of the Company with its partners. In order to help preserve and strengthen this relationship this policy provides rules and guidelines concerning the conduct of its employees aimed at minimizing the possibility of conflicts of interest and at avoiding risks associated with bribery and corruption.

3.4. The Compliance Officers of the Group’s companies have the responsibility for the implementation of this Policy, and for monitoring its use and effectiveness. Qualco employees must be familiar with this Policy to ensure compliance all times. Employees are encouraged to provide information on any concerns regarding any unethical behavior, bribery or corruption.

4. Scope of Policy

This anti-bribery policy applies to all individuals working at Qualco Group Companies at all levels and grades, including senior managers, officers, directors, employees (whether temporary, fixed-term, or permanent), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person or persons associated with Qualco Group (including third parties), or any of our subsidiaries or their employees, no matter where they are located. The policy also applies to Officers, Trustees, Board, and/or Committee members at any level.

In the context of this policy, third-party refers to any individual or organisation our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.

Any arrangements our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption

5. Governance

- 5.1 The Board of Directors of Qualco HoldCo Ltd through the Audit and Risk Committee performs its fiduciary role and oversees on a regular basis the internal controls established by the Group's Senior Management through the examination of Internal Audit, Risk and Compliance reviews and reports.
- 5.2 The Audit and Risk Committee of Qualco HoldCo Ltd is responsible for the monitoring of the active oversight of the Anti-Bribery Policy and seeks the views of the Compliance Officers and the Heads of Internal Audit of the Group companies and others regarding this topic.
- 5.3 The Heads of Internal Audit and the Compliance Officers have the obligation to alert the Group Audit and Risk Committee in writing on all bribery incidents, and to provide reports to each Committee meeting on the relevant investigation and measures taken.
- 5.4 The Group Chief Executive Officer and the Board will seek and consider legal advice prior to making any decision to prosecute or refer an internal investigation to Law enforcement agents.

6. Bribery

- a. Bribery is defined as the giving, asking, agreeing, receiving, accepting, soliciting or promising of a financial or other advantage to another party where that advantage is intended to induce the other party to perform a particular function improperly, to induce the other party to omit an action in the future or previously, to induce or influence an action or decision or omission, to reward them for the same, or where the acceptance of that advantage is in itself improper conduct.
- b. Bribery is also deemed to take place if any party requests or agrees to receive a financial, commercial, contractual, regulatory, personal or other advantage directly or indirectly from another party where that advantage is intended to induce that party to perform a particular function improperly or omit a relevant action, where the acceptance of that advantage is in itself improper conduct, or where that party acts improperly in anticipation of such advantage.
- c. Bribery of a public official is defined as the giving or promising (directly or indirectly) of a financial or other advantage which is intended to influence the official in order to obtain business or an advantage in the conduct of business. A public official is defined as i) an officer or employee of a government, agency, ministry or instrumentality thereof; (ii) an officer or employee of a government-owned or controlled entity; (iii) an officer or employee of a public international organization; (iv) a political party or party official or candidate for political office; or (v) anyone who holds a legislative, administrative or judicial position of any kind or exercises a public function for a country or any public agency or enterprise of a country (including but limited to prime ministers, members/deputy members of the cabinet, mayors, etc.) .
- d. Bribery regarding Sanctions is defined as the giving or promising of a financial or other advantage with governments of non-EU countries, as well as companies, groups, organisations, or individuals, against whom specific restrictive measures have been set such as:
 - restrictions on admission (travel bans)
 - asset freezes
 - other economic measures such as restrictions on imports and exports
 - arms embargoes

The subjects of such sanctions can be identified at least in the respective lists of the European Commission and the Office of Foreign Assets Control ("OFAC") of the US Department of the Treasury , here: <https://www.sanctionsmap.eu/#/main> and here: <https://ofac.treasury.gov/ofac-sanctions-lists>

- e. Bribery is illegal. Employees and representatives must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor).
- f. Employees and representatives must not bribe a foreign public official anywhere in the world.
- g. Employees and representatives must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the applicable company's compliance officer.

7. Consequences of Bribery

- a. Anyone found guilty of bribery under the Law may face fines and/or imprisonment. In addition, high legal costs and adverse publicity are likely to result from any breach of the Law.
- b. For employees of the Company, failure to comply with this Policy and/or with the Law may result in:
 - disciplinary action which may include dismissal; and
- c. criminal penalties under the Law which may result in a fine and/or imprisonment For the Company, any breach of this Policy by any employee or business associate may result in:
 - the Company being deemed to be in breach of the Law
 - the Company being subject to fines and/or other administrative sanctions; and
 - the Company suffering negative publicity and further associated damage as a result of such breach.

8. Responsibility for Compliance

- a. It is the responsibility of all of the abovementioned parties to ensure that bribery is prevented, detected and reported and all such reports should be made to the applicable Compliance Officers of each company of the Group and the CEO / Managing Director of the pertinent subsidiary, or, if not appropriate, the Chairman of the Audit and Risk Committee, who will treat the report in strict confidence and as otherwise per this Policy. There is also the option of an anonymous report using the Whistleblowing platform.
- b. No party described in section 2 may:
 - give or promise any financial or other advantage to another party (or use a third party to do the same) on the Group's behalf where that advantage is intended to induce the other party to perform a particular function improperly or omit a relevant action, to reward them for the same, or where the acceptance of that advantage will in itself constitute improper conduct;
 - request or agree to receive any financial or other advantage from another party where that advantage is intended to induce the improper performance of a particular function, where the acceptance of that advantage will in itself constitute improper conduct, or where the recipient intends to act improperly or omit an action in anticipation of such an advantage.
- c. Parties described in section 2 must:
 - be aware and alert at all times of all bribery risks as described in this Policy and in particular as set out in section 11 below;
 - exercise due diligence at all times when dealing with third parties on behalf of the Company and the Group; and
 - report any and all concerns relating to bribery to the CEO and Compliance Officer of the pertinent subsidiary company or, in the case of non-employees, their normal point of contact within the Company.

9. Facilitation Payments

- a. Qualco Group and its employees do not make, and will not accept, facilitation payments or "kickbacks" of any kind.
- b. A facilitation payment is defined as a (small) payment made to officials in order to ensure or speed up the performance of routine or necessary functions.
- c. Facilitation payments constitute bribes and, subject to section 7.4, may not be made at any time irrespective of prevailing business customs in certain territories.
- d. Facilitation or similar payments may be made in exceptional circumstances where employees' life is in danger but under no other circumstances. Under these circumstances, the following steps must be taken: a. Keep any amount to the minimum. b. Ask for a receipt where possible, detailing the amount and reason for the payment. c. Create a record concerning the payment. d. CEO & Compliance Officer of each Group entity should be informed prior the arrangement of any payment
- e. Kickbacks are typically payments made in return for a business favor or advantage. All employees and other parties described under section 2 must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by the Qualco Group.

10. Conflict of Interest

- a. Qualco HoldCo Ltd holds as fundamental to its success the trust and confidence of those with whom the Company and its subsidiaries (the Qualco Group) deals, including clients, suppliers and employees. Conflicts of Interest potentially undermine the relationship of the Qualco Group with its stakeholders.
- b. All employees/agents and representatives of the Company are expected to act honestly, ethically and within the Law requirements.
- c. Every employee/agent and representatives is obligated to disclose any known or potential conflicts of interest as soon as they arise. Failure to do so could result in termination of employment.
- d. The Company, in the context of its Services and Activities, aims at mitigating the risk of damage to the interests of Qualco HoldCo itself, the Group Companies as well as their Customers due to possible Conflicts of Interests between the Company itself, its Covert Persons and persons associated with them and Customers according to each case. To this end, the Company has adopted and applies a Conflict of Interest Policy and Procedures.
- e. Qualco HoldCo has established the roles of Compliance Officer and Head of Internal Audit, who operate independently of the Business Units of the Group Companies and each other, and are responsible for monitoring, detecting, preventing and handling cases of Conflict of Interest.
- f. When an actual conflict of interest is found, any transactions that may have been affected will be reviewed retroactively. Affected parties both within and outside of the business, including but not limited to shareholders, directors, employees, and contractors will be notified. An investigation will also be conducted by the board of directors to determine the extent of the conflict and the intentions of the parties involved. If the conflict in question involves a member or members of the board of directors, such a member will be excused

from the deliberations.

- g. As all conflicts of interest will be reviewed on a case-by-case basis, a review may result in disciplinary action. The board of directors has full discretion to deem what disciplinary action is both fitting and necessary, including suspension and/or termination of employment.
- h. Qualco HoldCo implements a Group Information Security Framework which all employees of the Company and its subsidiaries are obliged to comply with, while they are also obliged to show confidentiality with respect to the personal data and information of its Customers. Any violation of the aforementioned obligation constitutes a disciplinary offence. Employees' obligation to maintain confidentiality remains even after the termination of their contact of employment with the Company or its subsidiaries.
- i. All employees should be aware of the current Company's Conflict of Interest Policy and Procedures, along with any relevant policy dictated by the regulatory framework of each of the Company's subsidiaries, in order to be able to manage such cases. Qualco is committed to providing ongoing training and information on conflict of interest issues.

11. Gifts and Hospitality

- a. Gifts and hospitality are a legitimate part of conducting business. Gifts and hospitality can, when excessive, constitute a bribe and/or a conflict of interest. Care and due diligence should be exercised at all times when giving or receiving any form of gift or hospitality on behalf of Qualco HoldCo Ltd or any of its subsidiaries.
- b. The following general principles apply:
 - i. **Gifts and hospitality** may neither be given nor received as rewards, inducements or encouragement for preferential treatment or inappropriate or dishonest conduct.
 - ii. **Gifts** of low intrinsic value, such as diaries or calendars which are usually considered as symbolic or gifts of courtesy, may be accepted from business partners, clients or other stakeholders with whom employees have regular contact. A value of less than **€100** is used as a guide to identifying gifts of low intrinsic value.
 - iii. Acceptance of token **gifts** creates an obligation to reimburse them with a corresponding economic value of gift of a value not more than €100. The giving of gift must be approved by the Director of the relevant Division and reported to the Compliance Officer, for recording in the Gifts & Hospitality Register (ANNEX II).
 - iv. Neither **gifts** nor **hospitality** should be actively sought or encouraged from any party, nor should the impression be given that the award of any business, custom, contract or similar will be in any way conditional on gifts or hospitality.
 - v. Cash should be neither be given nor received as a **gift** under any circumstances.
 - vi. **Gifts and hospitality** to or from relevant parties should generally be avoided at the time of contracts being tendered or awarded or for a considerable amount of time after the selection process is completed.
 - vii. Providing **gifts** or hospitality to family members or guests of commercial clients, business partners, or other third parties is generally considered inappropriate and should be avoided.
 - viii. **Gifts and hospitality** to or from a government official or representative or politician or political party are forbidden.
 - ix. **Hospitality** in the form of business meals and entertainment should be infrequent,

consistent with accepted local business practice, and for the express purpose of furthering a business relationship. A representative from each entity must be present.

- **Business meals** (applicable to client-facing roles, Directors and Executive Directors) are those meals taken with clients, prospects or non-company associates during which a specific business discussion takes place. Business meals require approval as described further below.
 - **Entertainment** (applicable to client-facing roles, Directors and Executive Directors) of guests of the company includes events such as social and recreational activities, when a business discussion takes place. Entertainment requires approval as described below.
 - **Meals and entertainment of €100 per person or less:** Client-facing roles, Directors and Executive Directors may generally provide or receive meals and entertainment of a value up to €100 per person or less. Even for such meals and entertainment of nominal value, the above persons should consider whether the frequency or timing may create any appearance of impropriety, such as a frequency of more than once a quarter.
 - **Meals and entertainment of greater value than €100 per person:** Client-facing roles, Directors and Executive Directors may generally provide or receive meals and entertainment with a value greater than €100 per person on the approval of the Director of the relevant Division. These occasions must be reported to the Compliance Officer, for recording in the Gifts & Hospitality Register (ANNEX II). Meals and entertainment of greater value than €100 per person should not be given to or received from the same external party by more than once per quarter.
- x. The value of all gifts and hospitality, whether given or received, should be proportionate to the matter to which they relate and should not be unusually high or generous when compared to prevailing practices in the industries that Qualco HoldCo and its subsidiaries are active in.
 - xi. Certain gifts which would otherwise be in breach of this Policy may be accepted if refusal would cause significant and/or cultural offence, at the discretion and decision of the Group HR Director after prior consultation with the relevant Compliance Officer. However, the Company will donate all gifts accepted for such reasons to a charity of the Group CEO's choosing.
 - xii. Gifts with a value greater than €100 and hospitality with a value greater than €100 per person, whether given or received, must be reported to the Compliance Officer (ANNEX I) and recorded in the Gifts & Hospitality Register kept by the Compliance Officer (ANNEX II).
 - xiii. Employees should consult Compliance Officer if they are offered an **award** or **prize** in connection with their official duties. They will normally be allowed to keep it provided:
 - there is no risk of public criticism;
 - it is offered strictly in accordance with personal achievement;
 - it is not in the nature of a gift nor can be construed as a gift; and
 - does not significantly benefit or increase the financial condition and prosperity of the involved employee.

12. Sponsorships and Charitable Contributions

- a. As part of the Group's commitment to good corporate citizenship, Qualco Group may authorize sponsorships and accepts (and indeed encourages) the act of donating to charities

- whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes. The C-level of each business line may authorize sponsorships and charitable contributions on behalf of the company
- b. Sponsorships are defined as payment of the costs of a particular event or programme as a way of advertising with the purpose of promoting the Group’s communication and marketing objectives. The objective of sponsorship is to raise awareness about the Group and its companies.
- c. Charitable contributions are permitted only to registered (non-profit) charities. No charitable donations may be given to any organisation which is not a registered charity. Charitable contributions may take the form of goods or services, or technical assistance or training.
- d. Requests for Sponsorships and Charitable Contribution received by the Group companies are submitted to the C-level of each business line for consideration and written approval.
- e. The proposals are evaluated based on some of all of the following criteria, depending on the case:
 - i. Charitable Contributions: (i) Purpose and objectives of the charity’s stated activities (ii) Geographic locations served (iii) Organizational structure including persons with significant control (iv) Donor and volunteer base (v) For larger charities: funding and disbursement criteria (including basic beneficiary information), (vi) affiliation with other NGOs, governments, or groups.
 - ii. Sponsorship: (i) Purpose and objectives of the sponsorship (ii) Geographic location (iii) affiliation with NGOs, governments, or groups.
- f. The constitutional documents as well as the composition of the governing bodies of all organizations considered for sponsorship / charitable donation are reviewed by Group Compliance and screened further for Anti-Money Laundering/Know-Your-Customer (AML/KYC) purposes, with particular care and that there is no reason to believe that the organisations may be operated directly or indirectly for the private benefit of any public official or individuals on sanctions lists . In the case of charitable donations, particular care is paid to assure that the recipient charity is a bona fide charity, regulated and supervised as such in the jurisdiction. In addition, in cases where a recipient Charity or its beneficiary, employee, officer, director, manager or actual controller has or is expected to have any significant influence on the contributing company’s business, in which case a closer scrutiny of potential conflict of interest or corruption risks will be conducted.
- g. Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

All charitable donations and sponsorships must be fully recorded by the Compliance Officer (ANNEX III). Moreover, these donations should be properly described and time framed.

- h. Taking into consideration all the above the Compliance Officer must receive as much information as possible about the organisation to proceed with the necessary AML/KYC checks, before any actual donation takes place (ANNEX IV).
- i. Proof of receipt of all sponsorships and charitable donations must be obtained from the recipient organisation.

- j. Under no circumstances may charitable donations be made in cash.
- k. No sponsorship or charitable donation may be made at the request of any party where that sponsorship / donation may result in improper conduct.

13. Political Donations

- a. The Company and its subsidiaries do not make political donations and the Group is not affiliated with any political party, independent candidate, or with any other organisation whose activities are primarily political.
- b. Employees and other associated parties are free to make personal donations provided such payments are not purported to be made on behalf of the Qualco Group and are not made to obtain any form of advantage in any business transaction. Employees shall not make any political donation to any recipient who has or is expected to have any direct and material influence on the Group's business. For any doubt on the above, employees shall consult with the Compliance Officer before making the intended donations

14. Due Diligence and Risks

Risk assessment is a continuous process based on qualitative and relevant information available from internal and external sources. The following issues should be considered with care in any and all transactions, dealings with officials, and other business matters concerning third parties:

- a. Territorial risks, particularly the prevalence of bribery and corruption in a particular country;
- b. Cross-border payments;
- c. Requests for cash payment, payment through intermediaries or other unusual methods of payment;
- d. Activities requiring the Company and / or any associated party to obtain permits or other forms of official authorisation;
- e. Transactions involving the import or export of goods;
- f. Lack of clear due diligence procedures for vetting for staff recruitment and persons/organisations who perform, or will perform services on behalf of Qualco Group;
- g. Lack of employees training and supervision;
- h. Lack of clear communication from the Senior Management of the Qualco HoldCo's zero tolerance policy towards bribery;
- i. Lack of adequacy and operating effectiveness of internal financial controls.
- j. Business relationships with politically espoused persons.
- k. Interactions with public officials in government or government owned entities.
- l. Donations and Sponsorship of events.
- m. Linkage to sever adverse media, sanctions and litigation hits.

15. Diligence Required When Hiring Employees or Third Parties

The Group may be held liable for bribes paid by third parties acting on the Group's behalf or bribes paid by employees or other persons performing services for the Group. Therefore, management and employees may not overlook any activities by third parties acting on the Group's behalf that might conflict with this Policy. Should any concern arise, management and employees should raise the matter promptly with Group Compliance.

Management shall exercise particular care when evaluating a prospective employee or third party who may act on behalf of the Company, especially if that person will be interacting with Government Officials on behalf of the Group.

Prior to hiring a third party who may interact with Government Officials on behalf of Qualco Holdco or any of its subsidiaries, management must file a request with Group Compliance so that all applicable KYC documentation, conflicts of interest declaration, including any relatives who are public officials, and background checks may be obtained, reviewed and written clearance is provided.

New employees and third parties engaged by the Group should read and fully understand this Policy and be informed that they are obliged to comply with it.

A. Examples of Third Parties and Other Intermediaries

The following types of persons could be considered third parties who perform services for or on behalf of the Company, and whose actions could be attributed to the Company:

- Agents, representatives, consultants, or other intermediaries
- Persons who introduce business to the Company
- Contractors/sub-contractors and service providers
- Lobbyists
- Law firms or external financial advisors
- Public relations or marketing advisors or consultants
- Real estate contractors
- Sales and marketing firms
- Subsidiaries, including those in which the Company owns less than a 50%
- Shareholders
- Suppliers who are performing services for the Company, rather than simply acting as a seller of goods

B. Due Diligence is Required When Hiring Employees or Third Parties

In order to help ensure that bribery does not occur, care and due diligence are required before hiring employees or selecting third-parties who will act on behalf of the Group.

To ensure that the selected individuals or firms are qualified and reputable individuals or firms, the Group has developed specific procedures for employee selection and procurement / outsourcing due diligence. The responsible Group functions (Human Resources, Procurement / Outsourcing and Compliance) maintain evidence of the results of the reviews performed during the due diligence process and ensure that compensation is reasonable in light of the services.

Attention is paid to the following, as indications that a prospective employee or third party should not be retained:

- Requesting or demanding an unreasonable or unusually high salary or fee;
- Requesting an inappropriate method of payment, for example, requests for indirect payments made payable in a country other than from where the entity operates, payments in cash, or payments to a numbered or secret account or the account of a third party;

- Demonstrating an unwillingness to sign a contract;
- Promising unusually fast results;
- Apparent lack of qualification or experience for the position or role;
- Past accusations or instances of improper business practices;
- Demonstrating reluctance to provide any requested information; or
- Requesting a payment or gift for himself or another.

If due diligence uncovers anything suspicious, the relevant functions should seek the assistance of Group Compliance and management in resolving concerns before hiring the employee or third party.

16. Investigation / Remediation

- a. The Compliance Officers, the Heads of Internal Audit and Group HR Manager cooperate on issues regarding bribery allegations or indications thereof.
- b. The Heads of Internal Audit have the responsibility to investigate any suspected bribery acts, issue reports to the Group CEO, the pertinent CEO and the pertinent Compliance Officers, and inform the Audit and Risk Committee.
- c. Investigation results will not be disclosed to anyone other than parties who have a legitimate need to know.

17. Confidentiality

- a. All information received is treated as confidential.
- b. In particular, employee(s) shall be informed before their identity is disclosed, unless such information would jeopardize the related investigations or judicial proceedings. When informing employee(s), the Company shall explain the reasons for the intended disclosure of the confidential data concerned

18. Communication and Training

- a. Qualco HoldCo implements an effective Whistleblowing Policy and Procedures for the submission of anonymous reports and information at all levels, with the aim to enhance transparency and ensure compliance with the existing legislative and regulatory framework.
- b. Training on this Policy forms part of the induction process for all new employees. All existing employees will receive periodic, relevant training on how to implement and adhere to this Policy.

19. Record Keeping

- a. All Qualco Group Companies keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- b. Employees must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.
- c. Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with this policy, and specifically record the reason

for the expenditure.

- d. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.
- e. All relevant records collected and maintained for the purposes of this Policy, should be kept for as long as it is deemed necessary and further stipulated into the Record Keeping Policy of each subsidiary of the Company.

20. Monitoring and Review

- a. The Compliance Officers of Group companies monitor the effectiveness and review the implementation of this Policy regularly, considering its suitability, adequacy and efficiency. Any improvements identified will be recommended to the Audit and Risk Committee and implemented as soon as possible, following approval. Internal control systems and procedures will be subject to regular internal audits to provide assurance that they are effective in countering bribery and corruption.
- b. All managers have a responsibility to ensure that employees are aware of the definitions of bribery and corruption and understand the importance of protecting the Company and its subsidiaries from it. Managers will also be responsible for the enforcement of disciplinary action for employees who do not comply with the relevant policies and procedures.
- c. All employees are responsible for the implementation of this Policy and should ensure they follow it to disclose any suspected risk or wrongdoing.
- d. Anti-bribery risk reviews and findings are reported to the Audit and Risk Committee by the Risk Manager and the Compliance Officers of the Group companies, as part of the annual compliance report and by the Heads of Internal Audit of the Group companies, as part of the audit plan.

21. Raising concerns

- 19.1 Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If Employees are unsure whether a particular act constitutes bribery or corruption, or if Employees have any other queries or concerns, these should be raised in confidence with the department supervisor, the Human Resources Department or the Compliance Officer.
- 19.2 It is important that an Employee informs the Compliance Officer or make a report through the helpline or the whistleblowing platform as soon as possible if they are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

22. Protection

- 20.1 Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Qualco HoldCo aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

- 20.2 Qualco HoldCo is committed to ensuring no one suffers any disadvantageous or unfair treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future.
- 20.3 Disadvantageous or unfair treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If an Employee believes that they have suffered any such treatment, the Employee should inform the HR department and the Compliance Officer immediately. If the matter is not remedied, the Employee should raise it formally using the Whistleblowing Platform.

23. Discipline

- 21.1 Any employee who violates the terms of this Policy will be subject to disciplinary action.
- 21.2 Any employee who has direct knowledge of potential violations of this Policy but fails to report such potential violations will be subject to disciplinary action.
- 21.3 Any employee who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action.
- 21.4 In all cases, disciplinary action may include termination of employment.
- 21.5 Any third-party agent who violates the terms of this Policy, who knows of and fails to report to Management / the designated officer potential violations of this Policy, or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts re-evaluated or terminated.

ANNEX I - GIFTS & HOSPITALITY REQUEST FORM

Item	Examples	Value	Notification
Gifts	<ul style="list-style-type: none"> • Bottles of alcohol • Chocolates, biscuits / cakes • Diaries • Stationery • Flowers <p><i>Note: not multiples of each</i></p>	Less than €100	Receiving: May be accepted and kept. Normally it would be good practice to share amongst the team / department. Giving: Reciprocal, requires written approval of Director of the relevant Division
		More than €100	Giving / Receiving requires written approval by the Director of the relevant Division.
Hospitality	<p>Meals in a relevant business context and where business to be discussed, Entertainment in the form of invitations to events e.g. sports.</p> <p><i>Note: at appropriate frequency per client/supplier.</i></p> <p><i>If in doubt, ask your Director or the Group Compliance Officer.</i></p>	Less than €100 per person	No authorization required. Note: at appropriate frequency per client/supplier
		More than €100 per person	Acceptance or giving requires written approval by the Director of the relevant Division.

This section is to be completed by the employee intending to give or accept a gift of more than €100 or hospitality of more than €100 per person.

Are you giving or receiving the gift/hospitality? Please circle which.

Does it involve a client or a supplier? Please circle which.

Name of client / supplier:

Is there a current or a potential contract with the client/supplier? Please circle which and provide details.

Description of gift/hospitality and reason:

Estimated/actual value of gift total/hospitality per person:

State the name of the firm and the position of the person(s) you are giving to or receiving from:

If not a firm, state the name of the person(s) you are giving to or receiving from:

Your Name:

Signature and date:

This section is to be completed by the immediate Director PRIOR to the event.

Please circle one of the following:

APPROVED. The gift / hospitality to be given / received is considered to be appropriate business courtesy.

DECLINED. Explanation of rationale:

Name:

Signature & date:

This section is to be completed by the Head of Accounting to approve the expenditure.

APPROVED. The planned expenditure is within budget.

DECLINED. The planned expenditure is in excess of budget

Name:

Signature & date: Name:

A copy of this form must be sent to the Compliance Officer.

Please note that prior approval and Compliance notification is a prerequisite to reimburse expenses incurred.

The full Gifts & Hospitality policy is part of the Group Anti-Bribery & Anti-Corruption Policy.

ANNEX II: GIFTS & HOSPITALITY REGISTER

Date	Giving or Receiving	Name of Employee	Company	Division	Value of gift / Hospitality	Name of Client / third party	Description and further details	Approver

ANNEX III: Sponsorships and Charitable Contributions Form

Information Date	Group Company's Name	Business Owner	Department	Organization's Name	Donation Category (charitable contribution/ sponsorship)	Donation type	legality check	conflicts of interest check	anti corruption check	Written C-level approval	Proof of receipt	archiving date
.../.../....												.../.../....

ANNEX VI: Sponsorships and Charitable Contributions Form

Sponsorships and Charitable Contributions Form

Indicate below all information about the candidate recipient and the sponsorship or charitable contribution details. Send the completed form along with all the attached files to the compliance officer at compliance@qualco.eu. You should wait for a positive response before proceeding with the process (C-Level written approval). Additional information may be requested.

Basic Information

Business Owner		Department	
Qualco Company's Name		Email	
Recipient's Full Name		Organization's Web Site	
Donation category	<input type="checkbox"/> Sponsorship <input type="checkbox"/> Charitable Contribution	Donation type	<input type="checkbox"/> Money (_____ €) <input type="checkbox"/> Service* (please describe)
Purpose and objectives of donation		Categories of organization activities	
Geographic location		Affiliation with NGOs, governments, or groups	
Description of payment method		Registration number (ex Register of Greek and Foreign Non-Governmental Organizations (NGOs), Hellenic business registry, etc)	

*only for charities

Attachments

Organization Statute	<input type="checkbox"/> Attached
Proof document of the current composition of the board of directors	<input type="checkbox"/> Attached

I have read and considered the Group Anti-Bribery & Corruption Policy and I declare that -as far as I know- there is no beneficiary, employee, officer, director, manager, or actual controller from the recipient's organization expected to have any significant influence on the contributing company's business.

Signature

Signature of the Person Submitting this Form

Name

Name of the Person Submitting this Form

Date of Signature

MM DD YY