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| <b>Document I.D.</b>          | <b>Anti-Bribery and Corruption Policy</b><br><br>Group Policy intended to ensure compliance with global anti-bribery and anti-corruption laws. |
| <b>Owner</b>                  | The Group Compliance Manager, as seconded by the Group General Counsel.  |
| <b>Version</b>                | 1.2  |
| <b>Initial Issue Date</b>     | Implemented by resolution of the Board of Directors of Eficode Group Oy on 23 January 2024   |
| <b>Most Recent Issue Date</b> | 12 May 2025  |

#### Version Control

| <b>Version n:o and Issue Date</b> | <b>Latest Review Date</b> | <b>Summary of Changes</b>   |
|-----------------------------------|---------------------------|---|
| v.1.0 / 23 January 2024           | 23 January 2024           | Initial version   |
| v. 1.1/ 03 January 2025           | 03 January 2025           | Addition of Section 7.3 Anti-Money Laundering, Fraud, and Terrorist Financing |
| v1.2 / 12 May 2025                | 12 May 2025               | Minor - Reference to and link to group whistleblowing policy updated.         |

## 1. Definitions

“**Eficode Group**” “**Eficode**” or “**Group**” means Eficode Holdings Oy and all (or any, as context may require) of the legal entities belonging to the same group of companies as it, as set out in the Finnish Accounting Act from time to time.

“**Eficode People**” means all Eficode employees, Leaders and Eficode non-executive directors, such as the members of the Board of Directors and those individuals acting as Eficode’s authorised agents.

“**Government Officials**” includes anyone working at, or on behalf of, a Government Entity, as well as any candidate for political office, a political party official or employee. Government Officials also include an officer, director, or employee of a non-governmental institution whose employees are treated, because of their status or other reasons, as Government Officials under applicable local law.

“**Government Entity**” includes national, state and local governments including their departments, public corporations, agencies and other Government Entities as well as "public international organisations" and political parties. "Public international organisations" include any organisation with two or more governments as members.

“**Leaders**” means Eficode employees with a line management role.

“**Suppliers**” includes all Eficode Group suppliers, distributors, agents, advisors, consultants and intermediaries, whether private individuals, companies or government or public bodies.



## 2. Introduction

The Eficode Code of Conduct defines the standard of behaviour that everyone in the Eficode Group must follow. It forms the basis of doing the 'right thing' in everyday actions. This Anti-Bribery and Corruption Policy (hereinafter "**ABC Policy**") builds on the principles established in the Code of Conduct and is intended to ensure Eficode Group compliance with global anti-bribery and anti-corruption laws, including but not limited to, the US Foreign Corrupt Practices Act (hereinafter "**FCPA**"), the UK Bribery Act 2010 (hereinafter "**UKBA**") and other applicable laws, including any local criminal codes and anti-money laundering and counter-terrorist financing regulation (hereinafter "**ABC Laws**").

## 3. Objective

Failing to recognise and avoid bribery and corruption risks can have a devastating impact on Eficode Group's reputation, business and can create criminal and/or civil liability for Eficode Group and the Eficode People involved. The objective of this ABC Policy is to:

- Establish expectations and responsibilities for Eficode People with respect to ABC laws.
- Provide instruction and guidance to Eficode People on how to recognise, prevent and report any suspected acts of bribery or corruption; and
- Prescribe the controls that must be adopted by all legal entities belonging to the Eficode Group intended to prevent, detect and remediate bribery and corruption risks.

## 4. Scope

This ABC Policy applies to all Eficode legal entities as form the Eficode Group and all Eficode People. Compliance with this ABC Policy is the collective responsibility of all Eficode People. Leaders are expected to lead by example and encourage all Eficode People to speak up in all suspected or actual cases of non-compliance.

Eficode Group may be responsible for the indirect actions of its business partners and other third parties in their performance and discharge of services on behalf of Eficode Group.

This ABC Policy is reviewed annually as a minimum, or in light of a significant business or market change, or at any time to comply with a change to the relevant ABC Laws or any other similar law.

## 5. What is Bribery and Corruption?

Bribery refers to the act of offering, promising, giving, receiving, or soliciting anything of value (financial or otherwise) to any person or entity, directly or indirectly, with the intention of corruptly or improperly obtaining or retaining a business advantage. Bribery offences can include:

- Inducing or rewarding a person to act or for having acted in a way which a reasonable person would consider improper in the circumstances i.e., bribing another person;
- Requesting, agreeing to receive, or accepting a bribe from another person;
- Bribing a public official; and
- Commercial organisations failing to prevent bribery.

Bribery can be active (offering or promising to give anything of value) or passive (agreeing to receive or accept anything of value) where there is also intent to induce the recipient to act improperly in the performance of their duties.

**Any person** can be involved in bribery, including employees and agents of both public and private institutions and foreign and domestic Government Officials.

**Anything of value** can form a bribe, it does not have to be cash or have an equivalent cash value and could include, but is not limited to:



- Employment offers or referrals.
- Training and education services.
- Internships.
- Entertainment.
- Physical gifts.
- Lodging.
- Trips and travel expenses.
- Product discounts.
- Loans.
- Charitable donations.
- Sponsorships.
- Rewards as part of a contest or competition.
- Use of services of goods.
- The forgiveness of debts.
- In kind help and support.

Corruption refers to any form of abuse of entrusted power for private gain, including, but not limited to, bribery.

## 6. General Policy

Eficode Group will not tolerate bribery or corruption in any form and prohibits the offering, giving, solicitation or the acceptance of any bribe or corrupt inducement in any form, to or from any person or company wherever located, whether a public official, public body, private person or company by any Eficode People in order to gain any commercial, contractual, or regulatory advantage in any way which is unethical or to gain any personal advantage, regardless of the value for the individual or individuals concerned.

Eficode People must promptly report any suspected or actual known violation of this ABC Policy or the ABC Laws.

## 7. Specific Procedures

### 7.1. Risk Management

Eficode People are expected to be aware of bribery and corruption risks in regular business transactions and take steps to mitigate those risks, where appropriate escalating high risk business transactions to Leaders. High risk business transactions can include but may not be limited to:

- **Doing business with third parties.** All Eficode Group Suppliers must be made aware of the Eficode Supplier Code of Conduct and shall be subject to appropriate due diligence activities conducted by the contracting Eficode Group company. Eficode Group companies shall select, screen, monitor and manage Suppliers in strict accordance with this ABC Policy, the Eficode Code of Conduct and the Supplier Code of Conduct.
- **Working with Government Officials and public sector entities.** Transactions involving Government Officials require extra caution because of the higher burden imposed by ABC Laws. If you are involved in such a transaction and have not recently completed your anti-bribery and anti-corruption training, or you feel you need additional support to assess the risks, reach out to the Group Compliance Manager or General Counsel who can provide further guidance and training.
- **The provision or receipt of gifts, hospitality, and donations.** This ABC Policy is not intended to prohibit appropriate, proportionate gift, hospitality or donation practices provided they are in accordance with this ABC Policy and the Code of Conduct. Eficode People must approach such practices with caution, it may not be easy to decide whether something is appropriate and remember that market practices can vary greatly between countries. If you are in any doubt whatsoever you should reach out to the Group Compliance Manager or General Counsel.



- **Third party Invoices related to Government Official expenses.** Invoices for professional services and out of pocket expenses raised by third parties for interacting, directly or indirectly, with government or public officials on Groups behalf should also receive pre-approval from your local Legal Counsel or the Global Compliance Manager.
- **Political contributions or donations using Eficode Group funds.** Eficode Group fully prohibits the use of company funds for the purpose of making or facilitating any political contribution or donation. Any such activities are directed solely by the CEO of the Group in advisement with the Board of Directors.
- **Employment.** All employees must be hired solely on the basis of merit, ability, and company need.
- **Facilitation payments.** A facilitation payment is anything of value authorised, offered, promised, or provided to an individual for the purpose of expediting a service or circumventing a business process. In many countries this is common, sometimes disguised as an administrative fee, licensing fee or otherwise. Eficode People are prohibited from making, arranging, or authorising any form of facilitation payment to any individual person or persons or any entity other than to a legitimate Government Entity charging a fee and only where that process is available to all on payment of the fee.

Bribery and corruption risks vary by country and can be different depending on the operating models of Eficode Group companies, local laws, markets, and customs. To ensure adequate risk management, Eficode Group companies should periodically assess its risks in conjunction with the Group Compliance Manager and General Legal Counsel.

## 7.2. Gifts and Inducements

A gift is any item, whether tangible or intangible, given to or received from an individual, organisation, or entity with which we have a business relationship. This includes physical items, monetary gifts, discounts, services, promotional items, and favours. Gifts play a role in professional relationships and may be part of the business etiquette - however, the exchange of gifts of significant value, or where there are circumstances that make the gift inappropriate, can raise ethical concerns.

Eficode does not request or offer gifts that may influence, or create the appearance of influencing, our business decisions, or the business decisions of those with whom Eficode works. Specifically, Eficode People must never:

- Accept or make a cash gift or cash equivalent gift i.e., a gift voucher, loan or discount.
- Send or accept a gift that has been sent or delivered to an individual's personal residential address.
- Send or accept a gift that is above any nominal value set locally by an Eficode Group company and in any event never to exceed EUR 100 exchanged to the local currency.\*
- Accept or offer a gift in conjunction with open business negotiations or at a time when an offer is pending to avoid any doubt of impropriety.
- Attempt to divide the total value of a gift into several parts in a way that creates an appearance of compliant behaviour.

Hospitality events, such as corporate dinners, entertainment, and social gatherings, play a significant role in building and maintaining business relationships. While these activities can be a source of collaboration and networking, they can also raise ethical concerns. Therefore, all forms of hospitality must be legitimate, appropriate, and proportional to the business context.

The giving or receiving of hospitality or gifts must:

- Conform to ABC Laws and where this is not in conflict with the law, local customs and this ABC Policy.
- Not place the recipient under any obligation to the donor or appear to do so.
- Serve a legitimate business purpose i.e., necessary for the execution of the professional tasks of the individual.
- Not be immoral in nature nor harm the dignity of others.
- Be permitted under the policies of the recipient's employer or company.



- Be permitted under Eficode's policies.
- Be given and received in a transparent manner and recorded properly within the Eficode Group company books, and where applicable locally, in the gifts register.

\*Group Executive Management gift limits are separately controlled by the Board of Directors of Eficode Group Oy

Eficode People must be aware that the acceptance of gifts can carry personal tax or customs obligations for which they are individually responsible for discharging.

### **7.3. Anti-Money Laundering, Fraud, and Terrorist Financing**

Eficode is committed to conducting business with integrity and ensuring that its operations are not used to facilitate financial crime, including money laundering, fraud, and terrorist financing. While Eficode is not a regulated entity under financial crime legislation, it upholds high ethical standards and complies with all applicable laws in the jurisdictions where it operates.

Money laundering, fraud, and terrorist financing pose significant risks to businesses and society. Employees, contractors, and business partners must remain vigilant in identifying and preventing any activities that could be linked to such crimes. Eficode prohibits:

- Engaging in or facilitating transactions that involve the proceeds of criminal activity.
- Knowingly misrepresenting financial information or engaging in deceptive practices.
- Doing business with individuals or entities that are subject to sanctions or have known links to criminal activity.

Employees must report any suspicious transactions or concerns about potential financial crime risks to their line manager or the Compliance Team. Eficode also expects its business partners to uphold similar principles and will take appropriate action, including terminating relationships, if there is evidence of involvement in financial crime.

By maintaining robust due diligence and ethical business practices, Eficode seeks to mitigate the risks of financial crime and reinforce its commitment to transparency and integrity.

### **7.4. Keeping accurate records**

Creating and maintaining complete, accurate, and timely internal records, books and accounting controls is essential for ensuring Eficode Group complies with the ABC Laws and can effectively monitor performance against this ABC Policy. It is an offence e.g. under the FCPA and UKBA to fail to (i) keep accurate books and records or (ii) not maintain effective internal accounting controls, and such violations can form the basis of an action against Eficode Group, separate and apart from the anti-bribery and anti-corruption provisions. As such the following best practice must be followed by each business division across the Eficode Group:

- All transactions must be transparent, fully documented, and coded to accounts that accurately reflect their nature.
- All internal accounting controls must be followed and kept under review to ensure they comply with the ABC laws, this ABC Policy and provide a reasonable level of detail and accuracy.
- All transactions, assets and liabilities should be recorded on time and in chronological order.
- All books and records must be protected to prevent intentional or unintentional destruction, improper or unauthorized alterations, or disclosures.
- Never make false claims on an expense report or time sheet.
- Be as clear, concise, truthful, and accurate as possible when recording any information. Avoid exaggeration, inappropriate language, guesswork, or legal conclusions.
- When engaging with external auditors, provide access to all information of which you are aware that is relevant to the preparation of financial statements such as records, documentation, and other matters.
- When reviewing or approving a transaction, give appropriate time and detail to ensure adherence to our policies and procedures.



- Only sign documents, including contracts, that you are authorized to sign and that you believe are accurate and truthful and comply with Group policies, third party commitment requirements and have been processed in accordance with Eficode Group standards internally.
- Maintain all corporate records for legally required minimum periods and in accordance with the relevant Eficode Group companies document retention procedures and legal requirements.

## **8. Compliance with this ABC Policy**

Compliance with this ABC Policy is the responsibility of all Eficode People. However, certain responsibilities are further defined below:

### **Group Compliance Manager / Group Compliance Officer**

The Group Compliance Manager is responsible for developing and implementing the program that supports compliance with this ABC Policy.

### **Group Management Team**

Group Management Team, or their designees, of each country or line of business are responsible for implementing and ensuring adherence to this ABC Policy within their respective Eficode Group company.

### **Local Legal Counsel or Compliance Officer**

Members of the Compliance or Legal functions, assigned to Eficode Group companies or business functions, whose roles and responsibilities include:

- Communication and training of this ABC Policy and its requirements.
- Responding to inquiries, issues, and providing guidance and counsel.
- Participating in investigations related to reports and allegations of violations as necessary.

## **9. Training**

All Eficode People must be aware of and compliant with the principles set forth in this ABC Policy. Eficode Group companies shall ensure that all Eficode People receive periodic training and communications on the topics contained within this ABC Policy and annually attest to their understanding and compliance with this ABC Policy.

Local training will be provided by local Legal Counsel in coordination with the Group Compliance Manager. Training for third parties will be required based on the bribery and corruption risks associated with the scope of the relationship.

## **10. Consequences of non-compliance**

Companies that violate ABC Laws can face serious criminal and civil penalties, as well as reputational damage and irrevocable financial consequences. Eficode People that do not comply with this ABC Policy and the ABC Laws may be held personally liable for their violations. Eficode Group may refer suspected violations to the relevant law enforcement agency, which could lead to fines, penalties and/or imprisonment for such individuals. Failure to comply with this ABC Policy will result in appropriate disciplinary actions, which may include dismissal and a claim for damages.

## **11. Raising concerns**

Eficode's commitment to doing business with a high degree of integrity and transparency depends on a culture in which everyone feels empowered to report instances of non-compliance of this ABC Policy. You can report suspected or actual noncompliance in the following ways:



- a) Your direct manager - if the alleged misconduct was perpetrated by your manager, you should contact their direct manager instead (one-over principle);
- b) The Group Compliance Manager or any member of the Legal or Compliance team;
- c) Any member of the Group Management Team or the CEO.

You may report confidentially and anonymously through the whistleblowing channel, as outlined in the [Eficode Whistleblowing Policy](#). Please remember that if you report anonymously and do not leave a communication channel back to you it might have an impact on Eficode's ability to investigate the matter further where additional information from you would be needed.